

State of Idaho



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES 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

ALEXANDER-FREIDENRICH CO.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **24th** day of **September** 19 **58**, original articles of amendment, as provided by Sections **30-146 & 30-147, Idaho Code,** amended Articles & adding Articles **IX & X,**

and that the said articles of amendment contain the statement of facts required by law, and are recorded on Film No. **104** of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

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 **24th** day of **September**, A. D., 19**58**.

Secretary of State

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
ALEXANDER-FREIDENRICH CO.

We, the undersigned, FLORA FREIDENRICH and FRANK McGRANE, JR., respectively the President and Secretary of the ALEXANDER-FREIDENRICH CO., a corporation existing under and pursuant to the provisions of the laws of the State of Idaho, do certify that at a regular annual meeting of the stockholders of said corporation held at the corporation office, in the City of Grangeville, County of Idaho, State of Idaho, on the 25th day of February, 1958, pursuant to notice duly given to all the stockholders of the said corporation of the time, place and specific purpose thereof, at which meeting two-thirds (2/3) of the total stock was either present in person or by proxy, the following resolutions were unanimously adopted:

RESOLVED: That Article First of the Articles of Incorporation be and the same is hereby amended to read as follows:

ARTICLE I

The name of this corporation is ALEXANDER-FREIDENRICH CO.

RESOLVED: That Article Second of the Articles of Incorporation be and the same is hereby amended to read as follows:

ARTICLE II

The period of existence and duration of the life of this corporation shall be perpetual.

RESOLVED: That Article Third of the Articles of Incorporation be and the same is hereby amended to read as follows:

ARTICLE III

The location of the registered office of this corporation shall be the City of Grangeville, County of Idaho, State of Idaho, and the address of the

1 registered office of this corporation shall be Grangeville, Idaho.

2 RESOLVED: That Article Fourth of the Articles of Incorporation be
3 and the same is hereby amended to read as follows:

4 ARTICLE IV

5 The nature of the business and the objects and purposes to be trans-
6 acted, promoted and carried on are to do any or all of the things herein
7 mentioned, as fully and to the same extent as natural persons might or could
8 do, and in any part of the world, viz:

9 To buy, sell, trade, manufacture, deal in, and deal with goods, wares,
10 and merchandise of every kind and nature, and to carry on such business as
11 wholesalers, retailers, importers, and exporters; to acquire all such mer-
12 chandise, supplies, materials, and other articles as shall be necessary or
13 incidental to such business; to hold, acquire, mortgage, lease, and convey
14 real and personal property in any part of the world, so far as necessary or
15 expedient in conducting the business of the corporation; and to have any and all
16 powers above set forth as fully as natural persons, whether as principals,
17 agents, trustees, or otherwise.

18 To manufacture, purchase, and sell notions, toys, department store
19 supplies, and merchandise of every kind, and to receive and sell the same as
20 agent or on commission.

21 To merchandise, sell, offer for sale, and distribute at wholesale and
22 retail, foods and foodstuffs of all kinds and descriptions, whether in bulk,
23 package, bottle, or can, including beverages of all kinds and for all purposes,
24 and to generally deal in groceries and grocery products suitable for public
25 consumption.

26 To do a general merchandise business at wholesale and retail and to
27 buy, sell, and deal in, at wholesale and retail, coffee, groceries, and foods of
28 all kinds and their by-products; to own, operate, run, and manage a store, and
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WILLIAM J. DEE
ATTORNEY AT LAW
GRANGEVILLE, IDAHO

1 to own and/or lease real estate, buildings, structures, and all necessary
2 machinery and appliances for running and operating a general merchandise
3 business for the purpose of selling, manufacturing, packing, and preserving
4 foods of all kinds and their by-products.

5
6 To design, buy and sell, import and export, and generally deal in, at
7 wholesale or retail, ladies' dresses, shirtwaists, sweaters, skirts, suits,
8 coats, cloaks, hosiery, gowns, undergarments, corsets, millinery, overcoats,
9 footwear and every other kind of ladies' wearing apparel. To design, manu-
10 facture, and sell custom made wearing apparel for women and generally to
11 conduct ladies' dressmaking and furnishing stores or shops.

12
13 To engage in, operate, conduct, and maintain the business of manu-
14 facturing, buying, selling, importing, exporting, or otherwise dealing in, in
15 wholesale or retail quantities, clothing of all kinds for men, women, and
16 children, haberdashery, drygoods, fancy goods, cloths, stuffs, notions,
17 maternity garments, clothing accessories, trimmings, millinery goods, and
18 the like, and all supplies, materials, findings, tools, machines, appliances,
19 and apparatus employed in or related to the manufacture of such wares.

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21 To engage in the business of conducting and operating retail stores
22 and outlets for the sale of yardage, notions, dry goods, and similar articles.

23 To engage in the wholesale and retail purchase and sale of men's,
24 women's, and children's footwear, purses, hosiery, and findings, and other
25 merchandise usually found in and sold through a general shoe store.

26 To acquire by lease, purchase, gift, devise, contract, concession,
27 or otherwise, and to hold, own, develop, explore, exploit, improve, operate,
28 lease, enjoy, control, manage, or otherwise turn to account, mortgage, grant,
29 sell, exchange, convey, or otherwise dispose of, wherever situated, within or
30 without the State of Idaho, any and all real estate, lands, options, concessions,
31 grants, land patents, franchises, rights, privileges, easements, tenements,
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1 estates, hereditaments, interests, and properties of every kind, nature and
2 description whatsoever.

3 To purchase real estate, make and purchase materials for the con-
4 struction of buildings; to erect buildings; to own, to manage, operate, lease
5 and sell buildings; to conduct and carry on the business of builders and con-
6 tractors for the purpose of building, erecting, altering, repairing or doing any other
7 other work in connection with any and all classes of buildings, structures,
8 and improvements, of every kind and nature whatsoever; also, to buy or other-
9 wise acquire real estate, and to subdivide, plat and sell the same, and
10 generally to buy, sell and deal in real and personal property of every kind
11 and description, and to own, hold, improve, develop and manage any real
12 estate or personal property and to erect and cause to be erected on any lands
13 owned, held or occupied by the corporation, buildings or other structures with
14 their appurtenances and to mortgage, sell, lease or otherwise dispose of any
15 lands or interests in lands and in any buildings or other structures at any
16 time owned or held by the corporation; to conduct a general brokerage, agency
17 and commission business for others in the purchase, sale and management of
18 real estate for others and the negotiation of loans thereon; in general, to
19 conduct a general building and construction business and a general real estate
20 business.

21 To manufacture, purchase, or otherwise acquire, hold, own, sell,
22 assign, transfer, lease, exchange, invest in, mortgage, pledge, or otherwise
23 encumber or dispose of and generally deal and trade in and with, both within
24 and without the State of Idaho, and in any part of the world, goods, wares,
25 merchandise and property of every kind, nature and description.

26 To enter into, make and perform contracts of every kind and descrip-
27 tion with any person, firm, association or corporation, municipality, body
28 politic, country, territory, state, government or colony or dependency thereof.

To acquire, and to make payment therefor in cash or the stock or bonds of the corporation, or by undertaking or assuming the obligations and liabilities of the transferor, or in any other way, the good will, rights and property, the whole or any part of the assets, tangible or intangible, and to undertake or assume the liabilities of, any person, firm, association or corporation; to hold or in any manner dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all of the powers necessary or convenient for the conduct and management thereof.

To adopt, apply for, obtain, register, produce, take, purchase, exchange, lease, hire, acquire, secure, own, hold, use, operate, contract, or negotiate, for, take licenses or other rights in respect of, sell, transfer, grant licenses and rights in respect of, manufacture under, introduce, sell, assign, collect the royalties on, mortgage, pledge, create liens upon, or otherwise dispose of, deal in, and turn to account, letters patent, patents, patent rights, patents applied for or to be applied for, trade marks, trade names and symbols, distinctive marks and indications of origin or ownership, copyrights, syndicate rights, inventions, discoveries, devices, machines, improvements, licenses, processes, data, and formulae of any and all kinds granted by, or recognized under or pursuant to the laws of the United States of America, or of any other country or countries whatsoever, and with a view to the working and development of the same, to carry on any business, whether manufacturing or otherwise, which the corporation may think calculated, directly or indirectly, to effectuate these objects.

To underwrite, subscribe for, purchase, invest in, or reinvest, acquire, hold, pledge, hypothecate, exchange, sell, deal in and dispose of, alone or in syndicates or otherwise in conjunction with others, stocks, bonds, debentures, mortgages and other evidences of indebtedness and obligations

1 of any corporation, association, partnership, syndicate, entity, person or
2 governmental, municipal or public authority, domestic or foreign, and
3 evidences of any interest, in respect of any such stocks, bonds and other
4 evidences of indebtedness and obligations; to issue in exchange therefore its
5 own stocks, bonds or other obligations, and, while the owner or holder of
6 any such, to exercise all the rights, powers and privileges of ownership in
7 respect thereof, and, to the extent now or hereafter permitted by law, to aid
8 by loan, subsidy, guaranty or otherwise those issuing, creating or responsible
9 for any such stocks, bonds or other evidences of indebtedness or obligations
10 or evidences of any interest in respect thereof.

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12 To borrow or raise money for any of the purposes of the corporation,
13 without limit as to amount, and in connection therewith, to grant collateral
14 or other security either alone or jointly with any other person, firm, or
15 corporation, and to make, execute, draw, accept, endorse, discount, pledge,
16 issue, sell, or otherwise dispose of promissory notes, drafts, bills of
17 exchange, warrants, bonds, debentures and other evidences of indebtedness,
18 negotiable or non-negotiable, transferable or non-transferable, and to confer
19 upon the holders of any of its obligations such powers, rights and privileges
20 as from time to time may be deemed advisable by the Board of Directors, to
21 the extent permitted under the General Corporation Law of the State of Idaho;
22 to lend and advance money, extend credit, take notes, open accounts and every
23 kind and nature of evidence of indebtedness and collateral security in connect-
24 ion therewith.

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27 To purchase or otherwise acquire, hold, sell, pledge, transfer or
28 otherwise dispose of shares of its own capital stock, provides that the funds
29 or property of the corporation shall not be used for the purchase of its own
30 shares of capital stock when such use would cause any impairment of the
31 capital of the corporation, and provided further, that shares of its own capital
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1 stock belonging to the corporation shall not be voted upon directly or indirectly.

2 To have one or more offices, to carry on all or any of its operations
3 and business and without restriction or limit as to amount, to purchase, or
4 otherwise acquire, to hold, own, to mortgage, sell, convey or otherwise
5 dispose of real and personal property of every class and description in any of
6 the States, Districts, Territories, dependencies, possessions or colonies of
7 the United States.
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9 IN GENERAL, to do any or all of the things herein set forth to the
10 same extent as natural persons might or could do and in any part of the world,
11 as principals, agents, contractors, trustees, or otherwise, within or without
12 the State of Idaho, either alone or in company with others, and to carry on any
13 other business in connection therewith, and to do all things not forbidden, and
14 with all the powers conferred upon corporations by the laws of the State of
15 Idaho.
16

17 It is the intention that each of the objects, purposes and powers
18 specified in each of the paragraphs of this Fourth Article of this Certificate of
19 Incorporation shall, except where otherwise specified, be nowise limited or
20 restricted by reference to or inference from the terms of any other paragraph
21 or of any other Article in this Certificate of Incorporation, but that the objects,
22 purposes and powers specified in this Article and in each of the Articles or
23 paragraphs of this Certificate shall be regarded as independent objects, pur-
24 poses and powers, and the enumeration of specific purposes and powers shall
25 not be construed to restrict in any manner the general terms and powers of
26 this corporation, nor shall the expression of one thing be deemed to exclude
27 another, although it be of like nature. The enumeration of objects or purposes
28 herein shall not be deemed to exclude or in any way limit by inference any
29 powers, objects, or purposes which this corporation is empowered to
30 exercise, whether expressly by force of the laws of the State of Idaho, now or
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1 hereafter in effect, or impliedly by any reasonable construction of said law.

2 RESOLVED: That Article Fifth of the Articles of Incorporation be
3 and the same is hereby amended to read as follows:

4 ARTICLE V

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

7 To make and alter by-laws of this corporation, to fix the amount to
8 be reserved as working capital over and above its capital stock paid in, and
9 to authorize and cause to be executed mortgages and liens upon the real and
10 personal property of this corporation.

11 Pursuant to the affirmative vote of the holders of at least a majority
12 of the stock issued and outstanding, having voting power, given at a stock-
13 holders' meeting duly called for that purpose, or when authorized by the
14 written consent of at least a majority of the holders of the voting stock issued
15 and outstanding, the board of directors shall have power and authority at any
16 meeting to sell, lease or exchange all of the property and assets of this
17 corporation, including its good will and its corporate franchises, upon such
18 terms and conditions as its board of directors deems expedient and for the
19 best interest of the corporation.

20 This corporation may in its by-laws confer powers upon its directors
21 in addition to the foregoing, and in addition to the powers and authorities
22 expressly conferred upon them by statute.

23 RESOLVED: That Article Sixth of the Articles of Incorporation be
24 and the same is hereby amended to read as follows:

25 ARTICLE VI

26 The capital stock of this corporation shall be THIRTY THOUSAND
27 DOLLARS (\$30,000.00) divided into three hundred (300) shares of stock of
28 the par value of ONE HUNDRED DOLLARS (\$100.00) each. No distinction
29 shall exist between the shares of this corporation and all such shares shall
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1 hereafter in effect, or impliedly by any reasonable construction of said law.

2 RESOLVED: That Article Fifth of the Articles of Incorporation be
3 and the same is hereby amended to read as follows:

4 ARTICLE V

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

7 To make and alter by-laws of this corporation, to fix the amount to
8 be reserved as working capital over and above its capital stock paid in, and
9 to authorize and cause to be executed mortgages and liens upon the real and
10 personal property of this corporation.
11

12 Pursuant to the affirmative vote of the holders of at least a majority
13 of the stock issued and outstanding, having voting power, given at a stock
14 holders' meeting duly called for that purpose, or when authorized by the
15 written consent of at least a majority of the holders of the voting stock issued
16 and outstanding, the board of directors shall have power and authority at any
17 meeting to sell, lease or exchange all of the property and assets of this
18 corporation, including its good will and its corporate franchises, upon such
19 terms and conditions as its board of directors deems expedient and for the
20 best interest of the corporation.
21

22 This corporation may in its by-laws confer powers upon its directors
23 in addition to the foregoing, and in addition to the powers and authorities
24 expressly conferred upon them by statute.
25

26 RESOLVED: That Article Sixth of the Articles of Incorporation be
27 and the same is hereby amended to read as follows:

28 ARTICLE VI

29 The capital stock of this corporation shall be THIRTY THOUSAND
30 DOLLARS (\$30,000.00) divided into three hundred (300) shares of stock of
31 the par value of ONE HUNDRED DOLLARS (\$100.00) each. No distinction
32 shall exist between the shares of this corporation and all such shares shall

1 have the same rights in the corporation.

2 RESOLVED: That Article Seventh of the Articles of Incorporation be
3 and the same is hereby amended to read as follows:

4 ARTICLE VII

5 All or any portion of the capital stock may be issued for cash or in
6 payment for real or personal property, services, or any other right or thing
7 of value, for the uses and purposes of the corporation, and when so issued
8 shall become and be fully paid, the same as though paid for in cash at par;
9 and the directors shall be the sole judges of the value of any property, right
10 or thing acquired in exchange for capital stock.
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12 RESOLVED: That Article Eighth of the Articles of Incorporation be
13 and the same is hereby amended to read as follows:

14 ARTICLE VIII

15 From time to time the capital stock may be increased according to
16 law, and may be issued in such amounts and proportions as shall be determined
17 by the board of directors, and as may be permitted by law.

18 RESOLVED: That a new Article, Article IX of the Articles of
19 Incorporation be and the same is hereby added to the Articles of
20 Incorporation to read as follows:

21 ARTICLE IX

22 This corporation reserves the right to amend, alter, change or repeal
23 any provisions contained in this certificate of incorporation in the manner now
24 or hereafter prescribed by statute, and all rights conferred upon stockholders
25 herein are granted, subject to this reservation.

26 RESOLVED: That a new Article, Article X of the Articles of
27 Incorporation be and the same is hereby added to the Articles of
28 Incorporation to read as follows:

29 ARTICLE X

30 The private property of the stockholders shall not be subject to the
31 payment of corporate debts to any extent whatsoever.

32 Attest:

Frank M. Grane
Secretary

Flora Freidenrich
President

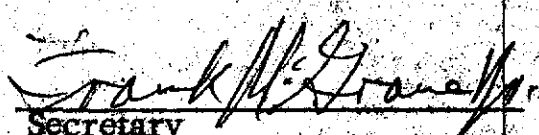
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1 STATE OF IDAHO)
2 County of Idaho) ss.

3 FRANK McGRANE, Jr. hereby certifies as follows:

4 That he is the Secretary of the Alexander-Freidenrich Co. , a corpor-
5 ation duly organized and authorized to do business under the laws of the State
6 of Idaho; that the Articles of Amendment of the Articles of Incorporation attach-
7 ed hereto were duly approved at a meeting of more than two-thirds (2/3) of the
8 total stockholders on the 25th day of February , 1958, and that the signatures
9 of the Secretary and President subscribed to the certificate thereon were done
10 in his presence and are the authentic signatures of the respective officers of
11 the said corporation.
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13 Dated this 10th day of September, 1958.
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16 
17 Secretary

18 (CORPORATE SEAL)
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WILLIAM J. DEE
ATTORNEY AT LAW
GRANDEVILLE, IDAHO

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