

**ARTICLES OF MERGER OF
ROBISON DISTRIBUTING, INC., AND MARCO DISTRIBUTING, INC.**

Pursuant to the provisions of Section 30-1-1101 of the Idaho Business Corporation Act, ROBISON DISTIRBUTING, INC., an Idaho corporation, ("Robison", herein as surviving corporation), and MARCO DISTRIBUTING, INC., an Idaho corporation ("Marco", herein as merging corporation), by and through their shareholders and directors, hereby adopt the following Articles of Merger for the purpose of merging Marco into Robison, an Idaho corporation, as the surviving corporation.

The following Plan of Merger was approved by the unanimous consent of all shareholders and all directors of each corporation, including the surviving corporation, in the manner provided by the Idaho Business Corporation Act.

1. **Effective Date of Merger.** The effective date of the merger shall be October 1, 2002. On the effective date of merger the separate existence of the merging corporation shall cease and the merging corporation shall be merged into the surviving corporation which shall continue its existence and retain the name of ROBISON DISTRIBUTING, INC.

2. **Ownership of Merger Corporation.** The name, address and percentage of ownership of the merging corporation prior to the date of merger was as follows:

<u>Name of Subsidiary</u>	<u>% of Ownership</u>	<u>Owner</u>
Marco Distributing, Inc. 925 Turnbull Drive Idaho Falls, Idaho 83401	100%	Robison Distributing, Inc.

3. **Conversion of Shares.** All shares of the merging corporation, however evidenced, shall be cancelled and each holder of shares of the surviving corporation which were outstanding immediately before the effective date of the merger shall hold the same number of shares with the identical rights immediately after the merger and therefore no additional conversion of shares shall be made.

4. **Ownership of Outstanding Shares.** All outstanding shares in the surviving corporation are of one class common capital stock. The number of outstanding shares of common capital stock of the surviving corporation are as follows:

<u>Name</u>	<u>Number issues/outstanding</u>	<u>Percentage</u>
Randy M. Robison	2,746	100%

5. **Delivery of Notice.** The Articles of Merger containing the Plan of Merger have been personally delivered to each shareholder of record and each director of record of the merging and surviving corporation on September 26, 2002 and a waiver of mailing, notice, and consent to

the Articles and this Plan of Merger has been obtained in the form of a confirming signature upon this instrument.

6. **Purposes of Surviving Corporation.** The purposes for which said corporation is formed include the following:

- a. To manufacture purchase, deal in and sell all kinds of sports and recreational apparel.
- b. To own, lease or operate all types of marketing facilities for its product.
- c. To buy, deal in, mortgage and sell stocks, bonds and other securities of other corporations.
- d. To buy, deal in, mortgage and sell all kinds of real estate.
- e. To engage in any and all businesses that are now or which may hereafter become related or associates with any of the foregoing purposes.
- f. To conduct business for any lawful purpose or purposes provided under the law.
- g. To buy and sell, discount and rediscount, notes, drafts, bills of exchange, stocks, bonds, securities and causes of action of all kinds, both as principal and as agent; also to buy and sell liens on real and personal property.
- h. To draw, make, accept, endorse, execute, issue, discount and have discounted, and to deal in every lawful manner in promissory notes, bills of exchange, trade acceptances, conditional sales, warehouse receipts, warrants, and other negotiable or transferable instruments; and to borrow money and to incur indebtedness as may be determined expedient.
- i. To purchase, lease as lessee, or otherwise acquire, and to hold for investment, improve, maintain and operate the business property and other real estate, automotive vehicles, fixtures, supplies, machinery and utensils, and all other personal property of fixtures, stock in this and other corporations, and any other personal property, and to sell, assign, convey, lease as lessor, manage, pledge, mortgage or otherwise encumber or dispose of lands, buildings, structures, vehicles, equipment, fixtures, supplies and any other real or personal property, tangible or intangible, which shall be deemed necessary, convenient or appropriate; and to do everything necessary, convenient or conducive to the full accomplishments of the foregoing objects in these Articles of Merger.
- j. To engage in any or all of the purposes or powers enumerated in these Articles of Merger, a partner, or in a joint venture in such transactions.
- k. The purposes specified herein and enumerated in these Articles shall be construed as both powers and purposes of this corporation, and the enumeration of specific powers and purposes shall not be construed to limit or restrict in any manner the meaning of general terms

or of the general powers of the corporation; nor shall be expression of one thing be deemed to exclude another, although it be of like nature not expressed.

7. **Contracts.** No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the 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 interested in or are directors or officers of such other corporation; any director, individually, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, and if any director of the corporation is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the company which shall authorize such contract or transaction with like force and effect as if he were not such director or officer of such other corporation and not so interested.

8. **By-Laws.** The By-Laws of Robison, the surviving corporation, as they shall exist upon the effective date of this merger, shall be and remain and continue to be the By-Laws until they are altered, amended or repealed as therein provided.

9. **Directors and Officers.** The persons who are directors of Robison, the surviving corporation, on the effective date of this merger, shall be and remain and continue to be the directors of the surviving corporation and are named as follows:

DIRECTORS

Randy M. Robison
1577 Mountain Rose Drive
Idaho Falls, Idaho 83402

R. Shane Robison
830 Buckboard
Idaho Falls, Idaho 83402

Nicholas Robison
1580 Ethels Lane
Idaho Falls, Idaho 83402

Such directors shall hold office until the next annual meeting of the surviving corporation after the effective date of this merger, and the election of the Board of Directors thereat or until their respective successors are elected or appointed and qualified.

All persons who are officers of the surviving corporation on the effective date of this merger shall be and remain and continue to be officers of the surviving corporation, subject to the provisions of the By-Laws of such surviving corporation. The officers of the surviving corporation who shall serve as hereinabove set forth are as follows:

OFFICERS

Randy M. Robison
R. Shane Robison

President
Secretary/Treasurer

The officers shall serve in such capacity until the first regular meeting of the Board following the next annual meeting of stockholders, or until their successors shall have been elected or appointed and qualified.

10. **Corporate Identity.** The corporate identity, existence, purposes, powers, objects, franchises, rights and immunities of the subsidiary corporations shall continue unaffected and unimpaired by the merger hereby provided for and the corporate identity, existence, purposes, powers, objects, franchises, rights, and immunities of such corporation, shall be continued in and merge with and into Robison, the surviving corporation, and Marco shall be fully vested therewith.

11. **Effect of Merger.** Upon this merger becoming effective:

a. The surviving corporation, Robison shall possess all of the rights, privileges, powers and franchises, and shall be subject to all of the restrictions, disabilities, obligations and duties of the merged corporation, except as herein provided and except as otherwise provided by law.

b. The surviving corporation, Robison Distributing, Inc., shall be vested with all property, real, personal and mixed, and all debts due to the merged corporation, on whatever account, as well as all other things in action due or belonging to said merged corporation.

c. All property rights, privileges, powers and franchises of the merged corporation shall be hereafter as effectually the property of the surviving corporation, Robison as they were of said merged corporation, but all rights of creditors and all liens upon any property of any of the merged corporation shall be preserved unimpaired and all debts, liabilities, obligations and duties of the merged corporation shall henceforth attach to and are hereby assumed by the surviving corporation and may be enforced against it to the same extent as if such debts, liabilities, obligations and duties had been incurred or contracted by it.

12. **Delivery of Documents.** Upon the effective date of the merger and at such time as and when requested by the surviving corporation, Robison or by its successors or assigns, the merged corporations shall execute and deliver or cause to be executed and delivered all documents of transfer and any and all other instruments and shall take or cause to be taken all such other and further actions as the surviving corporation may deem necessary and desirable in order to more fully vest in and confirm to the surviving corporation all title to and possession of all of the property, rights, privileges, powers and franchises, hereinabove referred to, and otherwise to carry out the intent and purposes of this Agreement of Merger.

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