

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

THE ULTIMATE GOLFER, INC.

File number C 114050

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: March 8, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Anna Sibel*

MAR 8 8 48 AM '96

SECRETARY OF STATE  
STATE OF IDAHO

**ARTICLES OF INCORPORATION**  
**OF**  
**THE ULTIMATE GOLFER, INC.**

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned natural persons of lawful age and citizens of the United States, for the purpose of forming a corporation pursuant to the provisions of the Idaho Business Corporation Act (Title 30, Idaho Code) do hereby certify as follows:

**FIRST**

The name of the corporation is The Ultimate Golfer, Inc.

**SECOND**

The corporation is to have perpetual existence.

**THIRD**

The purposes and objects for which the corporation is organized include the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act (Title 30, Idaho Code).

**FOURTH**

The aggregate number of shares which the corporation shall have authority to issues is 10,000. Such shares are to consist of only one class. The par value of each of such shares shall be no par value, which stocks shall not be issued until fully paid for, and once so issued shall be non-assessable.

IDAHO SECRETARY OF STATE  
DATE 03/08/1996 0900 43812

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#### FIFTH

All of the shares of stock issued shall be common stock, and all shares shall have equal value, without preferences, limitations or differences in relative rights with respect to other shares.

#### SIXTH

Stockholders of the corporation shall have pre-emptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, or to obligations of the corporation convertible into stock. Any stock or obligations issued by the corporation shall first be offered to the stock holders of the corporation.

#### SEVENTH

The address of the initial registered office of the corporation is:

1675 W. Appleway  
Coeur d'Alene, ID 83814

The name of the corporation's initial registered agent at such address is:

Terry L. Atkins

#### EIGHTH

The number of directors constituting the initial Board of Directors is 3.

The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until

their successors be elected and qualified are:

Edward L. Parks  
1675 W. Appleway  
Coeur d'Alene, ID 83814

Terry L. Atkins  
1675 W. Appleway  
Coeur d'Alene, ID 83815

David Porter  
1675 W. Appleway  
Coeur d'Alene, ID 83814

NINTH

The name and address of the incorporator is:

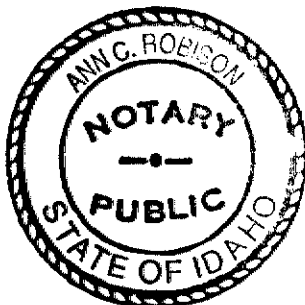
Terry L. Atkins  
1675 W. Appleway  
Coeur d'Alene, ID 83814

IN WITNESS WHEREOF, I have hereunto set my hand this 5th day  
of March, 1996.

  
Terry L. Atkins

STATE OF IDAHO           )  
                                  ) ss  
COUNTY OF KOOTENAI    )

I, Ann C. Robison, notary public, do hereby certify  
that on this 5th day of March, 1996, personally appeared  
Terry L. Atkins, who being by me first duly sworn, declare that he  
is the person who signed the foregoing document and that the  
statements therein contained are true.



Ann C. Robison  
Notary Public in and for  
the State of Idaho  
Residing at Coeur d'Alene  
My Commission Expires: 10/31/2000