

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

ALL SEASON EQUIPMENT INC.

File number C 106624

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: June 10, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

RECEIVED
SEC. OF STATE

ARTICLES OF INCORPORATION
OF
ALL SEASON EQUIPMENT INC.

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KNOW ALL MEN BY THESE PRESENTS: That We, the undersigned, being citizens of the United States of America, and of full legal age, being residents of the State of Idaho, have this day voluntarily associated together for the purpose of forming a domestic, profit-making Corporation under the, and pursuant to the laws of the State of Idaho, and We do hereby certify as follows:

ARTICLE I

Corporate Name:

The name of this Corporation shall be "ALL SEASON EQUIPMENT INC."

ARTICLE II

Principle Office and Registered Agent:

The principle office of the Corporation in the State of Idaho, is at 10975 Linstock Ct., Boise, County of Ada, State of Idaho. The registered Agent at this address is Marshall S. Hess, Corporate President. Mail is to be addressed to said agent at 738 Palmetto Drive, Eagle, Idaho, 83616.

ARTICLE III

Corporate Duration:

The Corporation shall have perpetual existence, unless sooner dissolved by lawful act of the Corporation or by reason of law.

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ARTICLE IV

Corporate Purposes:

The purposes for which this Corporation is organized are:

(1) To perform or undertake any act, in any part of the world or to do any or all of the things herein set forth to the same extent as principals, agents, contractors, trustees, or otherwise, and either alone or in company of others.

(2) To provide general business activity including but not limited to general sales of equipment and related services, including but not limited to selling of equipment.

(3) To enter into, make, perform and carry out, contracts, leases, deeds, notes, mortgages; to borrow money, hypothecate property and deal in any manner with any choice in action or involving any kind or form of property or property right, in any amount, character or kind; and to deal and contract with any person, firm or corporation or other legal entity.

(4) To purchase, own, sell, convey, mortgage, pledge, exchange, acquire by operation of law or otherwise, real and personal property of every kind and nature, including debts, dues, demands, evidences of debts, bonds and stocks of corporations, public or private; to specifically buy, sell or deal in the stock of this corporation.

(5) To transact any lawful business and to have and exercise all powers necessary or convenient to effect any and all lawful purposes.

ARTICLE V

Capital Stock:

The capital stock of this Corporation shall be of one class, non-assessable, issuable as follows:

(1) The total authorized number of shares shall be TEN THOUSAND (10,000) AUTHORIZED SHARES, with a par value of ONE DOLLAR (\$1.00), lawful money of the United States of America.

(2) Each share of capital stock shall be entitled to one vote at any shareholders meeting, which may be voted either in person or proxy.

(3) No share of capital stock of this Corporation may be sold or transferred on the Corporate books without the consent of the Board of Directors, but in the event that a shareholder requests sale or transfer of his stock and is refused, the Corporation must purchase such share or shares at the market value of said share or shares at the time of requests or within a reasonable time thereafter.

(4) The Corporation may deal in its' own shares, but in no event shall any shares held by the Corporation be voted, nor shall any shares which may have been pledged or hypothecated by the Corporation unless the same are transferred to the holder.

ARTICLE VI

Incorporators:

The name and post office addresses of the Incorporators of this Corporation, who are natural born citizens of the United States and more than twenty-one years of age are as follows:

Marshall S. Hess
738 Palmetto Dr.
Eagle, ID 83616

Brett A. Whitesides
10975 Linstock
Boise, ID 83704

ARTICLE VII

Board of Directors:

The Board of Directors of this Corporation shall be composed of not less than one, nor more than three, individuals who shall be elected by the Stockholders at their organizational meeting as the By-Laws provide; and thereafter shall be elected each year as terms expire at the Annual Stockholders Meeting.

Directors shall serve, during good behavior until their successors have been elected and instituted at the Annual Board Organizational Meeting or Special Board Meeting called to institute a newly elected or appointed Director. Vacancies shall be filled temporarily by the Board of Directors from Stockholders of record until the next Annual Stockholders Meeting at which time an election for the unexpired terms shall be held.

The Directors shall meet immediately following the Stockholders Organizational Meeting and after each Annual Stockholders Meeting for the purpose of organizing themselves by electing a Chairman and such other officers as the Corporation may desire or deem necessary.

The Board shall meet from time to time as may be required, and any number equalling fifty percent (50%) or more of the Directors elected, shall constitute a quorum for business.

The Board shall be responsible for Corporate policy and shall be responsible for supervision of Corporate business including the hiring and firing of personnel, setting salaries or wages, entering agreements and direction of enterprises in which the Corporation may be engaged. All Corporate officers shall be directly responsible to the Board, and shall carry misconduct on the part of any elected or appointed officer and subject such officer to removal upon confrontation, hearing and finding of misconduct by a vote of holders of two-thirds of the Company Stock, or the elected Board of Directors.

The Board of Directors may be paid a gratuity for their services on the Board, to be determined at the Annual Stockholders Meeting by vote of the Stockholders. Board members may become employees of the Corporation and recompensed for services as are other employees.

The initial Board of Directors will be:

Marshall S. Hess
738 Palmetto Dr.
Eagle, ID 83616

Brett A. Whitesides
10975 Linstock
Boise, ID 83704

until the first Organizational meeting, or until their successors be elected and qualified.

ARTICLE VIII

Corporate Officers:

There shall be elected at the Annual Meeting of Stockholders which shall be held as near the anniversary date of these Articles as practicable after due notice to Stockholders of record who shall serve according to the Corporate By-Laws and shall not be governed by the one-year term provisions and may serve in the position of Corporate officer as well as a Director until their successors are elected and qualified: President; Vice-President, and; Secretary/Treasurer.

There may be also elected such other officers as Stockholders deem necessary. Directors shall serve staggered terms according to Corporate By-Laws and shall not be governed by the one-year term provisions.

A majority of the outstanding Stockholders, present by proxy, or in person, shall constitute a quorum at any Annual or Special Meeting of the Stockholders.

ARTICLE IX

Dissolution-Disposition of Assets:

This Corporation may be dissolved by lawful procedures provided by the laws of the State of Idaho by a vote of stockholders who own two-thirds of all outstanding stock at any Stockholders meeting. In the event that the Corporation becomes defunct or inactive for a period of five years or more, any person having an interest in the Corporation may petition for dissolution according to law without consent of the Stockholders.

Upon dissolution of the assets of the Corporation, if there be any, shall be disposed of lawfully and the proceeds distributed to the outstanding Stockholders pro-rate. If a Stockholder cannot be located after reasonable search, any sums to which he shall be entitled, shall be delivered to his descendants or other beneficiary designated by the Stockholder.

ARTICLE X

Taxation of Corporation:

The Corporation shall elect to be taxed as an "S" Corporation under the Internal Revenue Code.

The Corporation shall only authorize and issue one class of stock (voting common).

No Stockholder shall do any act (including the sale or transfer of such Stockholder's stock) which shall contravene or revoke the Corporation's election to be taxed as an "S" Corporation.

ARTICLE XI

Amendment:

These Articles may be amended, altered or added to, by a vote of more than fifty percent (50%) of the outstanding shares at any Annual or Special Stockholders meeting upon such notice as may be required by laws of the By-Laws of the Corporation.

IN WITNESS WHEREOF, the Incorporators have set their hands this ____ day of June, 1994.




Marshall S. Hess

STATE OF IDAHO)
) ss.
County of Ada)

On this 6 day of June, 1994, before me, the undersigned Notary Public in and for said State, personally appeared Marshall S. Hess, known to me to be one of the Incorporators of ALL SEASON EQUIPMENT INC., whose signature is affixed to the foregoing Articles of Incorporation, and acknowledged to me that he executed the same as an incorporator of ALL SEASON EQUIPMENT INC.

IN WITNESS WHEREOF, I have set my hand and seal the day and year in this certificate first above appearing.




Notary Public for Idaho
Residing at Eagle, Idaho
My commission expires: 6/25/97


Brett A. Whitesides

STATE OF IDAHO)
County of Ada) ss.

On this 6 day of June, 1994, before me, the undersigned Notary Public In and for said State, personally appeared Brett A. Whitesides known to me to be one of the Incorporators of ALL SEASON EQUIPMENT INC., whose signature is affixed to the foregoing Articles of Incorporation, and acknowledged to me that he executed the same as an incorporator of ALL SEASON EQUIPMENT INC.

IN WITNESS WHEREOF, I have set my hand and seal the day and year in this certificate first above appearing.


Notary Public for Idaho
Residing at Eagle, Idaho
My commission expires: 6/23/97