



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

L & W, 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 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: **October 21, 1935**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

L & W, INC.

OCT 21 1945

The undersigned acting as the incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I.

The name of this corporation is: L & W, Inc.

ARTICLE II.

The period of its duration is perpetual.

ARTICLE III.

The purpose of the corporation is to transact the business of marketing Henry-Griffitts Precision Fit golf clubs and products and all other businesses not forbidden by law.

ARTICLE IV.

The corporation shall have the authority to issue 500 shares of stock, all of one class, no par value.

ARTICLE V.

The method and manner of holding Shareholders' Meetings and Directors' Meetings, the authority and duties of each of the officers of the corporation, the method and manner of restricting the transfer of shares, and all other matters related to the management and control of the corporation shall be determined by the By-Laws of the corporation and the laws of the State of Idaho.

ARTICLE VI.

The address of the initial registered office of the corporation is 11430 Strahorn Road, Hayden Lake, Idaho 83835. The name of the corporation's initial registered agent at such address is Dave Lowe.

ARTICLE VII.

The number of directors constituting the initial board of directors of the corporation is three (3), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

John M. Woodhall
2201 Fairway Drive
Coeur d'Alene, ID 83814

Dave Lowe
11430 Strahorn Road
Hayden Lake, ID 83835

David R. Ducharme
2110 Ironwood Parkway, Suite 216
Coeur d'Alene, ID 83814


ARTICLE VIII.

The name and address of each incorporator is:

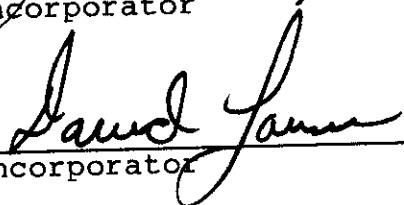
John M. Woodhall
2201 Fairway Drive
Coeur d'Alene, ID 83814

Dave Lowe
11430 Strahorn Road
Hayden Lake, ID 83835

DATED this 18th day of October, 1985.



Incorporator



Incorporator