

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

MOUNTAIN STATES DISTRIBUTING, INC.

was filed in the office of the Secretary of State on the 20th day of December A.D., One Thousand Nine Hundred Seventy-six and will be / duly recorded on Film No. microfilm of Record of Domestic Corporations, of the State of Idaho, 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 Blackfoot in the County of Blincham.

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 20th day of December, A.D., 19 76 .

Pete T. Cenarrusa
Secretary of State.

.....
Corporation Clerk.

ARTICLES OF INCORPORATION OF
MOUNTAIN STATES DISTRIBUTING, INC.

We, the undersigned, all natural persons of full age, and all of whom are citizens of the United States and of the State of Idaho, in order to form a corporation for the purposes hereinafter stated, under, and pursuant to the provisions of Title 30, Chapter I, Idaho Code, and all acts amendatory and supplementary thereto, do hereby adopt the following Articles of Incorporation.

I.

The name of this corporation shall be MOUNTAIN STATES DISTRIBUTING, INC.

II.

The corporation, when formed, shall have perpetual existence.

III.

The location and post office address of the registered office of the corporation shall be such place as the Board of Directors from time to time determine, and until further change shall be P. O. Box 649, Blackfoot, Idaho 83221.

IV.

In addition to the powers granted to corporations generally, and by the provisions of Title 30, Chapter I, and all acts amendatory and supplementary thereto, the corporation shall have the following general and specific powers:

1. The general nature of the business to be transacted by said corporation is as follows: To receive, acquire, hold, purchase, dispose of, convey, mortgage and lease real and personal property of the corporation, other than its franchise of being a corporation, and to acquire, purchase, guaranty, hold, mortgage, own, vote, sell, pledge and otherwise dispose of and deal in shares, bonds, securities and debentures; and other evidences of indebtedness of other corporations, domestic or foreign, including public and private lending agencies; to engage in the financing of contracts,

whether conditional sales or chattel mortgages, the lending of money, including, but not limited to, small loans, and in addition, but not limited to:

2. To operate, own, rent and maintain garages and service stations and to store, repair, rent and lease motors, motor vehicles, automobiles, motor trucks, motor buses, marine craft, airplanes and other vehicles, and all parts, supplies and accessories incidental thereto.

3. To manufacture, construct, buy, sell, license, lease, repair, finance, deal in and with machinery of every kind and description.

4. The ownership, leasing, purchasing, selling, storage, transportation and financing of recreational equipment on a wholesale and retail basis.

5. And to exercise any and all other powers that may be necessary or incidental to the complete fulfillment of the foregoing enumerated powers, and to engage in business in other states as the Board of Directors may, from time to time, determine.

V.

The capital stock of this corporation shall be common stock, and the rights pertaining thereto shall, in all respects, be equal, and may be increased or decreased as provided by the laws of the State of Idaho. The authorized capital stock, shares and par value shall be as follows:

| <u>AUTHORIZED CAPITAL STOCK</u> | <u>SHARES</u> | <u>PAR VALUE PER SHARE</u> |
|---------------------------------|---------------|----------------------------|
| \$500,000.00 | 50,000 | \$10.00 |

VI.

The names of the persons forming this corporation, together with their post office addresses and the amount of shares actually subscribed by them are as follows:

| <u>NAME</u> | <u>ADDRESS</u> | <u>NUMBER OF SHARES</u> |
|---------------|---------------------------------|-------------------------|
| Von Herbst | P. O. Box 649, Blackfoot, Idaho | One |
| Marlow Herbst | P. O. Box 649, Blackfoot, Idaho | One |
| Glenn Herbst | P. O. Box 649, Blackfoot, Idaho | One |

VII.

The annual meeting of the shareholders shall be held on the third Wednesday of June of each year in the registered office of the corporation, and at all meetings stockholders, cumulative voting shall be allowed and each stockholder may vote by proxy.

VIII.

The Board of Directors of this corporation shall consist of three persons, and each shall hold office for one year or until their successors are elected and qualified. The annual directors' meeting shall be held immediately following the meeting of the shareholders of the corporation and at the same place. Until the organizational or next meeting of the Board of Directors and until their successors are elected and qualified, the following persons shall serve as directors of this corporation: Von Herbst, Glenn Herbst and Marlow Herbst.

IX.

The executive officers of this corporation shall be a president, vice-president, secretary and treasurer, which such officers are to be elected by the Board of Directors and the president, when elected, shall be the chairman of the board for the next ensuing year; provided, that the officers of vice-president, secretary and treasurer may be held by one and the same person. The Board of Directors shall have power to fill any vacancies in the Board of Directors or any other office and shall have the power to appoint an assistant secretary and an assistant treasurer, neither of whom need to be shareholders of this corporation.

X.

The directors of this corporation shall serve without compensation unless otherwise expressly provided by the unanimous vote of the Board of Directors and compensation, if any, of the executive officers shall, at the discretion of the Board of Directors, be fixed and determined and from time to time altered, modified or changed.

XI.

The corporation shall have a seal, circular in shape, the design of which shall be fixed by the Board of Directors, and which shall contain the following words: "MOUNTAIN STATES DISTRIBUTING, INC., Idaho, Organized 1976". The secretary of said corporation shall have the custody of the official seal of said corporation and shall affix the same to all documents requiring the same.

XII.

The Board of Directors shall have plenary powers and discretion without the assent or vote of the stockholders to make, adopt and amend and rescind By Laws and to make all rules and regulations deemed expedient for the conduct of the business of the corporation; to fill vacancies occurring in the Board of Directors from any cause; to appoint from its own number an executive committee and vest said committee with all the powers granted the Directors by these Articles; to affix the times of declaration and payment of dividends; to fix and vary the amounts to be reserved as working capital; to authorize and cause to be executed mortgages and liens upon all the property of the corporation, or any part thereof; and generally, to do whatever in its judgment may be necessary or advisable to promote the welfare of the corporation and to further its lawful activities.

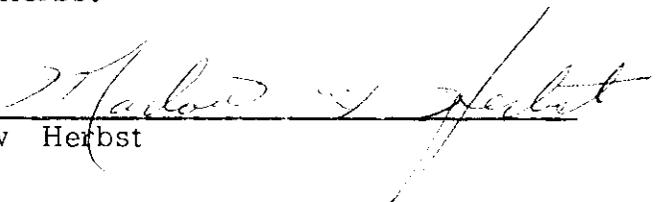
IN WITNESS WHEREOF, We have hereunto set our hands this 15th day of December, 1976.



Von Herbst



Glenn Herbst



Marlow Herbst

STATE OF IDAHO)
) ss.
County of Bingham)

On this 15th day of December, 1976, before me, the undersigned Notary Public in and for the State of Idaho, personally appeared VON HERBST, GLENN HERBST and MARLOW HERBST, known to me to be the persons whose names are subscribed to the within and foregoing Articles 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 first above written.

(SEAL)

Edna D. Capps
Notary Public for Idaho
Residing at: Blackfoot, Idaho
My Commission Expires: January 31, 1978