



CERTIFICATE OF INCORPORATION  
OF

BLUE SKIES INDUSTRIES, INC.

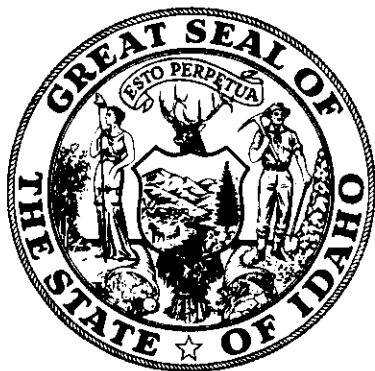
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

BLUE SKIES INDUSTRIES, INC.

, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated December 10, 19 80.



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF INCORPORATION

OF

DEC 10 8 34 AM '80

BLUE SKIES INDUSTRIES, INC. SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS that:

the undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

I

The name of the corporation is, and shall be,

BLUE SKIES INDUSTRIES, INC.

II

The corporate existence shall be perpetual.

III

(A) The nature of the business and purposes for which the Corporation is organized is for the transaction of any and all lawful business for which a corporation may be incorporated under the laws of the State of Idaho, including, but not limited to, the following:

(a) Primarily to engage in the manufacture and sale of all types of clothing and wearing apparel both directly as well as under contract with others;

(b) To wholesale, retail, or otherwise sell, buy, distribute, and deal in wearing apparel, clothing, and other items manufactured from fabrics and related materials;

(c) To own, lease, manage, and operate stores, shops, buildings, factories, and other types of real property or personal property, for the purpose of furthering the business purposes of the corporation;

(d) To acquire, by purchase or otherwise, all types of businesses dealing with wearing apparel and other items manufactured from fabrics and related materials;

(e) To purchase, or otherwise to acquire, own, hold, lease, sell, exchange, assign, transfer, mortgage, pledge or otherwise dispose of, and to invest, trade and deal in and with personal property of every kind, class and description;

(f) To do any and all such other acts in any manner connected with or necessary, incidental, convenient or auxiliary to any of the objects hereinbefore enumerated, or calculated, directly or indirectly, to promote the interest of the corporation; and in carrying on its purposes, and for the purpose of attaining or furthering any of its business, to do any and all acts and things, and to exercise any and all other powers, which a natural person could do or exercise, and which now or hereafter may be authorized by law;

The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and the statements contained in each clause shall be in nowise limited or restricted by reference to or inference from the terms of any other clause, but shall be regarded as independent purposes; and no recitation expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive; but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

#### IV

The aggregate number of shares which the corporation shall have the authority to issue is TWO HUNDRED THOUSAND (\$200,000.00) Dollars, divided into Two Hundred (200) shares of the parvalue of One Thousand (\$1,000.00) Dollars per share.

#### V

Each share of captial stock issued shall bear an inscription thereon restricting the sale of such shares and providing that the corporation or its other stockholders shall have the right of first refusal to purchase such shares of stock on the same terms as a bona fide purchase offer, provided said right of first refusal is exercised within thirty (30) days of the notification to the corporation or its shareholders by registered mail of a proposed sale of any such shares.

#### VI

The address of the initial registered office of the corporation is 222 Cedar Street, Sandpoint, Idaho 83864, and the name of its initial registered agent at such address is Janice Critchell.

VII

The number of directors constituting the initial board of directors of the corporation is five (5), and the names and addresses of the persons who are to serve as the directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Linda Myers  
Rt. 1, Box 89  
Sagle, Idaho 83860

Jeanette Broersma  
Star Route, Box 24  
Hope, Idaho 83364

Barbara Huguenin  
222 Cedar Street  
Sandpoint, ID 83864

Richard Chastek  
TAF-C25  
Spokane, WA 99220

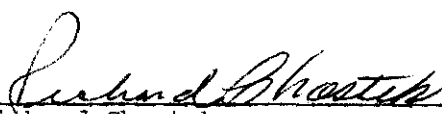
Dennis Horan  
TAF-C25  
Spokane, WA 99220

VIII

The name and address of the incorporator is:

Richard Chastek  
TAF-C25  
Spokane, WA 99220

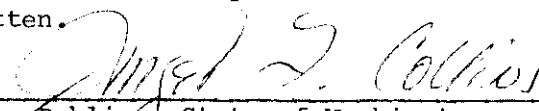
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 8th day of December, 1980.

  
Richard Chastek  
TAF-C25  
Spokane, WA 99220

STATE OF WASHINGTON)  
                                  ) ss.  
County of Spokane )

On this 8th day of December, 1980, before me the undersigned notary public, in and for said state, personally appeared Linda Myers, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

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

  
Notary Public - State of Washington residing at  
Spokane.