

# State of Idaho



## Department of State

### CERTIFICATE OF INCORPORATION

**LOUIS E. CLAPP**

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

**A-MAY INCORPORATED**

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

duly recorded on ~~Microfilm~~ 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 **Postville,** in the County of **Lemhi.**

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 **First** day of **July**, A.D., 19**66**.

Secretary of State.

ARTICLES OF INCORPORATION  
of  
A-WAY INCORPORATED

We, the undersigned, all being of full age, natural persons and citizens of the United States, do hereby voluntarily associate ourselves together for the purpose of forming a corporation under and by virtue of the laws of the State of Idaho, and for that purpose do adopt the following Articles of Incorporation.

I.  
NAME

The name of this corporation shall be:

A-WAY INCORPORATED

II.  
PURPOSES

The purposes of this corporation shall be the purchase and ownership of property, real and personal, and to engage in any commercial, industrial, agricultural or other enterprises calculated or designed to be profitable to this corporation and in conformity with the laws of the State of Idaho, and to generally engage in, do and perform, any enterprise, act or vocation that a natural person might or could do or perform, and, in addition to or among these being:

To manufacture, purchase, or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares and merchandise and real and personal property of every class and description.

To carry on and conduct in all its branches and departments, as principal or agent, the business of retail or wholesale merchants of furniture, fixtures, household appliances and household furnishings of every type and character and all business incidental or in any way connected therewith, and to engage in the manufacture of such articles.

**LAW OFFICES  
JOHNSON AND OLSON  
SPAULDING BUILDING  
POCATELLO, IDAHO**

To establish, purchase, lease as lessee, or otherwise acquire, to own, operate, and maintain, and to sell, mortgage, lease as lessor, and otherwise dispose of retail stores or departments therein and to conduct a general merchandising business therein.

To acquire all or any part of the good will, rights, property and business of any person, firm, association, or corporation, heretofore or hereafter engaged in any business similar to the business of this corporation or otherwise, and to pay for it in cash or in stock or obligations of the corporation or otherwise, and to hold, utilize, enjoy and in any manner dispose of the whole or any part of the rights and property so acquired, and to assume in connection therewith any liabilities of any such person, firm, association or corporation, and to conduct in any lawful manner in the State of Idaho and/or in any other state, territory, locality, or country, the whole or any part of the business thus acquired, provided such business is not prohibited by the laws of the State of Idaho.

From time to time to apply for, purchase, or acquire by assignment, transfer, or otherwise, and to exercise, carry out and enjoy any license, franchise, concession, right or motor carrier permits, or any privilege which any government or any corporation or other public body may be empowered to enact, make or grant, and to pay for, aid in, and contribute toward carrying it into effect.

To make, and enter into all manner and kinds of contracts, agreements, and obligations by or with any person or persons, corporation or corporations, for the bailment, leasing, purchasing, acquiring, holding, manufacturing, and selling or otherwise dealing in, either as principal or agent up on commission or otherwise, any and all kinds of goods, articles, or real or personal property whatsoever and to provide for acquiring and transferring interest in real estate and hypothecation thereof.

And to do all and everything necessary, suitable, and proper, for the accomplishment of any purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with another corporation or corporations, firm or individuals, and to do every other act or acts, thing or things incidental or appertenant to or growing out of or connected with the aforesaid objects or purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

### III. DURATION

The duration of this corporation shall be perpetual.

### IV. PRINCIPAL PLACE OF BUSINESS

The location and post office address of the registered offices of this corporation shall be 303 Spaulding Building, Pocatello, Idaho and said principal place of business being in Bannock County, Idaho.

### V. CAPITAL STOCK

The capitalization of this corporation shall be \$25,000.00, the total number of authorized shares is Two Thousand and Five Hundred (2,500) shares and the par value of each share is ten dollars (\$10.00) and all shares shall be of the same class and value and have the same voting and other rights. No share, stock or shareholder shall have any preemptive right to purchase shares and the directors can at any time on majority vote thereof authorize the issuance or sale of shares to any person whomsoever without regard to proportion or holdings of existing shareholders. All the stock issued shall be fully paid and non-assessable and the shares of the corporation may not be subject to assessment.

VI.  
INCORPORATORS

The name, post office addresses and number of shares subscribed to each of the incorporators are as follows:

Harold Dixon Hindley	1 share	1671 Harvard Avenue Salt Lake City, Utah
Callis A. Caldwell	1 share	117 Fairway Circle Pocatello, Idaho
Mary Ann Raidy	1 share	1618 South Second Pocatello, Idaho

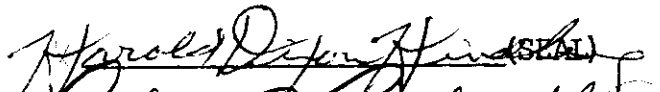
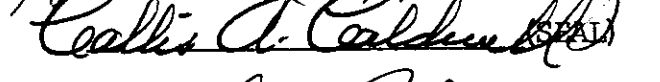
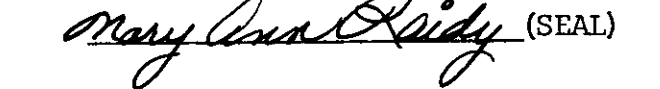
VII.

The governing board of this corporation shall be known as directors, and the number of directors may from time to time be increased or decreased in such manner as shall be provided by the by laws of this corporation, provided that the number of directors shall not be reduced to less than three (3).

VIII.  
AMENDMENT OF ARTICLES

The Articles of Incorporation may be amended in any respect conformable to the laws of the State of Idaho and the power to repeal and amend the by laws and to adopt new by laws is conferred on the board of directors by a vote of the majority of such directors.

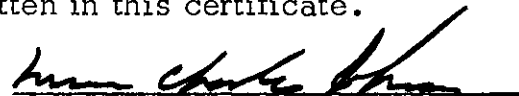
IN WITNESS WHEREOF, we, the said incorporators have hereunto set our hands and seals this 30th day of June, 1966.

 (SEAL)  
 (SEAL)  
 (SEAL)

STATE OF IDAHO    )  
                              ) ss.  
County of Bannock )

On this 30th day of June, 1966, before me, the undersigned, notary public in and for said state, personally appeared Harold Dixon Hindley, Callis A. Caldwell and Mary Ann Raidy, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation 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 in this certificate.

  
Luvern Charles Johnson  
Notary Public in and for Idaho  
Residence: Pocatello, Idaho

(SEAL)