

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

SEL-LOC SHOPPING CENTER, INC.

was filed in the office of the Secretary of State on the **Nineteenth** day of **April** A.D. One Thousand Nine Hundred **Sixty-one** and duly recorded on Film No. **114** 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 **Kooskia** in the County of **Idaho**.

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 **19th** day of **April**, A.D., 19**61**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
SEL-LOC SHOPPING CENTER, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned,
JACK GOAN, ROSCOE LeGRESLEY, and JAMES SMITH, each being a natural
person of full age, and a citizen of the United States of America, have voluntarily
and do hereby associate ourselves together for the purpose of forming a corpora-
tion under the laws of the State of Idaho, and we do hereby certify, declare and
adopt the following articles of incorporation:

I.

The name of this corporation shall be SEL-LOC SHOPPING CENTER,
INC.

II.

The period of existence and duration of the life of this corporation
shall be perpetual.

III.

The location of the registered office of this corporation shall be
Kooskia, County of Idaho, State of Idaho, and the address of the registered
office of this corporation shall be Kooskia, Idaho.

IV.

The nature of the business and the objects and purposes to be trans-
acted, promoted and carried on are to do any or all of the things herein men-
tioned, as fully and to the same extent as natural persons might or could do,
and in any part of the world, viz.:

To engage in the production, manufacture, and distribution, at both
wholesale and retail, of ice cream, ice cream novelties, ices and other dairy
products; also to manufacture all kinds of candies and confectionery and to sell
and dispose thereof, and to that end to purchase any and all raw materials

1 necessary and convenient to the manufacture; and the corporation shall have
2 power to acquire, hold, and dispose of such lands, buildings, and personal
3 property as may be proper or convenient for the carrying on of the business.

4 To introduce, erect, operate, conduct, manage, maintain, and carry
5 on a restaurant, cafe, and cabaret business; to buy, sell, lease or otherwise
6 dispose of, and to operate, conduct, furnish, equip, and manage restaurants,
7 inns, eating houses, taverns, cabarets, cafes, bars, or places of entertainment,
8 and generally to do and perform everything necessary for carrying out the afore-
9 said purposes. To buy, or otherwise acquire, manufacture, market, prepare
10 for market, sell deal in, and deal with, import and export food and food products
11 of every class and description, fresh, canned, preserved, or otherwise, and to
12 prepare and serve all food, beverages, alcoholic or nonalcoholic, and other
13 preparations and refreshments of all kinds.

14 To merchandise, sell, offer for sale, and distribute at wholesale,
15 and retail, food and foodstuffs of all kinds and descriptions, whether in bulk,
16 packages, bottle, or can, including beverages of all kinds and for all purposes,
17 and to generally deal in groceries and grocery products suitable for public con-
18 sumption. To do a general merchandise business at wholesale and retail and to
19 buy, sell, and deal in, at wholesale and retail, coffee, groceries, and foods of
20 all kinds and their by-products; to own, operate, run, and manage a store, and
21 to own and/or lease real estate, buildings, structures, and all necessary
22 machinery and appliances for running and operating a general merchandise
23 business for the purpose of selling, manufacturing, packing, and preserving
24 foods of all kinds and their by-products.

25 To buy, sell, trade, manufacture, deal in, and deal with goods,
26 wares, and merchandise of every kind and nature, and to carry on such business
27 as wholesalers, retailers, importers and exporters; to acquire all such mer-
28 chandise, supplies, materials, and other articles as shall be necessary or
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1 incidental to such business; to hold, acquire, mortgage, lease, and convey real
2 and personal property in any part of the world, so far as necessary or expedient
3 in conducting the business of the corporation; and to have any and all powers
4 above set forth as fully as natural persons, whether as principals, agents,
5 trustees, or otherwise. To manufacture, purchase, and sell notions, toys,
6 department store supplies, and merchandise of every kind, and to receive and
7 sell the same as agent or on commission.

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9 To conduct the business of a filling and service station, which business
10 shall include the dealing in gasoline and all other petroleum products; all kinds of
11 oils and products used for motor fuel or lubrication; all manner of accessories
12 and appliances to be used on motor vehicles of every description, and other arti-
13 cles and items of interest useful to or desirable for patrons of such a filling sta-
14 tion; the washing, polishing, and storing of motor vehicles; and such other business
15 as is usual, proper and necessary in such enterprise, To conduct a business in
16 the sale of gasoline and oil and to operate and lease stations for the sale of gaso-
17 line and oil, and to service cars, trucks, and other automotive equipment.

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19 To sell, buy, merchandise, act as agent for, and generally dispose of
20 sporting goods and equipment of all types and kinds and to do all things necessary
21 to operate, buy, lease, acquire, hold, manage and distribute a sporting goods
22 business and operation.

23 To own, acquire, operate and develop hot springs, resorts, hotels,
24 motels, and cabins, camps and outing resorts; to build, construct and operate
25 resorts for the public; to serve meals and serve and sell all kinds of foods and
26 beverages; to do all things necessary to own and operate health resorts; to act
27 as outfitters and guides and to operate camps and resorts for hunters and
28 fishermen and all other types of sportsmen; to acquire, own, lease and develop
29 air strips and air transportation in connection with the operation of said resorts
30 and sportsmen; to own, acquire and construct and develop hot springs, swimming
31 pools and all other types of attractions for resorts, both health and general
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1 resorts.

2 To carry on the general business of farming and the general livestock
3 business, to raise, produce, buy, grow or otherwise acquire, hold, handle,
4 mortgage, sell, hypothecate or otherwise dispose of farm products, livestock,
5 and products of livestock, including dairy products, and to deal and traffic
6 generally therein; to do everything necessary to run, sell, buy, mortgage and
7 acquire cattle and rangelands.

8 To manufacture, purchase, or otherwise acquire, hold, own, sell,
9 assign, transfer, lease, exchange, invest in, mortgage, pledge, or otherwise
10 encumber or dispose of and generally deal and trade in and with, both within and
11 without the State of Idaho, and in any part of the world, goods, wares, merchan-
12 dise and property of every kind, nature and description.

13 To enter into, make and perform contracts of every kind and descrip-
14 tion with any person, firm, association or corporation, municipality, body
15 politic, country, territory, state, government or colony or dependency thereof.

16 To acquire, and to make payment therefor in cash or the stock or
17 bonds of the corporation, or by undertaking or assuming the obligations and
18 liabilities of the transferor, or in any other way, the good will, rights and prop-
19 erty, the whole or any part of the assets, tangible or intangible, and to under-
20 take or assume the liabilities of, any person, firm, association or corporation,
21 to hold or in any manner dispose of the whole or any part of the property so
22 purchased; to conduct in any lawful manner the whole or any part of the business
23 so acquired and to exercise all of the powers necessary or convenient for the
24 conduct and management thereof.

25 To adopt, apply for, obtain, register, produce, take purchase,
26 exchange, lease, hire, acquire, secure, own, hold, use, operate, contract,
27 or negotiate for, take licenses or other rights in respect of, sell, transfer,
28 grant licenses and rights in respect of, manufacture under, introduce, sell,
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1 assign, collect the royalties, on, mortgage, pledge, create liens upon, or other-
2 wise dispose of, deal in, and turn to account, letters patent, patents, patent
3 rights, patents applied for or to be applied for, trade-marks, trade names and
4 symbols, distinctive marks and indications of origin or ownership, copyrights,
5 syndicate rights, inventions, discoveries, devices, machines, improvements,
6 licenses, processes, data, and formulas of any and all kinds granted by, or
7 recognized under or pursuant to the laws of the United States of America, or of
8 any other country or countries whatsoever, and with a view to the working and
9 development of the same, to carry on any business, whether manufacturing or
10 otherwise, which the corporation may think calculated, directly or indirectly,
11 to effectuate these objects.
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14 To underwrite, subscribe for, purchase, invest in, or reinvest,
15 acquire, hold, pledge, hypothecate, exchange, sell, deal in and dispose of,
16 alone or in syndicates or otherwise in conjunction with others, stocks, bonds,
17 debentures, mortgages and other evidences of indebtedness and obligations of
18 any corporation, association, partnership, syndicate, entity, person or govern-
19 mental, municipal or public authority, domestic or foreign, and evidences of
20 any interest in respect of any such stocks, bonds, and other evidences of indebt-
21 edness and obligations; to issue in exchange therefor its own stock, bonds, or
22 other obligations, and, while the owner or holder of any such, to exercise all
23 the rights, powers and privileges of ownership in respect thereof, and, to the
24 extent now or thereafter permitted by law, to aid by loan, subsidy, guaranty or
25 otherwise those issuing, creating or responsible for any such stocks, bonds, or
26 other evidences of indebtedness or obligations or evidences of any interest in
27 respect thereof.
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30 To borrow or raise money for any of the purposes of the corporation,
31 without limit as to the amount, and in connection therewith, to grant collateral
32 or other security either alone or jointly with any other person, firm or corpora-
tion, and to make, execute, draw, accept, endorse, discount, pledge, issue,

1 sell, or otherwise dispose of promissory notes, drafts, bills of exchange,
2 warrants, bonds, debentures and other evidences of indebtedness, negotiable
3 or non-negotiable, transferable or non-transferable, and to confer upon the
4 holders of any of its obligations such powers, rights and privileges as from
5 time to time may be deemed advisable by the Board of Directors, to the extent
6 permitted under the General Corporation Law of the State of Idaho; to lend and
7 advance, money, extend credit, take notes, open accounts and every kind and
8 nature of evidence of indebtedness and collateral security in connection there-
9 with.
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11 To purchase or otherwise acquire, hold, sell, pledge, transfer or
12 otherwise dispose of shares of its own capital stock, provided that the funds or
13 property of the corporation shall not be used for the purchase of its own shares
14 of capital stock when such use would cause any impairment of the capital of the
15 corporation, and provided further, that shares of its own capital stock belonging
16 to the corporation shall not be voted upon directly or indirectly.
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18 To have one or more offices, to carry on all or any of its operations
19 and business and without restriction or limit as to amount; to purchase, or
20 otherwise acquire, to hold, own, mortgage, sell, convey or otherwise dispose
21 of real and personal property of every class and description in any of the states,
22 districts, territories, dependencies, possessions or colonies of the United
23 States.
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25 IN GENERAL, to do any or all of the things herein set forth to the
26 same extent as natural persons might or could do and in any part of the world,
27 as principals, agents, contractors, trustees, or otherwise, within or without the
28 State of Idaho, either alone or in company with others, and to carry on any
29 other business in connection therewith, and to do all things not forbidden, and
30 with all the powers conferred upon corporations by the laws of the State of Idaho.
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32 It is the intention that each of the objects, purposes and powers

1 specified in each of the paragraphs of this Fourth Article of this Certificate of
2 Incorporation shall, except where otherwise specified, be nowise limited or
3 restricted by reference to or inference from the terms of any other paragraph or
4 of any other Article in this Certificate of Incorporation, but that the objects,
5 purposes and powers specified in this Article and in each of the Articles or
6 paragraphs of this Certificate shall be regarded as independent objects, purposes
7 and powers, and the enumeration of specific purposes and powers shall not be
8 construed to restrict in any manner the general terms and powers of this cor-
9 poration, nor shall the expression of one thing be deemed to exclude another,
10 although it be of like nature. The enumeration of objects or purposes herein
11 shall not be deemed to exclude or in any way limit by inference any powers,
12 objects, or purposes which this corporation is empowered to exercise, whether
13 expressly by force of the laws of the State of Idaho, now or hereafter in effect,
14 of impliedly by any reasonable construction of said law.
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17 V.

18 In furtherance, and not in limitation of the powers conferred by
19 statute, the Board of Directors is expressly authorized:

20 To make and alter by-laws of this corporation, to fix the amount to
21 be reserved as working capital over and above its capital stock paid in, and to
22 authorize and cause to be executed mortgages, and liens upon the real and per-
23 sonal property of this corporation.
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25 If the by-laws so provide, to designate two or more of its members
26 to constitute an executive committee, which committee shall for the time being,
27 as provided in said resolution or in the by-laws of this corporation, have and ex-
28 ercise any or all of the powers of the Board of Directors in the management of
29 the business and affairs of this corporation, and have power to authorize the
30 seal of this corporation to be affixed to all papers which may require it.
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32 Pursuant to the affirmative vote of the holders of at least a majority

1 of the stock issued and outstanding, having voting power, given at a stockholders'
2 meeting duly called for that purpose, or when authorized by the written consent
3 of at least a majority of the holders of the voting stock issued and outstanding, the
4 Board of Directors shall have power and authority at any meeting to sell, lease
5 or exchange all of the property and assets of this corporation, including its good
6 will and its corporate franchises, upon such terms and conditions as its Board
7 of Directors deems expedient and for the best interest of the corporation.
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9 This corporation may in its by-laws confer powers upon its directors
10 in addition to the foregoing, and in addition to the powers and authorities ex-
11 pressly conferred upon them by statute.
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13 VI.

14 The capital stock of this corporation shall be FIFTY THOUSAND
15 DOLLARS (\$50,000.00), divided into fifty thousand (50,000) shares of stock of
16 the par value of ONE DOLLAR (\$1.00) each. No distinction shall exist between
17 the shares of this corporation and all such shares shall have the same rights in
18 the corporation.
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20 VII.

21 All or any portion of the capital stock may be issued for cash or in
22 payment for real or personal property, services, or any other right or thing of
23 value, for the uses and purposes of the corporation, and when so issued shall
24 become and be fully paid, the same as though paid for in cash at par; and the
25 directors shall be the sole judges of the value of any property, right or thing
26 acquired in exchange for capital stock.
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28 VIII.

29 From time to time the capital stock may be increased according to law,
30 and may be issued in such amounts and proportions as shall be determined by
31 the Board of Directors, and as may be permitted by law.
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33 IX.

W. C. MACGREGOR, JR.
ATTORNEY AT LAW
GRANGEVILLE, IDAHO

IX.

The name and postoffice address of each of the incorporators and a statement of the number of shares subscribed for by each, is as follows:


Name	Address	No. Shares	Amount
JACK GOAN	Kooskia, Idaho	1	\$1.00
ROSCOE LeGRESLEY	Kooskia, Idaho	1	\$1.00
JAMES SMITH	Kooskia, Idaho	1	\$1.00


This corporation reserves the right to amend, alter, change or repeal any provisions contained in this certificate of incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted, subject to this reservation.

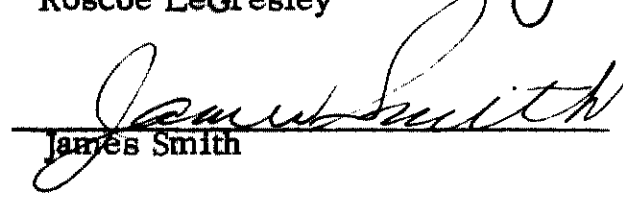
X.

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatsoever.

WE, THE UNDERSIGNED, being each one of the original subscribers to the capital stock hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Idaho, and in pursuance of the laws of the State of Idaho, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and we respectfully agree to take the number of shares of stock hereinbefore set opposite our names and accordingly have hereunto set our hands and seals this 14th day of April, 1961.


Jack Goan



Roscoe LeGresley


James Smith

1 STATE OF IDAHO)
2 County of Idaho) :ss

3 On this 14th day of April, 1961, before me, the undersigned Notary
4 Public in and for the said County and State, personally appeared JACK GOAN,
5 ROSCOE LeGRESLEY, and JAMES SMITH, known to me to be the persons whose
6 names are subscribed to the within and foregoing instrument, Articles of Incorporation,
7 of SEL-LOC SHOPPING CENTER, INC., and severally acknowledged
8 to me that they executed the same in triplicate.
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10 IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
11 official seal the day and year in this certificate first above written.
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14 Notary Public for the State of Idaho
15 Residing at Grangeville, therein.
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W. C. MACGREGOR, JR.
ATTORNEY AT LAW
GRANGEVILLE, IDAHO