

# State of Idaho

## Department of State.

### CERTIFICATE OF AUTHORITY OF

BOOK AND GAME COMPANY, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of BOOK AND GAME COMPANY, INC.

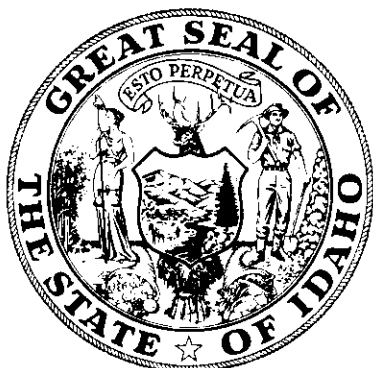
\_\_\_\_\_ for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to BOOK AND GAME COMPANY, INC.

to transact business in this State under the name BOOK AND GAME COMPANY, INC.

\_\_\_\_\_ and attach hereto a duplicate original of the Application for such Certificate.

Dated November 9, 19 81.



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Perry J. ...*

Corporation Clerk

## APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is BOOK AND GAME COMPANY, INC.
2. \*The name which it shall use in Idaho is BOOK AND GAME COMPANY, INC.
3. It is incorporated under the laws of the State of Washington
4. The date of its incorporation is April 8, 1981 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is West 621 Mallon Avenue, Spokane, WA 99201
6. The address of its proposed registered office in Idaho is 1804 East 19th,  
Lewiston, ID 83851, and the name of its proposed registered agent in Idaho at that address is Ms. Marian Martin
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:  
To engage in the business of buying, selling and dealing in  
and with books and games of all types and description.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Chris J. O'Harra</u>	<u>President</u>	<u>West 621 Mallon Avenue</u> <u>Spokane, WA 99201</u>
<u>Shannon P. Ahern</u>	<u>Vice President and Secretary/Treasurer</u>	<u>West 621 Mallon Avenue</u> <u>Spokane, WA 99201</u>
<u>Chris J. O'Harra</u>	<u>Director</u>	<u>West 621 Mallon Avenue</u> <u>Spokane, WA 99201</u>
<u>Shannon P. Ahern</u>	<u>Director</u>	<u>West 621 Mallon Avenue</u> <u>Spokane, WA 99201</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>50,000</u>	<u>Capital Stock</u>	<u>\$1.00</u>
<u>                    </u>	<u>                    </u>	<u>                    </u>
<u>                    </u>	<u>                    </u>	<u>                    </u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>35,000</u>	<u>Capital Stock</u>	<u>\$1.00</u>
<u>          </u>	<u>          </u>	<u>          </u>
<u>          </u>	<u>          </u>	<u>          </u>

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated October, 19 81.

BOOK AND GAME COMPANY, INC.

By Chris J. O'Harra

Its            President

and           

Its            Secretary

STATE OF WASHINGTON )

)ss:

COUNTY OF Spokane )

I, LAWRENCE R. SMALL, a notary public, do hereby certify that on this 2nd day of November, 19 81, personally appeared before me Chris J. O'Harra, who being by me first duly sworn, declared that he is the President of BOOK AND GAME COMPANY, INC.

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

Lawrence R. Small  
Notary Public

\*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

D308828  
FILE NUMBER



DOMESTIC  
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# STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **RALPH MUNRO**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

## ARTICLES OF INCORPORATION

of **BOOK AND GAME COMPANY, INC.**  
a domestic corporation of **Spokane,** Washington.

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.

Filed at request of \_\_\_\_\_  
Lawrence R. Small  
Paine, Lowe, Coffin et al  
1400 Washington Trust Financial Center  
Spokane, WA 99204

In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

Filing and recording fee \$ \_\_\_\_\_  
License to June 30 19 \_\_\_\_\_ \$ \_\_\_\_\_  
Excess pages @ 25c \$ \_\_\_\_\_

**April 8, 1981**

Microfilmed, Roll No. **1571**

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APR 8 1981 *JC*

SECRETARY OF STATE  
STATE OF WASHINGTON

ARTICLES OF INCORPORATION  
OF  
BOOK AND GAME COMPANY, INC.

\* \* \* \* \*

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, being of legal age and a citizen of the United States of America and the State of Washington, does this day form a corporation under the general laws of the State of Washington, and does hereby make, certify, execute, acknowledge and deliver the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be: BOOK AND GAME COMPANY, INC.

ARTICLE II

The general nature of the business of this corporation and the objects and purposes proposed to be transacted, promoted and carried on by the corporation are as follows:

(a) To conduct and carry on the business of buying, selling, and dealing in and with books and games of all types and description, whether new or old, and all other

similar goods or merchandise; to conduct this business at wholesale or retail and in locations or branches in the states of Washington and Idaho and in other states or foreign countries.

(b) To engage in any manufacturing, mercantile, warehousing or trading business or businesses of any kind, and to do all things incidental thereto; to maintain and operate properties and facilities for the production and sale of any articles of commerce; and to purchase or otherwise acquire, own, mortgage, pledge, sell, assign, and transfer or otherwise dispose of, invest, trade and deal in goods, wares and merchandise and real and personal property of every class and description.

(c) To purchase or otherwise acquire, the whole or any part of the undertaking and business of any person, firm or corporation, engaged in any business of any nature, and the property and liabilities, including the good will, assets and stock in trade thereof, and to pay for the same either in cash or in shares, or partly in cash and partly in shares.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest

therein, which property may be located either in the United States of America or in a foreign country.

(e) To acquire by purchase, subscription, or otherwise, and to hold for investment or otherwise, and to use, sell, assign, transfer, mortgage, pledge or otherwise deal with or dispose of stocks, bonds, or any obligations or securities of any corporation or corporations; and to merge or consolidate with any corporation in such manner as may be provided by law.

(f) To borrow money, and to make and issue notes, bonds, debentures, obligations and evidences of indebtedness of all kinds, whether secured by mortgage, pledge or otherwise, without limit as to amount, except as may be prohibited by statute, and to mortgage, pledge, hypothecate, convey in trust, or otherwise, any and all property of the corporation as security for the payment of any such indebtedness, and generally to make and perform agreements and contracts of every kind and description; and to lend money for corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested.

(g) To purchase, take, receive or otherwise acquire, hold, own, pledge, transfer or otherwise dispose

of its own shares, to the extent that unreserved and unrestricted earned surplus and unreserved and unrestricted capital surplus shall be available therefor, and to make distributions from capital surplus.

(h) To indemnify any directors, officer or former director or officer of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation, against expenses actually and reasonably incurred by such person in connection with the defense of any action, suit or proceeding, civil or criminal, in which he becomes a party by reason of being or having been such director or officer, to the full extent permitted by the laws of the State of Washington as such laws at any time may be in force and effect.

(i) 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 hereinabove set forth, either alone or in association with other corporations, firms or individuals, and do every act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid business or powers, or any part or parts thereof; and to have and to exercise all the



powers conferred by the laws of the State of Washington, as such laws may now be in effect or as they may at any time hereafter be amended.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall be in no way limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

### ARTICLE III

A director of this corporation shall not be disqualified by his office from dealing or contracting with this corporation, nor shall any transaction or contract of this corporation be void or voidable by reason of the fact that any director or any firm of which any director is a member or any corporation of which any director is a shareholder, officer, or director, is in any way interested in such transaction or contract provided that, after such interest shall have been disclosed, such transaction or contract is, or shall be authorized, ratified or approved either (1) by a vote of a majority of a quorum of the Board of Directors without counting in such majority or quorum any director so interested, or any director who is a member of a firm so interested, or a shareholder,

officer or director of a corporation so interested, or (2) by the written consent, or by a vote at any stockholders' meeting of the holders of record of a majority of all the outstanding shares of stock of this corporation entitled to vote; nor shall any director be liable to account to this corporation for any profits realized from such transaction or contract, authorized, ratified or approved as aforesaid.

#### ARTICLE IV

The corporation shall have perpetual existence.

#### ARTICLE V

The registered office of the corporation shall be the office of the company, West 621 Mallon Avenue, Spokane, Washington 99201, and the registered agent of this corporation shall be Chris J. O'Harra at the address of the company.

#### ARTICLE VI

The authorized capital stock of this corporation shall be \$50,000 consisting of 50,000 shares of capital stock having a par value of \$1.00 per share. No shareholder shall be entitled as of right to purchase or subscribe for any shares of this corporation authorized but unissued at this time or for

any shares, debentures, bonds, or other certificates of indebtedness of whatever kind and nature which may hereafter be authorized and issued. The shareholders of this corporation shall not be entitled to exercise the right of cumulative voting in the election of directors.

#### ARTICLE VII

The corporation shall not commence business until it shall have received consideration having a value of at least Five Hundred Dollars (\$500.00) for the issuance of its shares.

#### ARTICLE VIII

The management of this corporation shall be vested in a Board of Directors, which Board shall not be less than the minimum number required by law, and the number, qualifications, compensation, terms of office, manner of election, time and place of meeting, powers and duties of the directors shall be such as are prescribed by the Bylaws of the corporation. The authority to make Bylaws for the corporation is hereby expressly vested in the Board of Directors of this corporation, and said Board may adopt, alter, amend or repeal such Bylaws and provisions for the regulation and management of the affairs of the corporation as shall be consistent with the laws of the State of Washington and these Articles of Incorporation.

#### ARTICLE IX

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on the stockholders herein are granted subject to this reservation.

#### ARTICLE X

The names and post office addresses of the directors who shall first manage the affairs of this corporation are as follows:

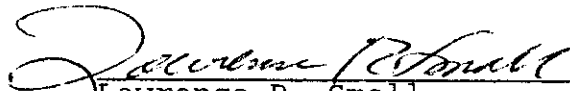
<u>Name</u>	<u>Post Office Address</u>
Chris J. O'Harra	West 621 Mallon Avenue, Spokane, WA 99201
Shannon P. Ahern	West 621 Mallon Avenue, Spokane, WA 99201

and each of said directors shall hold office until June 30, 1982, or until his successor has been elected and qualified in the manner prescribed by law.

#### ARTICLE XI

Lawrence R. Small, 1400 Washington Trust Financial Center, Spokane, Washington 99204, shall be the incorporator of this corporation.

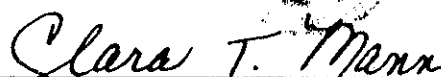
IN WITNESS WHEREOF, the incorporator has hereunto set his hand this 27<sup>th</sup> day of March, 1981.

  
Lawrence R. Small

STATE OF WASHINGTON )  
                                  : ss.  
County of Spokane     )

I, the undersigned, a Notary Public in and for the above named County and State, do hereby certify that on the 27<sup>th</sup> day of March, 1981, personally appeared before me LAWRENCE R. SMALL, to me known to be the individual and incorporator described in and who executed the foregoing instrument, and acknowledged that he signed and sealed the same as his free and voluntary act and deed for the uses and purposes therein mentioned.

GIVEN under my hand and official seal the day and year last above written.

  
Notary Public in and for the State  
of Washington, residing at Spokane