

# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

I, ~~J. H. MASTERS~~ <sup>IRA H. MASTERS</sup>, 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.

7 THIRD

8 The corporation is to have perpetual existence.

9 FOURTH

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

12 FIFTH

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

15 SIXTH

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

17	Names	Post Office	No. of shares of
18		Addresses	stock subscribed
			by each
19	J. C. Wengert	Nampa, Idaho	1
20	C. M. Corlett	Nampa, Idaho	1
21	L. L. Moore	Caldwell, Idaho	1
22	R. E. Pasley	Caldwell, Idaho	1
23	A. L. Wilcox	Caldwell, Idaho	1
24	K. F. Stringfield	Caldwell, Idaho	1

25 SEVENTH

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

30 EIGHTH

31 The number of Directors of the corporation shall be as speci-  
32 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.

6 NINTH

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

24 TENTH

25 The corporation reserves the right to amend, alter, change or  
26 repeal any provision contained in these Articles of Incorporation,  
27 in the manner now, or hereafter, prescribed by law by a two-thirds  
28 vote of the shareholders, represented in person or by proxy, at any  
29 annual meeting of the shareholders or at any meeting duly called for  
30 that purpose, except where the laws of the State of Idaho otherwise  
31 provide.

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

33 J. C. Wengert (SEAL) C. M. Corlett (SEAL)  
34 L. L. Moore (SEAL) R. E. Pasley (SEAL)  
35 A. L. Wilcox (SEAL) K. F. Stringfield (SEAL)

36 STATE OF IDAHO, )  
37 County of Canyon ) ss.

38 On this 19 day of May, 1952, before me, the undersigned, a  
39 Notary Public in and for said State, personally appeared J. C. Wengert,  
40 C. M. Corlett, L. L. Moore, R. E. Pasley, A. L. Wilcox, and K. F.  
41 Stringfield, known to me to be the persons whose names are subscribed  
42 to the within instrument, and acknowledged to me that they executed the  
43 same and that they were citizens of the United States and over the  
44 age of twenty-one years.

45 IN WITNESS WHEREOF, I have hereunto set my hand and affixed my  
46 notarial seal, the day and year in this certificate first above written.

Notary E. Johnson  
Notary Public for Idaho,  
Residing at Caldwell, Idaho.  
My commission expires: October 17, 1955

LAP & DUNLAP  
LAWYERS  
LOWELL, IDAHO

**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.

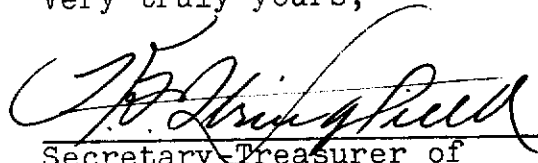
Re: Idaho Department Store Company  
of Boise

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

*See also photograph*