

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

VALLEY MERCHANT TRADING STAMPS, INC.

was filed in the office of the Secretary of State on the **Fourteenth** day of **September**, A.D. One Thousand Nine Hundred **Sixty-four** and duly recorded on Film No. **130** 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

Idaho Falls in the County of **Bonneville**.

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 **14th** day of **September**, A.D., 19 **64**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
VALLEY MERCHANT TRADING STAMPS, 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 hereinafter stated pursuant to the laws of the State of Idaho, do hereby signify as follows:

ARTICLE I

The name of the corporation shall be "Valley Merchant Trading Stamps, Inc."

ARTICLE II

The purposes and objects for which the corporation is formed are:

- A. To organize, conduct, manage, develop, deal in and deal with, merchant trading stamps, and to organize, promote and own, a trading stamp company dealing with trading stamps saleable to merchants.
- B. To lend money and negotiate loans either with or without security or on the security of real or personal property; to draw, accept, endorse, buy and sell discount and rediscount bills of exchange, notes, drafts, bonds, choses in action and securities of all kinds, both at principal and their agents; to accept as security for any loans, liens, conditional sales of and pledges of real and personal property.
- C. To acquire, manage, work, develop, lease, mortgage, sell, dispose of and otherwise deal with property of all kinds, including compromise and settlement of demands, accounts and claims of all kinds; to organize, finance, develop and improve business firms, partnerships and corporations.
- D. To enter into, make, perform and carry out contracts of every sort and kind with any person, firm, association or corporation.
- E. To acquire, own, hold and dispose of grants, concessions and franchises or interests therein.
- F. To appoint agents, subagents and salesmen and to enter into all necessary contracts with agents, subagents, salesmen and dealers.
- G. To receive, acquire, hold, purchase or dispose of, convey, mortgage and/or lease real and personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the corporation other than its franchise of being a corporation, and 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.

H. To enter into contracts, obligations of any type or kind essential, necessary or proper to the transaction of its ordinary affairs or for the purposes of the corporation.

I. To acquire by purchase or otherwise and hold, own, sell, convey, encumber and transfer all kinds of real and personal property of every kind and description required in connection with the conduct of the business of the company.

J. To borrow money or otherwise incur indebtedness without limit as to amount and to draw, make, accept, endorse, transfer, guarantee, execute and issue bonds, debentures, notes, checks, drafts, bills of exchange, negotiable instruments and all other instruments for the payment of money, negotiable or non-negotiable and whether secured or unsecured.

K. To conduct business in this state, other states, District of Columbia, 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 and/or convey real or personal property situate out of this state.

L. To cause to be formed, merge, or reorganize and to promote and aid in any way permitted by law by formation, merger or reorganization of any business, concern, firm, association or corporation, domestic or foreign; to acquire the good will, rights and property in the whole or any part of the assets, tangible or intangible, and to undertake or in any way assume the liabilities of any persons, firm, association or corporation; to pay for the said good will, rights, property and assets in cash, the stock of this company, bonds or otherwise or by undertaking the whole or any part of the liabilities of the transferer; to hold or in any manner to dispose of the whole or any part of ~~the property so purchased~~; to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary and expedient in or about the conduct and management of said business.

M. To apply for purchase, register or in any manner to acquire and to hold, own, lease, operate and introduce and to sell, lease, assign, pledge or in any manner dispose of and in manner deal with patents, patent rights, licenses, copyrights, trademarks, trade names, and to acquire, own, use or in any manner dispose of any and all inventories, improvements and processes, labels, designs, brands or other rights, and to work, operate and develop the same, and to carry on any business, manufacturing or otherwise which may directly or indirectly effectuate these objects or any of them.

N. To purchase and so far as the same may be done without impairing the capital of the corporation, except as otherwise permitted by law and to hold,

pledge and reissue shares of its own capital stock, but such stock so acquired and held shall not be entitled to vote nor to receive dividends.

O. To have, exercise and enjoy all the powers now or hereafter granted to corporations organized under the laws of the State of Idaho and particularly all of the powers and privileges granted to corporations by Chapter 1 of Title 30 of the Idaho Code and any present and/or future amendments thereto, and to do any act or thing necessary or convenient for the transaction of the aforesaid business and/or carrying into effect any and all of the aforesaid objects and purchases.

P. All of the foregoing provisions in this Article II are to be construed both as objects and powers, and it is hereby expressly provided that the enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation; provided, however, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do any act which corporations formed under the laws of Idaho now or hereafter existing, may not at the time lawfully carry on or do. It is the intention that the purposes, objects and powers specified in each of the paragraphs of this Article II of the Articles of Incorporation shall, except as otherwise provided, in no wise be limited or restricted by reference to or inference from the term of any other cause or paragraph of this paragraph contained or of any other provision of these Articles of Incorporation, and it is the intention that the purposes, objects and powers specified in these Articles of Incorporation shall be regarded as independent purposes, objects and powers.

ARTICLE III

The corporation is to have perpetual existence.

ARTICLE IV

The location of the post office address of the registered office of the corporation shall be Suite 215 Shane Building, Idaho Falls, Bonneville County, Idaho.

ARTICLE V

The amount of the authorized capital stock of this corporation shall be \$25,000.00, divided into **25,000** shares of common stock of the par value of **\$1.00** per share.

ARTICLE VI

The names and post office addresses of the incorporators and the number of shares subscribed by each are as follows:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>	<u>Class of Stock</u>	<u>Amount</u>
Harland H. Hemsley	442 S. Bridge St. Anthony, Idaho	1	Common	\$1.00
Connie K. Hemsley	442 S. Bridge St. Anthony, Idaho	1	Common	\$1.00
James H. Barrett	28 South Center Rexburg, Idaho	1	Common	\$1.00
Phylus L. Barrett	28 South Center Rexburg, Idaho	1	Common	\$1.00

ARTICLE VII

The Board of Directors shall consist of three directors.

ARTICLE VIII

The power to repeal and amend Bylaws and adopt new Bylaws is hereby conferred upon the directors as well as shareholders to be exercised by such vote of such directors or of the allotted shares as the case may be, not less, however, than the majority thereof as may be fixed by the Bylaws.

ARTICLE IX

All or any meeting of the shareholders or of the Board of Directors may be held within or without the State of Idaho.

ARTICLE X

No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any director individually, or any firm of which such director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation; provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors, or a majority thereof; and any director of the corporation who is also a director or officer of such other corporation or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize such contract or transaction, and may vote thereat to authorize such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

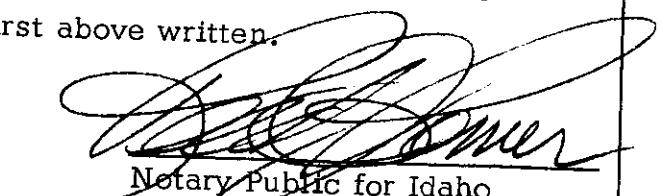
IN WITNESS WHEREOF, we have hereunto set our hands and seals this 8th day of September, 1964.

The image shows four handwritten signatures in black ink, each enclosed in a horizontal line. The signatures are: 'Harland H. Hemsley', 'James H. Barrett', 'Phylus L. Barrett', and 'Connie K. Hemsley'. The signatures are cursive and appear to be in black ink on a white background.

STATE OF IDAHO)
)
) ss.
County of Bonneville)

On this 8th day of September, 1964, before me, the undersigned, a Notary Public for the said county and state, personally appeared HARLAND H. HEMSLEY, CONNIE K. HEMSLEY, JAMES H. BARRETT and PHYLUS L. BARRETT, known to me to be the persons whose names are subscribed to the within 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 in this certificate first above written.



Notary Public for Idaho
Residing at Idaho Falls, Idaho
My commission expires 5-1-66

REED J. BOWEN
ATTORNEY AT LAW
SUITE 215, SHANE BUILDING
IDAHO FALLS, IDAHO 83402