

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	01/08/2004		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Cabela's Incorporated		12/31/2003	CORPORATION: NEBRASKA
RECEIVING PARTY DATA			
Name:	Cabela's Incorporated		
Street Address:	One Cabela Drive		
City:	Sidney		
State/Country:	NEBRASKA		
Postal Code:	69160		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	1526185	HERTER'S	
Registration Number:	2547189	HERTER'S SINCE 1893 TENACIOUS FOR QUALITY	
CORRESPONDENCE DATA			
Fax Number:	(312)827-8185		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	312-807-4350		
Email:	chicago.trademarks@klgates.com, sana.hakim@klgates.com		
Correspondent Name:	Sana Hakim		
Address Line 1:	P.O. Box 1135		
Address Line 4:	Chicago, ILLINOIS 60690-1135		
ATTORNEY DOCKET NUMBER:	3715167-115/116		
NAME OF SUBMITTER:	Sana Hakim		
Signature:	/sh/		

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TRADEMARK

REEL: 004143 FRAME: 0396

Date:

02/03/2010

Total Attachments: 4

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Delaware

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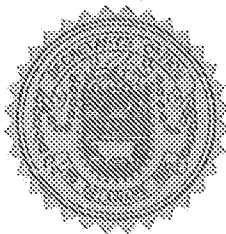
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"CABELA'S INCORPORATED", A NEBRASKA CORPORATION,
WITH AND INTO "CABELA'S INCORPORATED" UNDER THE NAME OF
"CABELA'S INCORPORATED", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE EIGHTH DAY OF JANUARY, A.D. 2004, AT 1:57
O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF MERGER IS THE EIGHTH DAY OF
JANUARY, A.D. 2004, AT 11:59 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3729496 8100M

040014082

AUTHENTICATION: 2860238

DATE: 01-09-04

TRADEMARK

REEL: 004143 FRAME: 0398

**CERTIFICATE OF MERGER
OF
CABELA'S INCORPORATED,
A NEBRASKA CORPORATION
WITH AND INTO
CABELA'S INCORPORATED,
A DELAWARE CORPORATION**

(UNDER SECTION 252 OF THE GENERAL
CORPORATION LAW OF THE STATE OF DELAWARE)

Cabela's Incorporated, a Delaware corporation, hereby certifies that:

1. The name and state of incorporation of each of the constituent corporations are:
 - (a) Cabela's Incorporated, a Nebraska corporation ("AC"); and
 - (b) Cabela's Incorporated, a Delaware corporation ("SC").
2. A Plan and Agreement of Merger (the "Agreement") has been approved, adopted, certified, executed and acknowledged by AC and SC in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the state of Delaware.
3. The Agreement provides that the merger herein certified shall be effective at 11:59 p.m. Eastern Time on January 8, 2004 (the "Effective Time").
4. The name of the surviving corporation in the merger herein certified shall be Cabela's Incorporated which will continue its existence as said surviving corporation under its present name upon the Effective Time of said merger pursuant to the provisions of the General Corporation Law of the state of Delaware.
5. The certificate of incorporation of SC, as now in force and effect, shall continue to be the certificate of incorporation of said surviving corporation until amended or repealed pursuant to the provisions of the General Corporation Law of the state of Delaware.
6. SC is a corporation of the state of Delaware.
7. The executed Agreement is on file at the principal place of business of SC at One Cabela Drive, Sidney, Nebraska 69160.
8. A copy of the Agreement will be furnished by SC, on request and without cost, to any stockholder of AC or SC.
9. The authorized capital stock of AC is 40,750,000 shares of common stock, \$.000001 par value per share, consisting of 20,000,000 shares of Class A Common Stock, 20,000,000 shares of Class B Common Stock and 750,000 shares of Class C Common Stock.

10. The Agreement provides that the Agreement may be terminated or amended prior to the Effective Time in accordance with the provisions of Sections 252(e) and 251(d) of the General Corporation Law of the state of Delaware.

IN WITNESS WHEREOF, SC has caused this certificate to be signed by Dennis Highby, its authorized officer, on the 31st day of December, 2003.

CABELA'S INCORPORATED, a Delaware corporation

By: 
Its: President and CEO

**CERTIFICATE OF THE SECRETARY OF
CABELA'S INCORPORATED, A DELAWARE CORPORATION**

I, Gerald E. Matzke, the Secretary of Cabela's Incorporated, a Delaware corporation (the "Corporation"), hereby certify that the Plan and Agreement of Merger referenced in the Certificate of Merger to which this certificate is attached, after having been first duly signed on behalf of the Corporation by its president, was duly approved and adopted by the written consent of the holders of all of the outstanding stock of the Corporation, in accordance with the provisions of Section 228 of the General Corporation Law of the state of Delaware.

Dated: December 31, 2003



Gerald E. Matzke, Secretary

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