



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

MERCHANDISE ASSOCIATES, INC.

was filed in the office of the Secretary of State on the **Twenty-fourth** day
February A.D. One Thousand Nine Hundred **Sixty-six** and
will be

XXXXXXmicrofilm
duly recorded on Film No. 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
Pocatello, in the County of **Bannock.**

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 **February**,
A.D., 19 **66**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
MERCHANDISE ASSOCIATES, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being natural persons of full age, and citizens of the United States of America, in order to form a corporation for the purposes set forth below under the laws of the State of Idaho, do certify as follows:

I.

That the name of the corporation shall be MERCHANDISE ASSOCIATES, INC.

II.

The purposes for which said corporation is formed are:

(a) To buy, sell and generally engage in the wholesaling and retailing of general merchandise and personal property of all kinds and character, including but not limited to furniture, home furnishings, floor coverings, appliances, and related goods and merchandise.

(b) To buy, sell, deal in, hold, improve, subdivide, and lease real property; to mortgage, lease and encumber the same; to build, maintain, and operate buildings and structures, and to do all things necessary for or convenient thereunto.

(c) To acquire, buy, sell, mortgage, lease, encumber or otherwise dispose of such real and personal property as the corporation may desire and the incidents thereto convenient to the conduct of such a general business corporation and to do all other things necessary or convenient for the purpose of carrying out this subsection.

(d) Acquire and hold shares, stocks, debentures, bonds, obligations, securities and other instruments issued or granted by any company carrying on business in the United States or any of its territories or in any foreign country or granted by any government or

public body; to deal and trade in investments and securities in any company or corporation and in this corporation.

(e) To buy, sell, operate, manage, lease or otherwise conduct and promote businesses and enterprises, and to render all other or desirable services in connection therewith.

(f) To carry on any business which the corporation may deem proper or convenient whether connected with any of the foregoing purposes or otherwise, or which may be calculated to promote the interests of the corporation or to enhance the value of its properties or businesses.

(g) To have and to exercise all the powers conferred by the laws of the State of Idaho upon corporations formed under the acts and pursuant to and under which this corporation is organized.

III.

The corporation is to have a perpetual existence.

IV.

The location and post office address of the registered office of the corporation is 746 East Lander, Pocatello, Bannock County, Idaho.

V.

The total authorized number of shares of capital stock is 1,000 shares of the par value of \$100.00 per share, and an aggregate par value of \$100,000.00, all of which authorized capital stock shall be common stock, fully paid and non-assessable.

VI.

The names and post office addresses of the incorporators and the number and class of shares of each are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CLASS</u>
R. K. Hart	Box 547 Pocatello, Idaho	1	Common
Eugene Manwaring	Box 547 Pocatello, Idaho	1	Common
George W. Hargraves	Box H Pocatello, Idaho	1	Common

IN WITNESS WHEREOF, we have hereunto set our hands
this 23 day of February, 1966.

R. K. Hart
Eugene S. Manwaring
George W. Hargraves

STATE OF IDAHO)
 : ss.
County of Bannock)

On this 23rd day of February, 1966, before me,
a Notary Public in and for said State, personally appeared
R. K. HART, EUGENE MANWARING and GEORGE W. HARGRAVES, known to
me to be the persons whose names are subscribed to the foregoing
instrument 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 first above written.

Dalores C. Willard
Notary Public for Idaho
Residence: Pocatello, Idaho

(SEAL)