



Department of State.

CERTIFICATE OF INCORPORATION

LOUIS E. CLAPP

I, ~~ARNOLD WILLIAMS~~, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

SPORT CYCLE SALES, INC.,

was filed in the office of the Secretary of State on the **Fifth** day
of **August** A.D. One Thousand Nine Hundred **Sixty-six** and
~~will be~~ **Microfilm** of Record of Domestic Corporations, of the State of Idaho,
duly recorded on Film No. **-----** and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at **Idaho Falls,** in the County of **Bonneville.**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **5th** day of **August**, A.D., 19⁶⁶.

Secretary of State.

ARTICLES OF INCORPORATION
OF
SPORT CYCLE SALES, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of whom are of full age and citizens of the United States, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we do hereby certify:

I.

That the name of the corporation shall be SPORT CYCLE SALES, INC.

II.

That the purposes for which this corporation is formed are:

1. To distribute, at retail and wholesale, or otherwise, sport and mobile equipment of any nature and style and to deal in and with parts and accessories thereto, and in the repair of same.
2. To transact the business of investing on behalf of itself or others, any part of its capital and such additional funds as it may obtain, or any interest therein, either as tenant in common or otherwise, and selling or otherwise disposing of the same, or any part thereof, or interest therein.
3. To purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with goods, wares and merchandise and real and personal property of every class and description.
4. To loan money on any stock, bond, debenture, participation, certificate, contract or other writing, or personal property, or upon the security of real estate, and to collect said loans, together with interest thereon.

5. To purchase, or otherwise acquire, to hold, use and enjoy, to improve, lease, mortgage, sell and transfer, exchange or otherwise dispose of; to invest in, trade in and deal with, and deal in, real estate of every kind and description.

6. To purchase, buy, invest in, guarantee, underwrite, or acquire any note, bond, stock, debenture, participation, security, contract, overdraft, claim, judgment, choses in action, real estate, fixtures, furniture, or any other asset not herein enumerated.

7. To sue and be sued, appear and complain and defend in any court of law and equity, or before any Board, Commission, or Tribunal.

8. To make secured loans in any amount, and to sell participations in such loans, either with or without recourse, and to hold collateral in connection therewith in trust for the holders of participations, and to hold in evidence of debt in connection with such loan, and to issue evidences of interest to any person, partnership, firm, or corporation or association which may purchase an interest in such loan; and to enforce the collection thereof for the benefit of the holders of such participations.

9. To apply for, obtain, purchase or otherwise acquire, any patents, copy rights, licenses, trademarks, trade names, rights, processes or formulas, and the like, which may seem capable of being used for any purposes of the corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account the same.

10. To organize, or cause to be organized, under the laws of Idaho, or any other state, district, territory, providence or government, a corporation or corporations for the purpose of accomplishing any or all of the objects for which this corporation is organized, and to dissolve, wind up, liquidate, merge or

consolidate any such corporation or corporations or to cause the same to be dissolved, wound up, liquidated, merged or consolidated, whether such merger or consolidation be with this corporation or any other corporation.

11. To carry out all or any part of the aforesaid objects and purposes and to conduct its business in all or any of its branches, in any or all states, territories, districts and possessions of the United States of America and in foreign countries; and to maintain offices and agencies in any or all states, territories, districts and possessions of the United States of America and in foreign countries.

12. To do all things necessary, essential, convenient, or proper for the accomplishment of any and all of the aforementioned purposes or the attainment of any and all of the objects above mentioned or incident to the powers herein named, or which shall at any time appear to be conducive or expedient or beneficial to this corporation, and to such end to have any and all powers conferred upon corporations organized under the general laws of the State of Idaho.

III.

Subject to the dissolution in the manner provided by law, this corporation shall be perpetual.

IV.

That the principal place of business, registered office and the location and Post Office address of the registered office of said corporation shall be 1055 North Yellowstone Avenue, Idaho Falls, Idaho.

V.

That the total authorized capital stock of said corporation shall be Twenty-five Thousand Dollars (\$25,000.00), divided into Twenty-five Thousand (25,000) shares of the par value of One Dollar (\$1.00) each, and all of such capital stock shall be common stock.

VI.

That the number of said directors of said corporation shall be from three (3) to seven (7), as determined by the shareholders, same to be elected annually.

VII.

The Board of Directors shall have the power to repeal and amend the By-Laws of the corporation and adopt new By-Laws at any meeting of the Board of Directors. All By-Laws shall be subject to amendment, alteration and repeal by the Stockholders at any annual meeting or at any special meeting called for such purpose.

VIII.

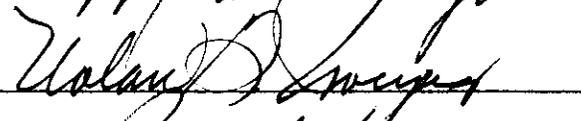
The capital stock of this corporation shall be non-assessable and the private property of the shareholders of this corporation shall not be liable for the debts, obligations, or liabilities of this corporation.

IX.

The following are the names and Post Office addresses of the incorporators together with the number of shares subscribed by each:

NAME	ADDRESS	SHARES
Monte Wight	1039 Mojave Idaho Falls, Idaho	1
Nolan G. Young	485 "E" Street Idaho Falls, Idaho	1
Reed L. Moss	485 "E" Street Idaho Falls, Idaho	1

IN WITNESS WHEREOF, we have hereunto set our hands this 5th day of August, 1966.

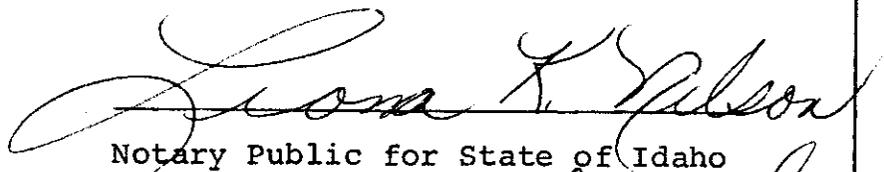




LAW OFFICES OF
PETERSEN, MOSS & OLSEN
485 E STREET
IDAHO FALLS, IDAHO 83402

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

On this 5th day of August, 1966, before me, the undersigned Notary Public in and for the State of Idaho, personally appeared MONTE WIGHT, NOLAN G. YOUNG and REED L. MOSS, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they 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.



Notary Public for State of Idaho

Residing at: Leith, Idaho

My Commission Expires: 1-16-69

(Seal)

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