

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

VANS, INC.

File number C 109021

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: January 12, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Alma Sibel*

ARTICLES OF INCORPORATION

OF

VANS, INC.

JAN 12 3 08 PM '95

SECRETARY OF STATE

The undersigned, acting as the incorporator of VANS, INC., a corporation organized under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of this corporation is VANS, INC.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The purpose or purposes for which the corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV

The aggregate number of shares which the corporation has authority to issue is One Hundred Thousand (100,000) shares of common stock with \$1.00 par value.

ARTICLE V

The address of the initial registered office of the corporation is 6674 Hollilynn Drive, Boise, Idaho 83709, and the name of its initial registered agent at such address is Susan VanPaepegem.

IDAHO SECRETARY OF STATE
19950112 0900 56401 2
CK #: 16402 CUST# 5403

CORP

ARTICLES OF INCORPORATION
Vans\articles.inc

-1-

1@ 100.00= 100.00

#: C

ARTICLE VI

Shareholders shall have a preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares as provided under the Idaho Business Corporation Act.

ARTICLE VII

If at any time the holders of a majority or more of the shares of the corporation shall enter into an agreement restricting or limiting the sale, transfer, assignment, pledge or hypothecation of the shares of the corporation or any part thereof to which agreement the corporation shall become a party, the corporation shall thereupon observe and carry out on its part the terms of any such agreement and shall refuse to recognize any sale, transfer, assignment, pledge or hypothecation of any of the shares covered by such agreement, unless the same is in conformity with the terms and conditions of such agreement. Provided, however, that a copy of such agreement shall be filed in the principal office of the corporation, and provided further that notice of the existence of such provision shall be noted conspicuously on the face or back of each and every certificate of shares subject to terms and conditions of any such agreement.

ARTICLE VIII

The number of directors constituting the initial board of directors of the corporation is two (2), and the names and address of such persons who are to serve as directors until the first meeting

