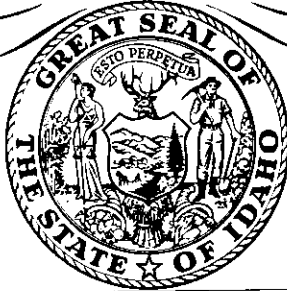


# State of Idaho



## 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

**ALLINGER'S, INC.**

was filed in the office of the Secretary of State on the **First** day of **February**, A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **122** 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 **Montpelier** in the County of **Bear Lake**

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 **1st** day of **February**, A.D., 1963 .

Secretary of State.

ARTICLES OF INCORPORATION

OF

ALLINGER'S, INC.

We, the undersigned residents of the State of Idaho, of full age and citizens of the United States of America, having this day voluntarily associated ourselves together for the purpose of forming a corporation under and by virtue of the General Corporation Laws of the State of Idaho, and all acts in addition to said acts and amendments thereto, and to that end do hereby adopt Articles of Incorporation as follows:

First: The name of the proposed corporation is:

ALLINGER'S, INC.

Second: The principal place of business of this corporation shall be in the City of Montpelier, County of Bear Lake, State of Idaho, but the corporation may maintain an office or branch, or such other offices, branches or places of business as the Board of Directors may from time to time determine.

Third: This corporation is for perpetual existence unless sooner dissolved or disincorporated according to law.

Fourth: The nature of the business or objects or purposes to be transacted or carried on by the corporation are:

(a) Primarily to engage in the specific business of retail merchandising of clothing of all kinds for men, women and children, haberdashery, dry goods, fancy goods, cloths, notions, maternity garments, clothing accessories, trimmings, milinery goods and the like, and all supplies, materials and apparatus employed in or related to the merchandising of such wares;

(b) Generally, to manufacture, buy or otherwise acquire, own, mortgage, sell, assign, transfer or otherwise dispose of, trade and deal in and with goods, wares and merchandise, and articles of commerce of every kind and description;

(c) To engage in any business related or unrelated to those described in clauses (a) and (b) of this ARTICLE FOURTH, and from time to time authorized or approved by the Board of Directors of this corporation;

(d) To act as partner or joint venturer or in any other legal capacity in any transaction;

(e) To have and exercise all rights and powers from time to time granted to a corporation by law.

(f) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers heretofore set forth, either alone or in association with other corporations, firms or individuals, and to do every other act or acts, thing or things, incidental or appurtenant 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.

(g) The purposes specified herein shall be construed both as purposes and powers, and shall be in nowise limited or restricted by reference to, or inference from the terms of any other clause in this or any other article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another, although it be of like nature not expressed.

Fifth: The total number of shares which the corporation is authorized to issue is 250,000 shares. The aggregate par value of said shares is \$250,000.00, and the par value of each share is \$1.00. No distinction shall exist between the shares of the corporation or the holders thereof.

Sixth: The restrictions imposed upon the respective shares or the holders thereof, are as follows:

No holder or subscriber of shares of this corporation shall, as such shareholder, have any preemptive or preferential right to purchase or subscribe for any shares or obligations convertible or exchangeable into shares in this corporation which it may issue.

Before there can be a valid sale or transfer (except transfers by bequest, intestate succession, or gifts to spouses or lineal descendants) of any of the shares of this corporation by the holders thereof, the holder of the shares to be sold or transferred shall first give notice in writing to the secretary of this corporation of his intention to sell or transfer such shares. Such notice shall specify the number of shares to be sold or transferred, the price per share, and the terms upon which the holder intends to make such sale or transfer. The secretary shall, within ten (10) days thereafter, mail or deliver a copy of said notice to each of the other shareholders of record of this corporation. Such notice may be delivered to such shareholders personally or may be mailed to the last known address of such shareholders, as the same may appear on the books of this corporation. Within fifteen (15) days after the mailing or delivering of said notices to said shareholders, any such shareholder or shareholders who desire to acquire any part or all of the shares referred to in said notice, shall deliver by mail or otherwise to the secretary of this corporation a written offer or offers to purchase a specified number or numbers of such shares at the price and upon the terms as stated in said notice.

If the total number of shares specified in such offer exceeds the number of shares referred to in said notice, each such offering shareholder shall be entitled to purchase such proportion of the shares referred to in said notice to the secretary, as the number of shares of this corporation, which he holds, bears to the total number of shares held by all such shareholders desiring to purchase the shares referred to in said notice to the secretary.

If all of the shares referred to in said notice to the secretary are not disposed of under such apportionment, each such offering shareholder desiring to purchase shares in a number in excess of his proportionate share, as provided above, shall be entitled to purchase such proportion of those shares which remain undisposed of, as the total number of shares

which he holds bears to the total number of shares held by all of the shareholders desiring to purchase shares in excess of those to which they are entitled under such apportionment.

If: (i) none or only a part of the shares referred to in said notice to the secretary is purchased, as aforesaid, in accordance with offers made within said fifteen (15) day period; or

(ii) prior to the expiration of said fifteen (15) day period, all of the shareholders holding stock proposed by said notice to be sold or transferred file with the secretary of the corporation their consent in writing that such sale or transfer be made as proposed in said notice, and waive their right to acquire such shares as hereinabove provided,

then the shareholder desiring to sell or transfer may, within a period of ninety (90) days thereafter, dispose of all shares of stock referred to in said notice to the secretary not so purchased by the other shareholders, to any person or persons he may so desire; provided, however, that he shall not sell or transfer such shares at a lower price or on terms more favorable to the purchaser or transferee than those specified in said notice to the secretary.

Any sale or transfer, or purported sale or transfer, of the shares of said corporation shall be null and void unless the terms, conditions and provisions of this ARTICLE SIXTH are strictly observed and followed.

Seventh: The management of the affairs of this corporation shall be vested in a Board of Directors consisting of no less than three members, who shall be elected at the annual meeting of the shareholders and who shall serve until their successors are elected and qualified. The number of directors constituting the Board may be increased or decreased from time to time to no more than five members at any annual meeting of the shareholders or at any special meeting called for that purpose. The said Board of Directors shall appoint and elect such officers, employees and agents

as they may deem advisable, defining the authority of each and prescribing his duties. A majority of the Board of Directors shall constitute a quorum, and they shall have power to transact the business of the corporation and exercise the corporate powers thereof.

Eighth: The capital stock of this corporation shall not be subject to assessment, to debts of the corporation, and no stock issued shall ever be assessable or assessed.

Ninth: The names and post office addresses of each of the incorporators, and the number of shares subscribed by each signing these Articles of Incorporation respectively are as follows:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>
H. W. Allinger	Montpelier, Idaho	1
Ruth E. Allinger	Montpelier, Idaho	1
Boyd Sorenson	Montpelier, Idaho	1
E. M. Hill	Salt Lake City, Utah	1

Tenth: This corporation reserves the right to appoint, amend, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by applicable statute. All rights conferred on shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, we hereto affix our signatures this 17<sup>th</sup> day of

January, 1963

H. W. Allinger  
H. W. Allinger

Ruth E. Allinger  
Ruth E. Allinger

Boyd Sorenson  
Boyd Sorenson

E. M. Hill  
E. M. Hill

7/24/65

Luma Barnett

STATE OF IDAHO, )  
County of Bear Lake. ) ss.

On this 22<sup>nd</sup> day of January, 1963, before me, a Notary Public in and for said State, personally appeared H. W. Allinger, Ruth E. Allinger and Boyd Sorenson, known to me to be the persons subscribed in and who executed the foregoing instrument, and who each duly acknowledged to me that they executed the same freely and voluntarily and for the uses and purposes therein mentioned.

WITNESS My hand and seal.

(SEAL)

Lurena Barnett  
NOTARY PUBLIC for Idaho  
Residing at Montpelier, Idaho  
My Comm. expires:

STATE OF UTAH )  
County of Salt Lake ) ss.

On this 15<sup>th</sup> day of December, 1961, before me, a Notary public in and for said State, personally appeared E. M. Hill, known to me to be the person subscribed in and who executed the foregoing instrument, and who duly acknowledged to me that he executed the same freely and voluntarily and for the uses and purposes therein mentioned.

WITNESS My hand and seal.

(SEAL)

Ernest R. Skilton  
NOTARY PUBLIC for Utah  
Residing at Salt Lake City  
My Comm. expires:  
Mar. 12, 1963