



Department of State.

CERTIFICATE OF INCORPORATION

I, JAS H. YOUNG, 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

VISTA VILLAGE THOM MAN, INC.

was filed in the office of the Secretary of State on the **twenty-seventh** day
of **September** A.D. One Thousand Nine Hundred **Fifty-seven** and
duly recorded on Film No. **100** 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
Boise in the County of **Ada**

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 **27th** day of **September**,
A.D., 19 **57**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
VISTA VILLAGE THOM McAN, INC.

* * * * *

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, all of whom are of full age, and at least two of whom are citizens of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho,

AND WE HEREBY CERTIFY:

FIRST: That the name of the corporation shall be
VISTA VILLAGE THOM McAN, INC.

SECOND: That the purposes for which it is formed shall be:

To buy, sell and generally deal in shoes, hosiery, footwear, apparel, accessories, goods, wares and merchandise of every kind and description.

To purchase, lease or otherwise acquire, hold, improve, sell, lease, mortgage and generally deal in lands and buildings and interests therein.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To apply for, obtain, register, lease, purchase or otherwise acquire, hold, own, use, operate, introduce, develop or control, sell, assign, or otherwise dispose of, take or grant licenses or other rights with respect to, and in any and all ways to turn to account inventions, improvements, processes, copyrights, patents, trade-marks, formulae, trade names and distinctive marks and similar rights of any and all kinds, and whether granted, registered or established by or under the laws of the United States or of any state, country or place.

To acquire, purchase, guarantee, hold, mortgage, own, vote, sell, pledge and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidences of indebtedness of other corporations, domestic or foreign.

To borrow or raise moneys for any of the purposes of the corporation and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired and to sell, pledge or otherwise

dispose of such bonds or other obligations of the corporation for its corporate purposes.

To conduct business in this state, other states, the District of Columbia, the territories and colonies of the United States, and in foreign countries, and to have one or more offices and places of business out of this state, and to acquire, receive, hold, purchase, lease, mortgage, dispose of, and/or convey real and personal property situate out of this state.

In general, to carry on any other business in connection with the foregoing, whether manufacturing or otherwise, and to have and exercise all the powers conferred by the laws of Idaho upon corporations formed under the laws of the State of Idaho, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted, by reference to, or inference from, the terms of any other clause in these articles of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

THIRD: That this corporation is to have perpetual existence.

FOURTH: That the location and post-office address of its registered office in the State of Idaho shall be 711½ Bannock Street, Boise, Idaho.

FIFTH: The total number of shares of stock which the corporation shall have authority to issue shall be one hundred (100); all of such shares shall be without par value.

Such stock may be issued by the corporation from time to time for such consideration as may be fixed from time to time by the board of directors thereof.

SIXTH: The names and post-office addresses of the subscribers and the number of shares of stock subscribed for by each, are as follows:

<u>NAMES</u>	<u>POST-OFFICE ADDRESS</u>	<u>NO. OF SHARES</u>
GEORGE A. VAN PELT	120 Broadway, New York, N. Y.	1
PHILIP J. CULLEN	120 Broadway, New York, N. Y.	1
WILLIAM A. HAMLIN	120 Broadway, New York, N. Y.	1

SEVENTH: In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for

depreciation and depletion and losses of every character, or to abolish any such reserves in the manner allowed by the laws of the State of Idaho.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a shareholders' meeting duly called for that purpose, the board of directors shall have power and authority to sell, lease or exchange all the assets of the corporation, other than its franchise of being a corporation, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

EIGHTH: Fully paid shares of the stock of the corporation shall not be subject to assessment.

NINTH: This corporation reserves the right to amend, alter, change or repeal any provision contained in these articles of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, we do make and execute this certificate in triplicate, this 25th day of September A.D. 1957.

George C. Van Hout
Philip Gullen
William A. Hamlin

STATE OF NEW YORK }
COUNTY OF NEW YORK } SS:

On this 25th day of ~~September~~ *September* A.D. 1957, before me,
FREDERICK FARRAN, notary public, personally appeared GEORGE A.
VAN PELT, PHILIP J. CULLEN and WILLIAM A. HAMLIN, known to me
to be the persons whose names are subscribed to the within in-
strument 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.

Frederick Farran
Notary Public

(S E A L)

FREDERICK FARRAN
NOTARY PUBLIC, State of New York
No. 41-6237150
Qualified in ~~Queens~~ *Queens* County
Cert. filed with New York County Clerk
Term Expires March 30, 1958

State of New York, }
County of New York, } ss.:

No. 30111

Form 1

I, ARCHIBALD R. WATSON, County Clerk and Clerk of the Supreme Court, New York County, a Court
of Record having by law a seal, DO HEREBY CERTIFY that

Frederick Farran
whose name is subscribed to the annexed affidavit, deposition, certificate of acknowledgment
or proof, was at the time of taking the same a NOTARY PUBLIC in and for the State of
New York, duly commissioned and sworn and qualified to act as such throughout the State
of New York; that pursuant to law a commission, or a certificate of his official character,
and his autograph signature, have been filed in my office; that as such Notary Public he
was duly authorized by the laws of the State of New York to administer oaths and affirmations,
to receive and certify the acknowledgment or proof of deeds, mortgages, powers of attorney and
other written instruments for lands, tenements and hereditaments to be read in evidence or
recorded in this State, to protest notes and to take and certify affidavits and depositions; and
that I am well acquainted with the handwriting of such Notary Public, or have compared the
signature on the annexed instrument with his autograph signature deposited in my office, and
believe that the signature is genuine.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal

this

day of

SEP 25 1957

FEE PAID 50¢

Archibald R. Watson

County Clerk and Clerk of the Supreme Court, New York County