

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ~~J. H. MASTERS~~ ^{IRA H. MASTERS}, 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

IDAHO DEPARTMENT STORE COMPANY OF BOISE

was filed in the office of the Secretary of State on the **twentieth** day
of **May** A.D. One Thousand Nine Hundred **Fifty-two** and
duly recorded on Film No. **74** of Record of Domestic Corporations, of the State of Idaho,
and that the said articles contain the statement of facts required by Section 29-103, Idaho Code,
Annotated.

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

Caldwell in the County of **Canyon**

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 **20th** day
of **May**, in the year of our Lord
one thousand nine hundred **fifty-two**,
and of the Independence of the United States of
America the One Hundred **Seventy-sixth**.

Secretary of State.

1 disposing of such goods, wares, food products, merchandise, commodi-
2 ties and other property of all kinds; and in connection therewith
3 maintain and operate any and all kinds of trades, occupations, voca-
4 tions, pursuits, arts and crafts, either as principal, agent or
licensee, or by its lessees or licensees, and also recreational and
rest rooms, and all other facilities suitable or convenient in con-
nection therewith.

5 (f) To acquire and pay for in cash, stock or bonds of this
6 corporation, or otherwise, the good will, rights, assets and prop-
7 erty, and to undertake or assume the whole or any part of the obli-
gations or liabilities, of any person, firm, association or corpora-
tion.

8 (g) To apply for, procure and obtain, by purchase or otherwise,
9 any and all kinds of letters patent, trade marks, licenses and/or
10 grants, both foreign and domestic, for inventions, improvements,
11 secret processes, designs, trade marks and labels, useful or desirable
in connection with the company's business, and to exploit and develop
any and all such inventions, improvements, trade marks, licenses,
grants, and processes controlled in whole or in part by the company.

12 (h) To own, buy or otherwise acquire, hold, manage, convey,
13 sell, hypothecate, bond, dispose of, and deal in and with all kinds
14 of personal property, goods, wares and merchandise, within the State
15 of Idaho or elsewhere, including franchises, for any of the purposes
16 set forth herein or in any way related thereto; to purchase, own,
17 hold, sell, mortgage, lease, rent, assign, transfer, and hypothecate
promissory notes, conditional sale notes and contracts, and all
other commercial papers of corporations, partnerships and individuals,
real and personal property, bonds, contracts, causes of action, cap-
ital stock of other corporations, and all classes of indebtedness.

18 (i) To buy, sell, lease, let, operate, mortgage, exchange or
19 otherwise acquire or dispose of lands, farms, lots, houses, build-
20 ings and real property, hereditaments and appurtenances of all kinds
21 and wheresoever situated, and of any interest and rights therein,
and to construct or have constructed buildings or improvements of
any kind on any of said property, to the same extent as natural
persons might or could do, and without limit as to amount.

22 (j) To acquire by purchase, subscription or otherwise, and to
23 own, hold, sell, negotiate, assign, deal in, exchange, transfer,
24 mortgage, pledge or otherwise dispose of any shares of the capital
25 stock, scrip, or any voting trust certificates in respect of the
26 shares of capital stock of, or any bonds, mortgages, securities or
27 evidence of indebtedness issued or created by, any other corpora-
28 tion, joint stock company or association, public or private, or of
29 the Government of the United States of America, or of any foreign
30 government, or of any state, territory, municipality or other politi-
cal subdivision or of any governmental agency; and to issue in ex-
change therefor, in the manner permitted by law, shares of the capi-
tal stock, bonds, or other obligations of the Corporation; and while
the holder or owner of any such shares of capital stock, scrip, vot-
ing trust certificates, bonds, mortgages or other securities or evi-
dence of indebtedness to possess and exercise in respect thereof any
and all rights, powers and privileges of ownership, including the
right to vote thereon.

31 (k) To make, perform and carry out contracts of every kind and
32 description made for any lawful purpose, without limit as to amount,
with any person, firm, association or corporation, either public or
private, or with any territory, state or Government, or agency there-
of.

1 (l) To borrow money, to draw, make, accept, endorse, guarantee,
2 transfer, assign, execute and issue bonds, debentures, promissory
3 notes, and other evidences of indebtedness, and for the purpose of
4 securing any of its obligations or contracts to convey, transfer,
5 assign, deliver, mortgage and/or pledge all or any part of the prop-
6 erty or assets and at any time owned or held by this corporation,
7 upon such terms and conditions as the Board of Directors shall author-
8 ize, and as may be permitted by law.

9 (m) To acquire, hold, sell, re-issue, or cancel any shares of
10 its own capital stock, provided, however, that this corporation may
11 not use any of its funds or property for the purchase of its own
12 shares of capital stock when such use would cause any impairment of
13 the capital of this corporation, and provided further, that the
14 shares of its own capital stock belonging to this corporation shall
15 not be voted directly or indirectly.

16 (n) To purchase or otherwise acquire the whole or any part of
17 the property, assets, business and good will of any other person,
18 firm, corporation or association, and to conduct in any lawful man-
19 ner the business so acquired, and to exercise all the powers neces-
20 sary or convenient in and about the conduct, management and carrying
21 on of such business.

22 (o) To organize, incorporate and re-organize subsidiary corpor-
23 ations and joint stock companies and associations for any purpose
24 permitted by law.

25 (p) To have one or more offices to carry on all or any part of
26 its operations and business, and to do all and everything necessary,
27 suitable, convenient or proper for the accomplishment of any of the
28 purposes, or the attainment of any one or more of the objects herein
29 named, or which shall at any time appear conducive or expedient for
30 the protection or benefit of the corporation, and which now or here-
31 after may be authorized by law, and this to the same extent and as
32 fully as natural persons might or could do, as principals, agents,
33 contractors, trustees, or otherwise, and either alone or in connec-
34 tion with any person, firm, association or corporation.

35 (q) To have and exercise any and all powers and privileges now
36 or hereafter conferred by the laws of the State of Idaho upon corpor-
37 ations formed under the general corporation laws of said State, or
38 under any act amendatory thereof or supplemental thereto or substitu-
39 ted therefor.

40 (r) The Board of Directors shall have the power and authority
41 to sell, assign, mortgage, convey or otherwise dispose of any or all
42 of the property and assets of the corporation on such terms and con-
43 ditions as they shall prescribe, whether for cash or property, or
44 bonds or stock in other corporations, and shall have full power to
45 exercise all of the rights and privileges coming within, appertain-
46 ing or incidental to any of the powers and privileges in these
47 Articles of Incorporation herein set forth, including the right and
48 authority to sell, convey, mortgage, hypothecate, bond, dispose of,
49 deal in and with, lease, assign and transfer any of the real estate
50 or other property and assets of the corporation without the necessity
51 of securing the authorization of the stockholders.

52 The foregoing clauses are to be construed both as objects and
53 powers; and it is hereby expressly provided that enumeration herein
54 of specific objects and powers shall not be held to limit or re-
55 strict in any manner the general powers of the corporation provided,
56 however, that nothing contained herein shall be deemed to authorize

1 or permit the corporation to do any act, carry on any business or
2 exercise any power which a corporation formed under the Act herein-
3 before referred to, or any amendment thereof or supplement thereto
4 or substitute therefor, may not at the time lawfully carry on or do.
5 It is the intention that the purposes, objects and powers specified
6 in each of the sub-paragraphs (a) to (r), inclusive, of paragraph
7 second of these Articles of Incorporation, shall, except as other-
8 wise expressly provided, in nowise be limited or restricted by re-
9 ference to or inference from the terms of any other sub-paragraph
10 or clause of paragraph second of these Articles, or of any other
11 paragraph or article of these Articles of Incorporation.

12 THIRD

13 The corporation is to have perpetual existence.

14 FOURTH

15 The location and post office address of the registered office
16 of the corporation is Caldwell, Canyon County, Idaho.

17 FIFTH

18 The amount of the authorized capital stock of the corporation
19 shall be \$500,000.00 divided into 5,000 shares of the par value of
20 \$100.00 per share.

21 SIXTH

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

24	Names	Post Office Addresses	No. of shares of stock subscribed by each
25	J. C. Wengert	Nampa, Idaho	1
26	C. M. Corlett	Nampa, Idaho	1
27	L. L. Moore	Caldwell, Idaho	1
28	R. E. Pasley	Caldwell, Idaho	1
29	A. L. Wilcox	Caldwell, Idaho	1
30	K. F. Stringfield	Caldwell, Idaho	1

31 SEVENTH

32 The private property of the stockholders of the corporation
shall not be subject to the payment of corporate debts to any extent
whatever, and the shares of the corporation shall not be subject to
assessment for the purpose of paying expenses, conducting business,
or paying debts of the corporation.

EIGHTH

The number of Directors of the corporation shall be as speci-
fied in the By-Laws, and such number may from time to time be in-
creased or decreased in such manner as may be prescribed in the By-
Laws, provided the number of Directors of the corporation shall not

1 be less than five. In case of any increase in the number of Direc-
2 tors, the additional Directors may be elected by the Directors then in
3 office, and the Directors so elected shall hold office until the
4 next annual meeting of the stockholders and until their successors
5 are elected and qualified.

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14 NINTH

15 No contract or other transaction between the corporation and
16 any other corporation and no act of the corporation shall in any way
17 be affected or invalidated by the fact that any of the Directors of
18 the corporation are pecuniarily or otherwise interested in, or are
19 directors or officers of, such other corporation; any Director indi-
20 vidually, or any firm of which any Director may be a member, may be
21 a party to, or may be pecuniarily or otherwise interested in, any
22 contract or transaction of the corporation, provided that the fact
23 that he or such firm is so interested shall be disclosed or shall
24 have been known to the Board of Directors or a majority thereof; and
25 any Director of the corporation who is also a Director or officer of
26 such other corporation or who is so interested may be counted in
27 determining the existence of a quorum at any meeting of the Directors
28 of the corporation which shall authorize any such contract or trans-
29 action and may vote thereat to authorize any such contract or trans-
30 action with like force and effect as if he were not such director or
31 officer of such other corporation or not so interested.

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40 TENTH

41 The corporation reserves the right to amend, alter, change or
42 repeal any provision contained in these Articles of Incorporation,
43 in the manner now, or hereafter, prescribed by law by a two-thirds
44 vote of the shareholders, represented in person or by proxy, at any
45 annual meeting of the shareholders or at any meeting duly called for
46 that purpose, except where the laws of the State of Idaho otherwise
47 provide.

48 IN WITNESS WHEREOF, We have hereunto set our hands and seals
49 this 19 day of May, 1952.

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DUNLAP & DUNLAP
ATTORNEYS AT LAW
914 MAIN STREET
CALDWELL, IDAHO

S. BEN DUNLAP
ROBERT B. DUNLAP

May 1, 1952

Mr. Ira H. Masters,
Secretary of State,
Statehouse,
Boise, Idaho.

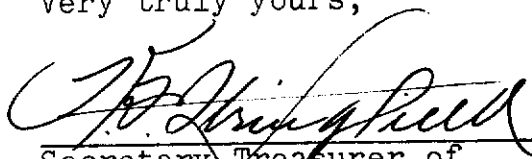
Re: Idaho Department Store Company
of Boise

Dear Sir:

Please be advised that the Idaho Department Store Company of Twin Falls, Idaho Department Store Company of Gooding, Idaho Department Store Company of Jerome, Idaho Department Store Company of Pocatello, Idaho Department Store Company of Lewiston, and Idaho Department Store Company of New Plymouth have consented to the use of the corporate name "Idaho Department Store Company of Boise", by a corporation now being formed.

I write this letter as the duly elected and qualified secretary of each of the corporations herein named.

Very truly yours,



Secretary-Treasurer of
Idaho Department Store Company
of Twin Falls
Idaho Department Store Company
of Gooding
Idaho Department Store Company
of Pocatello
Idaho Department Store Company
Lewiston
Idaho Department Store Company
of New Plymouth

Original photograph