

**FILED/EFFECTIVE**

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**ARTICLES OF INCORPORATION** SECRETARY OF STATE  
OF  
STATE OF IDAHO  
**CoSTARZ INTERNATIONAL, INC.**

The undersigned, acting as the incorporators of a general business corporation under Title 30 of the Idaho Code, hereby adopt the following Articles of Incorporation for said corporation.

**ARTICLE I**

NAME

The name of the corporation is CoSTARZ INTERNATINAL, INC.

**ARTICLE II**

DURATION

The period of duration of the corporation is perpetual.

**ARTICLE III**

PURPOSES

The corporation is organized for the purpose manufacturing, sales and distribution of "Little League" memorabilia and any transaction of any and all lawful business for which corporations may be incorporated under applicable Idaho corporate statutory provisions except the businesses of banking and insurance.

**ARTICLE IV**

POWERS

The corporation shall be entitled to do anything authorized by applicable Idaho corporate statutory provisions subject to any written limitations or restrictions imposed by the Articles of Incorporation.

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## ARTICLE V

### SHARES

The corporation shall have authorized one class of Common Stock, in the amount of 100 shares. All such shares shall be non-assessable and with no par value. Such shares as may be issued from time to time shall represent the only equity ownership in the corporation.

## ARTICLE VI

### BY-LAWS

The By-Laws of the corporation shall be adopted by the Board of Directors. The power to amend, alter or repeal the By-Laws or to adopt new By-Laws shall be vested in the Board of Directors, subject to repeal or change by the shareholders. The By-Laws may contain any provision for the management of the affairs of the corporation not inconsistent with applicable Idaho corporate statutory provisions or these Articles.

## ARTICLE VII

### DIRECTORS

The Board of Directors shall consist of two (2) persons. The names and addresses of those persons who constitute the initial Board of Directors and who shall serve as Directors until the First Annual Meeting of Shareholders or until their successors are duly elected and qualified are as follows:

DON JOHNSON

415 Addison Avenue  
Twin Falls, ID 83301

ROCKY MOORE

415 Addison Avenue  
Twin Falls, ID 83301

The number of Directors may be increased or decreased from time to time by amendment of the By-Laws but no decrease shall have the effect of decreasing the number of Directors below two (2) or shortening the term of any existing Director. In the absence of a provision in the By-Laws fixing the number of Directors, the number of Directors shall be two (2). In the event an even number of directors exists, under any situation, then all actions of the directors shall require a majority vote to approve corporate action

## ARTICLE VIII

### OFFICERS

The officers of the corporation shall consist of a President, a Secretary and such other officers as may be prescribed by the By-Laws of the corporation, each of whom shall be elected by the Board of Directors at such time and in such manner as may be prescribed by the By-Laws. The offices of President and Secretary shall not be held by the same person. The officers shall have such powers as are specifically enumerated in or implied by the By-Laws.

## ARTICLE IX

### INCORPORATOR

The names and addresses of the person who is acting as incorporator of the corporation are as follows:

M. Lynn Dunlap

415 Addison Avenue  
Twin Falls, ID 83301

## ARTICLE X

### REGISTERED AGENT

The address of the initial Registered Office of the corporation and the name and address of the Registered Agent of the corporation are, respectively, as follows:

M. L. Dunlap, 415 Addison Avenue, Twin Falls, Idaho 83301.

## ARTICLE XI

### INDEMNIFICATION

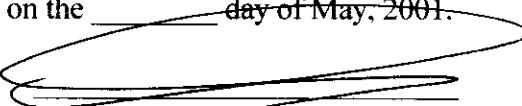
The corporation shall indemnify any and all officers and directors to the broadest extent permitted by Title 30 of the Idaho Code.

## ARTICLE XII

### ADOPTION OF ARTICLES

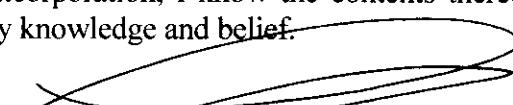
The incorporator above named adopted these Articles of Incorporation on May 22, 2001.

IN WITNESS WHEREOF, I, M. LYNN DUNLAP, the above named incorporator, has hereunto set my hand and seal to these Articles of Incorporation on the 22 day of May, 2001.



M. LYNN DUNLAP

I, M. LYNN DUNLAP, the incorporator of CoSTARZ INTERNATIONAL, INC., being first duly sworn, depose and on my oath say: That I am the incorporator of CoSTARZ INTERNATIONAL, INC.; that I have read the foregoing Articles of Incorporation, I know the contents thereof, and verily believe that the same are true to the best of my knowledge and belief.



M. LYNN DUNLAP

STATE OF IDAHO

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COUNTY OF TWIN FALLS

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ss.  
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I, a Notary Public, do hereby certify that on the 22 day of May, 2001, personally appeared before me M. LYNN DUNLAP, being by me first duly sworn, declared that he is the incorporator of CoSTARZ INTERNATIONAL, INC., that he signed the foregoing document as such of said corporation, and that the statements therein contained are true.



S. J. Whitecotton  
Notary Public in and for the County of  
State of Idaho, Twin Falls, Id 83301  
Commission Expires: 3/26/07

