

CERTIFICATE OF INCORPORATION  
OF

BURGESS ENTERPRISES, INC.

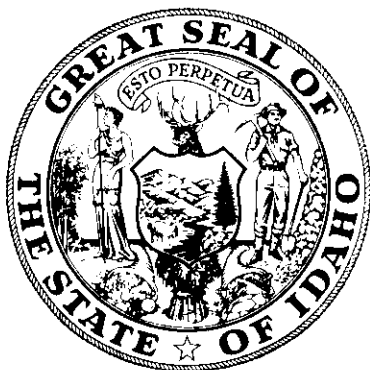
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

BURGESS ENTERPRISES, 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: April 23, 1982



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Donna Gulbach*

ARTICLES OF INCORPORATION  
OF  
BURGESS ENTERPRISES, INC.

KNOW ALL MEN BY THESE PRESENTS: That I, the undersigned, being a natural person of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, pursuant to the laws of the State of Idaho, do hereby certify as follows:

ARTICLE I

The name of the Corporation shall be Burgess Enterprises, Inc.

ARTICLE II

The corporation is to have perpetual existence.

ARTICLE III

The purposes for which said corporation is formed are:

A. To manage and operate a retail business under a franchise with Sport Shacks, Inc., and to transact any or all lawful business in furtherance of such retail business for which corporations may act under the Idaho Business Corporation Act.

ARTICLE IV

The capital stock of the Corporation shall be 100 shares of common stock without par value. No shares of the capital stock of the Corporation shall be subject to assessment for any reason.

ARTICLE V

The address of the Corporation's initial registered office shall be 2500 South Ross, Idaho Falls, Idaho, 83401. The name

of the Corporation's registered agent at that address is David C. Burgess.

#### ARTICLE VI

The Board of Directors shall consist of two (2) directors, but during their term of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided by the By-Laws.

#### ARTICLE VII

The names and addresses of the initial directors to serve until the first annual meeting of the shareholders or until their successors be elected and qualify are as follows:

David C. Burgess  
2500 South Ross  
Idaho Falls, Idaho 83401

James N. Burgess  
7506 Claret Street  
Salt Lake City, Utah 84110

The names and addresses of each of the initial incorporator is as follows:

David C. Burgess  
2500 South Ross  
Idaho Falls, Idaho 83401

#### ARTICLE VIII

The Board of Directors by a majority vote shall have the power to repeal and amend the By-Laws and to adopt new By-Laws.

#### ARTICLE IX

No contract or other transaction between the Corporation and 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 be in any way 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, or any firm of which such 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 such contract or transaction, with like force and effect as if he were no such director or officer of such other corporation, or not so interested.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 16 day of April, 1982.

David C. Burgess  
David C. Burgess

STATE OF IDAHO                    )  
  ) ss  
County of Bonneville        )

On this 16<sup>d</sup> day of April, 1982, before me, the undersigned, a Notary Public, in and for said state, personally appeared DAVID C. BURGESS, known to me to be the person whose name is subscribed to the within Articles of Incorporation, and acknowledged to me that he executed the same.

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

(seal)

John G. Grier  
Notary Public for Idaho  
Residing at Idaho Falls, Idaho  
My Commission Expires: Non-Expiring