

# State of Idaho

## Department of State

### CERTIFICATE OF AMENDMENT OF

KOOSKIA, INC.  
File Number C 58307

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of KOOSKIA, INC. duly signed and verified 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: October 26, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By

*Shirley J. Clark*

RECEIVED  
SEC. OF STATE  
RESTATED ARTICLES OF INCORPORATION

94 OCT 26 AM 8 45

OF

KOOSKIA, INC.

A Resolution having been duly passed, after the amending of these Articles of Incorporation to restate these said articles, pursuant to Section 30-1-64 of the Idaho Code and to file the same with the Secretary of State at Boise, Idaho.

The following shall be the restated Articles of Incorporation of Kooskia, Inc., duly adopted at a special meeting of the Board of Directors on the 10<sup>th</sup> day of October, 1994, at the offices of the corporation in Grangeville, Idaho, and the said restated articles shall state and set forth the following, to-wit:

RESTATED ARTICLES OF INCORPORATION

OF

KOOSKIA, INC.

The undersigned, ROBERT H. KROGH, MAUREEN HITCHCOCK KROGH and RICHARD M. HITCHCOCK, of legal age, and citizens of the United States of America, associating themselves together for the purpose of forming a corporation under the laws of the State of Idaho, do hereby make, adopt, execute, and acknowledge the following Articles of Incorporation, in triplicate, as follows:

ARTICLE I

CORPORATE NAME

The name of the corporation shall be KOOSKIA, INC.

ARTICLE II

OBJECTS AND PURPOSES

The objects and purposes for which this corporation is formed.

IDaho SECRETARY OF STATE  
19941026 0900 37689 3  
CX #: 4362 CUST# 2009  
CORP

are as follows:

1. To buy, sell, process, and market timber, lumber, bark, and other products and by-products of timber and sawmills with which to develop markets and uses for such products and to act as a General partner in a Limited Partnership with the same purposes.

2. (a) To engage in all types, models and kinds of automobile racing; to employ, train and sponsor driving of automobile racing cars; to employ and train all types of mechanics and other personnel comprising a racing team; to own, buy, sell, and lease all types, models and kinds of racing cars, automobiles and other vehicles necessary and useful for the purpose of racing automobiles, boats or aircraft, both professional and amateur, on all types of track and surfaces;

(b) To race cars, automobiles or other vehicles for money, prizes, or any other type of reward; to engage in any kind or type of competition for money, prizes or rewards with cars, automobiles or any other type of vehicle, including but not limited to boats and aircrafts;

(c) To establish and maintain suitable grounds and a track for all types of automobile racing in any area in the United States, with necessary buildings, erections and improvements, and to conduct on such grounds and track automobile and car and vehicles racing exhibitions, and contests of speed, and races of every kind and description for premiums, purses, and other awards made up from fees or otherwise, and to charge the public for admission thereon in and to said grounds and track, and let and lease such rights and privileges to others; to conduct restaurants,

cafes, and other stands for the sale of food and other refreshments to persons on said premises, and to let or lease the privilege of conducting the sale to others, and to do and perform all other acts necessary for fully accomplishing the purpose hereinbefore specifically enumerated. To do all things that may be properly done incidental to the foregoing purposes and to have all the rights and privileges anywhere in this state or in the United States which accrued to manufacturing and business corporations under the laws of the State of Idaho.

(d) To manufacture, purchase, import or otherwise inquire, sell, rent, repair, take upon storage, exchange, export and otherwise deal and dispose of any and all of the following: motors, engines, car frames and car bodies, or other machinery or contrivances for the generation of energy or other forms of power now known or which may hereinafter be discovered; automobiles, cars, trucks, boats, airplanes and airships and vehicles of every kind and description for the purposes of racing, competition, or for the transportation of goods, machinery, machine supplies, and engineering appliances, hardware, tools, parts, batteries, self-starters, magnetals, igniters, tires, rims, and automobile and car bodies and all other accessories, apparatus, and appliances; and fuel, oils and other materials useful in connection with the ownership, use or enjoyment of any of the above.

(e) To engage in and to own, operate and run, conduct and manage a business engaged in repairing, rebuilding and reconditioning automobiles, racing cars and any other vehicle, boat or aircraft, including automotive and mechanical products, and other

personal property of any and every sort, character, nature and description, and to do such other things as are incidental, proper or necessary to the operation of the business or to the carrying out of any or all the purposes.

To own and operate a machine shop, with any and all necessary equipment and tools therefor; to build, repair and restore racing cars, vehicles, boats and aircraft, particularly, but not limited to, all types of racing entities.

(f) To sponsor and support various automobile and vehicular racing teams, groups, associations and companies; to license and franchise, endorse, and permit endorsements, advertising, promotions and the like; to use or become entertainment personalities, for the sale of services and merchandise generally.

(g) To transact the business of advertising, promoting and developing the business of automobile racing, and the competitive racing of other vehicles, boats and aircrafts, for or on behalf of this corporation, or for other individuals, corporations, associations or business entities.

(h) To join, belong to, or associate with various automobile racing associations, corporations and other business entities, for the purpose of promoting, advancing, and benefiting automobile racing as well as other vehicular, boat or aircraft racing throughout the world.

(i) To use any type of assumed business name to identify this division of this corporation and to further the power set forth herein.

3. To buy, rent, lease, acquire, improve, and own all kinds

of real and personal property, and to sell, lease, mortgage, release, and dispose of the same.

4. To engage in any and all other business in which a corporation formed under the laws of the State of Idaho may lawfully engage.

5. To issue its own securities and to invest, trade in, and otherwise deal with and in securities of all other kinds.

6. To purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares as authorized by law.

7. To do each and everything necessary, convenient or advisable for the accomplishment of any of the purposes and objects of this corporation, and to exercise any and all of the powers mentioned in these articles, as well as any powers now or hereafter expressly or impliedly conferred by the laws of the State of Idaho.

### **ARTICLE III**

#### **DURATION**

The duration of the corporation shall be perpetual.

### **ARTICLE IV**

#### **REGISTERED OFFICE AND REGISTERED AGENT**

The location of the registered office of the corporation shall be Kooskia, Idaho County, Idaho, and its registered agent shall be ROBERT H. KROGH at said address.

### **ARTICLE V**

#### **AUTHORIZED CAPITAL STOCK**

The authorized capital stock of this corporation shall be TWO MILLION DOLLARS (\$2,000,000.00), consisting of TWENTY THOUSAND

(20,000) shares of stock at the par value of ONE HUNDRED DOLLARS (\$100.00) per share. There shall be but one class of stock.

#### **ARTICLE VI**

##### **DIRECTORS**

The number of directors of this corporation shall be not less than one (1) nor more than five (5). The number, qualifications, terms of office, manner of election, time and place of meetings, and the powers and duties of the directors shall be as prescribed by the By-Laws of this corporation. The names and post office addresses of the initial directors who shall manage the affairs of the corporation and serve as directors until the first annual meeting of the stockholders of the corporation and until their successor directors shall have been elected and qualified according to the provisions of the By-Laws are as follows:

ROBERT H. KROGH

Route 2, Box 602  
Kamiah, ID 83536

MAUREEN HITCHCOCK KROGH

Route 2, Box 602  
Kamiah, ID 83536

RICHARD M. HITCHCOCK

White Swan,  
Washington 98952

#### **ARTICLE VII**

##### **BY-LAWS**

The power to adopt, alter, amend, or repeal By-Laws for this corporation is hereby expressly vested in the Board of Directors of the corporation.

#### **ARTICLE VIII**

##### **INCORPORATORS**

The name and post office address of each of the incorporators

of this corporation are as follows:

ROBERT H. KROGH

Route 2, Box 602  
Kamiah, ID 83536

MAUREEN HITCHCOCK KROGH

Route 2, Box 602  
Kamiah, ID 83536

RICHARD M. HITCHCOCK

White Swan,  
Washington 98952

IN WITNESS WHEREOF, the present Stockholders and Board of  
Directors of Kooskia, Inc. have set their hands and seals this 10<sup>th</sup>  
day of October, 1994.

  
ROBERT H. KROGH

  
MAUREEN HITCHCOCK KROGH  




STATE OF IDAHO       )  
                              ss.  
County of IDAHO       )

On this 10<sup>th</sup> day of October, 1994, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared ROBERT H. KROGH and MAUREEN HITCHCOCK KROGH, husband and wife, known to me to be the persons whose names are subscribed to the within and foregoing instrument, and acknowledged to me that they executed the same.

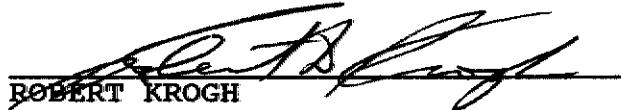
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

William J. Dep  
Notary Public in and for the  
State of Idaho; Residing at  
Grangeville, therein.  
My commission expires: 10/1/96


**VERIFICATION**

STATE OF IDAHO     )  
                          ss.  
County of IDAHO    )

I, ROBERT H. KROGH, President of Kooskia, Inc., do hereby verify that the foregoing is a true and correct copy of the Restated Articles of Incorporation of Kooskia, Inc. pursuant to a Resolution by the Board of Directors of Kooskia, Inc. on October 10, 1994, at which a quorum was present, and which were restated pursuant to the certified copy of a Resolution attached hereto.

  
ROBERT KROGH

SUBSCRIBED AND SWORN to before me this 10<sup>th</sup> day of October, 1994.

  
Notary Public in and for the  
State of Idaho; Residing at  
Grangeville, therein.  
My commission expires: 10/1/96

## R E S O L U T I O N

BE IT RESOLVED that Article II of the Articles of Incorporation be duly amended to read as follows, to-wit:

### ARTICLE II. OBJECTS AND PURPOSES

The objects and purposes of which this corporation is formed are as follows:

1. To buy, sell, process, and market timber, lumber, bark, and other products and by-products of timber and sawmills with which to develop markets and uses for such products and to act as a General partner in a Limited Partnership with the same purposes.

2. (a) To engage in all types, models and kinds of automobile racing; to employ, train and sponsor driving of automobile racing cars; to employ and train all types of mechanics and other personnel comprising a racing team; to own, buy, sell, and lease all types, models and kinds of racing cars, automobiles and other vehicles necessary and useful for the purpose of racing automobiles, boats or aircraft, both professional and amateur, on all types of track and surfaces;

(b) To race cars, automobiles or other vehicles for money, prizes, or any other type of reward; to engage in any kind or type of competition for money, prizes or rewards with cars, automobiles or any other type of vehicle, including but not limited to boats and aircrafts;

(c) To establish and maintain suitable grounds and a track for all types of automobile racing in any area in the United States, with necessary buildings, erections and improvements, and to conduct on such grounds and track automobile and car and vehicles racing exhibitions, and contests of speed, and races of every kind and description for premiums, purses, and other awards made up from fees or otherwise, and to charge the public for admission thereon in and to said grounds and track, and let and lease such rights and privileges to others; to conduct restaurants, cafes, and other stands for the sale of food and other refreshments to persons on said premises, and to let or lease the privilege of conducting the sale to others, and to do and perform all other acts necessary for fully accomplishing the purpose hereinbefore specifically enumerated. To do all things that may be properly done incidental to the foregoing purposes and to have all the rights and privileges anywhere in this state or in the United States which accrued to manufacturing and business corporations under the laws of the

State of Idaho.

(d) To manufacture, purchase, import or otherwise inquire, sell, rent, repair, take upon storage, exchange, export and otherwise deal and dispose of any and all of the following: motors, engines, car frames and car bodies, or other machinery or contrivances for the generation of energy or other forms of power now known or which may hereinafter be discovered; automobiles, cars, trucks, boats, airplanes and airships and vehicles of every kind and description for the purposes of racing, competition, or for the transportation of goods, machinery, machine supplies, and engineering appliances, hardware, tools, parts, batteries, self-starters, magnetals, igniters, tires, rims, and automobile and car bodies and all other accessories, apparatus, and appliances; and fuel, oils and other materials useful in connection with the ownership, use or enjoyment of any of the above.

(e) To engage in and to own, operate and run, conduct and manage a business engaged in repairing, rebuilding and reconditioning automobiles, racing cars and any other vehicle, boat or aircraft, including automotive and mechanical products, and other personal property of any and every sort, character, nature and description, and to do such other things as are incidental, proper or necessary to the operation of the business or to the carrying out of any or all the purposes.

To own and operate a machine shop, with any and all necessary equipment and tools therefor; to build, repair and restore racing cars, vehicles, boats and aircraft, particularly, but not limited to, all types of racing entities.

(f) To sponsor and support various automobile and vehicular racing teams, groups, associations and companies; to license and franchise, endorse, and permit endorsements, advertising, promotions and the like; to use or become entertainment personalities, for the sale of services and merchandise generally.

(g) To transact the business of advertising, promoting and developing the business of automobile racing, and the competitive racing of other vehicles, boats and aircrafts, for or on behalf of this corporation, or for other individuals, corporations, associations or business entities.

(h) To join, belong to, or associate with various automobile racing associations, corporations and other business entities, for the purpose of promoting, advancing, and benefiting automobile racing as well as other

vehicular, boat or aircraft racing throughout the world.

(i) To use any type of assumed business name to identify this division of this corporation and to further the power set forth herein.

3. To buy, rent, lease, acquire, improve, and own all kinds of real and personal property, and to sell, lease, mortgage, release, and dispose of the same.

4. To engage in any and all other business in which a corporation formed under the laws of the State of Idaho may lawfully engage.

5. To issue its own securities and to invest, trade in, and otherwise deal with and in securities of all other kinds.

6. To purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares as authorized by law.

7. To do each and everything necessary, convenient or advisable for the accomplishment of any of the purposes and objects of this corporation, and to exercise any and all of the powers mentioned in these articles, as well as any powers now or hereafter expressly or impliedly conferred by the laws of the State of Idaho.

BE IT FURTHER RESOLVED that Article VI of the Articles of Incorporation are hereby amended to read as follows, to-wit:

#### ARTICLE VI DIRECTORS

The number of directors of this corporation shall be not less than one (1) nor more than five (5). The number, qualifications, terms of office, manner of election, time and place of meetings, and the powers and duties of the directors shall be as prescribed by the By-Laws of this corporation. The names and post office addresses of the initial directors who shall manage the affairs of the corporation and serve as directors until the first annual meeting of the stockholders of the corporation and until their successor directors shall have been elected and qualified according to the provisions of the By-Laws are as follows:

ROBERT H. KROGH

Route 2, Box 602  
Kamiah, ID 83536

MAUREEN HITCHCOCK KROGH

Route 2, Box 602  
Kamiah, ID 83536

RICHARD M. HITCHCOCK

White Swan,  
Washington 98952

C E R T I F I C A T I O N

STATE OF IDAHO            )  
                                  ss.  
COUNTY OF IDAHO        )

MAUREEN HITCHCOCK KROGH, the duly elected and acting secretary of Kooskia, Inc., does hereby certify that the attached and annexed is a true copy of the Resolution passed by the Stockholders of Kooskia, Inc. at a special meeting held on the 10th day of October, 1994, at the hour of 10:00 a.m. at which a quorum was present and at which time the Resolution was unanimously passed by the vote of the members present.

DATED this 10<sup>th</sup> day of October, 1994.

(CORPORATE  
SEAL)

Maureen Hitchcock Krogh  
MAUREEN HITCHCOCK KROGH

SUBSCRIBED AND SWORN to before me this 10<sup>th</sup> day of October, 1994.

William J. Del  
Notary Public in and for the  
State of Idaho. Residing at  
Grangeville, therein.  
My commission expires: 10/1/96