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22

# State of North Carolina

Department  
of the  
Secretary of State

To all to whom these presents shall come, Greeting:

I, Thad Eure, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached ( 2 sheets) to be a true copy of

ARTICLES OF INCORPORATION

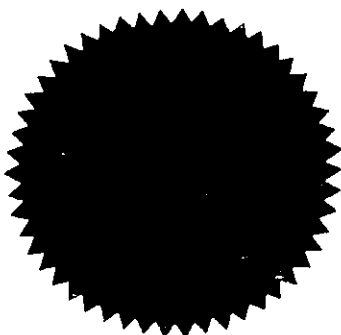
OF

R & M SPORTING GOODS OF SOUTH CAROLINA, INC.

and the probates thereon, the original of which was filed in this office on the 22nd day of September 19 80, after having been found to conform to law.

In Witness Whereof, I have hereunto set my hand and affixed my official seal.

Done in Office, at Raleigh, this 22nd day  
of September in the year of our Lord 19 80



Secretary of State

By Deputy Secretary of State

THK1315P0836

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*Conformed Copy*

SEP 22 10 44 AM '80

THAD EURE  
SECRETARY OF STATE  
NORTH CAROLINA  
ARTICLES OF INCORPORATION  
OF  
R & M SPORTING GOODS OF SOUTH CAROLINA, INC.

I, the undersigned, a natural person of the age eighteen (18) years or more, do make and acknowledge these Articles of Incorporation for the purpose of forming a business corporation under and by virtue of the laws of the State of North Carolina, as contained in Chapter 55 of the General Statutes of North Carolina, entitled "BUSINESS CORPORATION ACT," and to that end, do hereby set forth:

1. The name of the Corporation is: R & M Sporting Goods of South Carolina, Inc.

2. The period of duration of the Corporation shall be perpetual.

3. The purpose or purposes for which the Corporation is organized are:

(a) To own, lease and operate one or more retail sporting goods stores, including the purchasing for sale and the selling of all manner of sporting goods equipment and related items.

(b) To engage in any lawful act or activity for which Corporations may be organized under Chapter 55 of the General Statutes of North Carolina.

4. The aggregate number of shares which the Corporation shall have authority to issue is one hundred thousand (100,000) shares of Common Stock of the par value of One Dollar (\$1.00) per share, all of which shall be without pre-emptive rights and cumulative voting rights, except as required by the North Carolina General Statutes.

5. The minimum amount of consideration to be received for its shares and for which the Corporation shall commence business is One Hundred Dollars (\$100.00).

6. The address of the initial registered office of the Corporation is 215 Executive Park Boulevard, Winston-Salem, Forsyth County, North Carolina 27103, and the initial registered agent at such address is David B. Blanco.

7. The number of Directors of the Corporation may be fixed by the By-Laws but shall not be less than three (3), except as permitted by North Carolina General Statutes 55-25. The number of Directors constituting the initial Board of Directors shall be two (2), and the names and addresses of the individuals who will serve as Directors until the first Meeting of Shareholders, and until their successors are elected and qualified are:

NAMES:

C. Ross Rivers, Jr.

J. C. McCuiston

ADDRESSES:

620 Terrybrook Court  
Winston-Salem, N. C. 27104

4111 Dresdan Drive  
Winston-Salem, N. C. 27104

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8. The name and address of the Incorporator is:

NAME:

David B. Blanco

ADDRESS:

215 Executive Park Boulevard  
Winston-Salem, N. C. 27103

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this the 15th day of September, 1980.

David B. Blanco (SEAL)  
David B. Blanco

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STATE OF NORTH CAROLINA - COUNTY OF FORSYTH

I, Pat Mickey, a Notary Public, do hereby certify that DAVID B. BLANCO personally appeared before me this day and acknowledged the due execution of the foregoing Articles of Incorporation.

WITNESS my hand and Notarial Stamp, this the 15th day of September, 1980.

Pat Mickey  
Notary Public

My commission expires:  
September 23, 1983.

NOTARIAL STAMP:

SEAL Stamped

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PRESENTED FOR  
REGISTRATION  
AND RECORDED

SEP 29 10 40 AM '80

HUNTER AYERS  
REGISTER OF DEEDS  
FORSYTH CTY, N.C.

BOOK 1315P0838

\$5.00