

CERTIFICATE OF INCORPORATION
OF

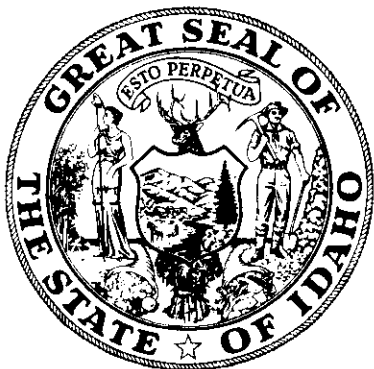
RIVER RUN FLIES, INC.

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 _____
RIVER RUN FLIES, INC.

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 September 24, 1970.



SECRETARY OF STATE

Corporation Clerk

FILED

79 SEP 24 AM 6 35

SEP 18 11 23 AM '79

ARTICLES OF INCORPORATION
SECRETARY OF STATE
OF STATE

RIVER RUN FLIES, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

FIRST

The name of the corporation is RIVER RUN FLIES, INC.

SECOND

The purposes and objects for which the corporation is formed are:

(1) To engage in the sales and marketing of fishing equipment and outdoor sporting goods industry.

(2) To acquire land, construct, own and operate buildings, to acquire, by purchase, lease, or otherwise, lands and interests in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held or occupied by the Corporation, buildings or other structures, with their appurtenances and to manage, operate, lease, rebuild, enlarge, alter or improve any buildings owned, held or occupied and to encumber or dispose of any lands or interests in lands and any buildings or other structures, at any time owned or held by the Corporation.

To acquire, by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the Corporation and to invest, trade and deal in any personal property deemed beneficial to the Corporation and to encumber or dispose of any personal property at any time owned or held by the Corporation.

(3) To buy, sell, acquire, hold, own, mortgage, pledge, lease, assign, transfer, trade and deal in and with all kinds of personal property, goods, wares and merchandise of every kind, nature and description;

(4) To buy, sell, lease, let, mortgage, exchange or otherwise acquire or dispose of lands, lots, houses, buildings and real property, hereditaments and appurtenances of all kinds and wheresoever situated, and of any interest and rights therein, to the same extent as natural persons might or could do and without limit as to amount;

(5) To acquire by purchase, subscription or otherwise, and to own, hold, sell, negotiate, assign, deal in, exchange, transfer, mortgage, pledge or otherwise dispose of, any shares of capital stock, scrip, bonds, mortgages, securities, or evidence of indebtedness, issued or created by any other corporation, joint stock company or association, public or private, or by whomsoever issued, and while the holder or owner thereof to possess and exercise in respect thereof any and all rights, powers and privileges of ownership, including the right to vote thereon;

(6) To make, perform and carry out contracts of every kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, either public or private, or with any territory or government, or any agency thereof;

(7) To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets, real or personal, at any time owned or held by this corporation, upon such terms and conditions as the Board of Directors shall authorize, and as may be permitted by law.

(8) To acquire, hold, sell, re-issue, or cancel any shares of its own capital stock, provided, however, that this corporation may not use any of its funds or property for the purchase of its own common stock when such use would cause any impairment of the capital of this corporation, and provided, further, that the shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly;

(9) To purchase or otherwise acquire the whole or any part of the property, assets, business and good-will of any other person, firm, corporation or association, and to conduct in any lawful manner the business so acquired, and to exercise all of the powers necessary or convenient in and about the conduct, management and carrying on of such business;

(10) To organize, incorporate and re-organize subsidiary corporations and joint stock companies and associations for any purpose permitted by law;

(11) To have one or more offices to carry on all or any part of its operations and business and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and which now or hereafter may be authorized by law, and this to the same extent and as fully as natural persons might or could do, as principals, agents, contractors, trustees or otherwise and either alone or in connection with any person, firm, association or corporation;

(12) To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho upon corporations formed under the general corporation laws of said State, or under any Act amendatory thereof or supplemental thereto or substituted therefor;

(13) To engage generally in the business of outdoor and fishing equipment sales and marketing;

(14) To own and operate fishing and outdoor equipment entities, both within and without the State of Idaho;

The foregoing clauses are to be construed both as objects and powers; and it is hereby expressly provided that enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation; provided, however, that nothing contained herein shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do any act which a corporation formed under the Act hereinbefore referred to, or any amendment thereof or supplement thereto, or substitute therefor, may not at the time lawfully carry on or do. It is the intention that the purposes, objects and powers specified in each of the sub-paragraphs (1) through (14) inclusive, of paragraph Second of these Articles of Incorporation shall, except as otherwise expressly provided, in no wise be limited or restricted by reference to, or interference from, the terms of any sub-paragraph, clause or paragraph of these Articles of Incorporation.

THIRD

The corporation is to have perpetual existence.

FOURTH

The location and post office address of the registered office of the corporation is 631 Bitterroot, Boise, Idaho 83709.

FIFTH

The amount of the capital stock of this corporation shall be, and is FIFTY THOUSAND AND NO/100THS DOLLARS (\$50,000.00) consisting of Fifty Thousand (50,000) shares of ONE AND NO/100THS DOLLARS (\$1.00) par value each.

SIXTH

The name and post office addresses of the incorporators and directors and the number of shares subscribed for by each are as follows:

<u>Name</u>	<u>Post Office Address</u>	<u>No. of Shares</u>
James I. Bonnett	631 Bitterroot Boise, Idaho 83705	20,000
Deborah A. Bonnett	631 Bitterroot Boise, Idaho 83705	3,000
Jay L. Webb	815 W. Washington Boise, Idaho 83701	None

SEVENTH

The registered agent of the corporation is James I. Bonnett, and his address is 631 Bitterroot, Boise, Idaho 83701.

EIGHTH

The private property of the stockholders of the corporation shall not be subject to the payment of corporation debts to any extent whatever and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business or paying debts of the corporation.

NINTH

The number of Directors of the corporation shall be as specified in the By-Laws and such number may from time to time be increased or decreased in such manner as may be prescribed in the By-Laws, provided the number of Directors of the corporation shall not be less than three. In case of any increase in the number of Directors, the additional Directors may be elected by the Directors then in office and the Directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

TENTH

Stockholders of the corporation shall have pre-emptive and preferential right 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 obligations convertible into stock, shall first offer such issue of stock or obligations to the stockholders of the corporation.

ELEVENTH

A voluntary sale, lease or exchange of all of the property and assets of the corporation, including its franchises, may be made by the Board of Directors, with approval of the Shareholders, upon such terms and conditions as it may deem expedient and for the best interests of the corporation.

TWELFTH

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interest in, or are Directors or officers of, such other corporation; any Directors individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any Director of the corporation who is also a director or officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or of such transaction with like force and effort as if he were not such director or officer of such other corporation or not so interested.

THIRTEENTH

The Board of Directors is expressly authorized to repeal and amend the By-Laws of the corporation and to adopt new By-Laws, and the corporation reserves the right to amend, alter, change or repeal any provision contained in these ARTicles of Incorporation, in the manner now or otherafter prescribed by law, by a majority vote of the shareholders, represented in person or by proxy, at any annual meeting of the shareholders, represented in person or by proxy, at any annual meeting of the shareholders or at any meeting duly called for that purpose, except where the laws of the said State of Idaho otherwise provide.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 17 day of September, 1979.

James I. Bonnett
Deborah A. Bonnett
Jay L. Webb

STATE OF IDAHO,)
) ss.
County of Ada.)

On this 17 day of September, 1979, before me, the undersigned, a notary public in and for said state, personally appeared, James I. Bonnett, Deborah A. Bonnett and Jay L. Webb, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same and that they are persons over the age of twenty-one (21) years and citizens of the United States of America.

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

Marilyn E. Lange
Notary Public for Idaho
Residing at Boise