

Department of State.

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION**

I, JAS. H. YOUNG, 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

IDAHO DEPARTMENT STORE COMPANY OF BOISE

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **31st** day of **January** 19**58**, original articles of amendment, as provided by Sections 30-151, 30-152, 30-154, and 30-155, Idaho Code, merging **EVERYBODY'S OF MERIDIAN, INC.**, an Idaho corporation, with and into this corporation

and that the said articles of amendment contain the statement of facts required by law, and are recorded on Film No. **101** of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

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 **31st** day of **January**, A. D., 19 **58**.

Secretary of State

AGREEMENT FOR MERGER

THIS AGREEMENT FOR MERGER, entered into this 15th day of January, 1958, by and between IDAHO DEPARTMENT STORE COMPANY OF BOISE, an Idaho corporation, and the Board of Directors of that corporation, referred to herein for convenience as the "Boise corporation", and EVERYBODY'S OF MERIDIAN, INC., an Idaho corporation, and the Board of Directors of that corporation, referred to herein for convenience as the "Meridian corporation"; WITNESSETH:

WHEREAS, the Boise corporation is a corporation duly organized and existing under the laws of the State of Idaho, having its principal place of business at Caldwell, Idaho; and the Meridian corporation is a corporation duly organized and existing under the laws of the State of Idaho, having its principal place of business at Caldwell, Idaho; and

WHEREAS, the Boise corporation is presently authorized by its Articles of Incorporation to carry on and conduct business of the type and activity now carried on and conducted by the Meridian corporation; and

WHEREAS, the Boise corporation is presently authorized to issue 5,000 shares of capital stock having an aggregate par value of \$500,000.00, of which 3,750 shares having an aggregate par value of \$375,000.00 are now issued and outstanding, and are owned by Idaho Department Store Company (formerly C. C. Anderson Company of Caldwell) an Idaho corporation; and the Meridian corporation is presently authorized by its Articles of Incorporation to issue 1,000 shares of capital stock having an aggregate par value of \$100,000.00, of which 500 shares having an aggregate

par value of \$50,000.00 are presently issued and outstanding, and are entirely owned by Idaho Department Store Company (formerly C. C. Anderson Company of Caldwell) an Idaho corporation; and

WHEREAS, for adequate business reasons, it is considered desirable by each of the parties hereto and by the respective Boards of Directors of each of the parties hereto, that a merger be effected between the Boise corporation and the Meridian corporation, as a result of which, the Meridian corporation will be merged into the Boise corporation and the Boise corporation will be the surviving corporation;

NOW, THEREFORE, in consideration of the premises and the agreements of the parties hereto herein contained, it is agreed that a merger shall be effected between the Boise corporation and the Meridian corporation upon the following terms and conditions:

Section 1. It is agreed that effective as of the commencement of business on the 1st day of February, 1958, the Meridian corporation shall be merged into and shall become a part of the Boise corporation; with the result and effect that the existence of the Meridian corporation shall thereby cease, and the Boise corporation shall continue in existence as the surviving corporation.

Section 2. It is agreed that following the merger herein contemplated, the Boise corporation shall have and exercise all of the powers and authority authorized, granted and permitted under its Articles of Incorporation and its By-Laws, now in effect and from time to time adopted and in force and effect; and the Articles of Incorporation and the By-Laws of the Boise corporation shall not

be deemed altered or amended by this Agreement.

Section 3. It is agreed that following the effective date of the merger hereunder, the Boise corporation shall issue 500 shares of its capital stock to Idaho Department Store Company (formerly C. C. Anderson Company of Caldwell), an Idaho corporation, which is presently the owner and holder of all of the issued shares of the capital stock of the Meridian corporation. The capital stock of the Boise corporation, so issued to Idaho Department Store Company, shall be deemed fully paid capital stock and shall not be subject to assessment.

Section 4. It is agreed that the present members of the Board of Directors and the present officers of the Boise corporation shall continue to hold office during the remainder of the term for which they were respectively elected and until their successors are elected and duly qualified.

Section 5. It is agreed that as of the effective date of said merger, all of the property, real, personal or mixed, and all of the assets of the Meridian corporation of every kind or nature, wherever located, shall be deemed automatically transferred to and vested in the Boise corporation as the surviving corporation through said merger, without any further special act or deed or instruments of transfer or conveyance for the accomplishment thereof; and it is agreed that thereupon the Boise corporation shall assume and become liable for the payment of all of the existing indebtedness and all of the obligations of the Meridian corporation, including the obligation to perform and carry out all existing leases and contracts entered into by the Meridian corporation and incumbent upon it to be kept and per-

formed, without any special act or special assumption of liability or special accomplishment of liability for those obligations.

Section 6. It is agreed that this Agreement for Merger shall be submitted to the shareholders of the Meridian corporation and to the shareholders of the Boise corporation, at meetings thereof to be duly called and separately held as required by the applicable statutes of the State of Idaho; and this Agreement shall become effective and binding upon the corporation parties hereto only in the event and should it be adopted, approved and ratified by two-thirds or more affirmative vote of the voting power of the stockholders of the respective corporations at meetings of the shareholders, so held.

IN WITNESS WHEREOF, this Agreement has been duly executed on behalf of the corporate parties hereto by a majority of the members of the Board of Directors of each corporation, the day and year herein first above written (it being recognized that there are five members on the Board of Directors of each corporation).

IDAHO DEPARTMENT STORE COMPANY
OF BOISE

By [Signature]
Director

By A. S. Helcox
Director

By J. C. Hengert
Director

EVERYBODY'S OF MERIDIAN, INC.

By J. C. Hengert
Director

By [Signature]
Director

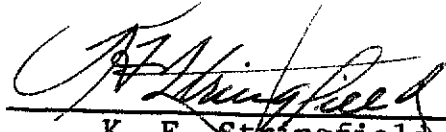
By [Signature]
Director

CERTIFICATE

STATE OF IDAHO)
) ss.
County of Canyon)

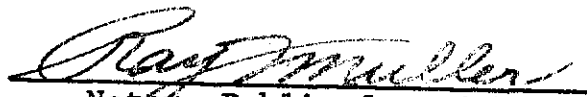
K. F. STRINGFIELD, the duly elected, qualified and acting Secretary of IDAHO DEPARTMENT STORE COMPANY OF BOISE, does hereby certify:

That at a special meeting of the shareholders of Idaho Department Store Company of Boise, held on the 30th day of January, 1958, entirely separate from any meeting of the shareholders of Everybody's of Meridian, Inc., and duly called and held in the manner provided in Section 30-133 of the Idaho Code, at which all of the issued capital stock of Idaho Department Store Company of Boise was represented; by resolution unanimously adopted, the foregoing Agreement for Merger, as originally executed by a majority of the members of the Board of Directors of Idaho Department Store Company of Boise, was ratified, approved and adopted; and the President and Secretary of Idaho Department Store Company of Boise were authorized to execute that Agreement for Merger in the name of and on behalf of Idaho Department Store Company of Boise.


K. F. Stringfield

SUBSCRIBED AND SWORN to before me, this 30TH day of January, 1958.

(SEAL)


Notary Public for Idaho
Residence: Boise, Idaho
C. J. DWELL

CERTIFICATE

STATE OF IDAHO)
) ss.
County of Canyon)

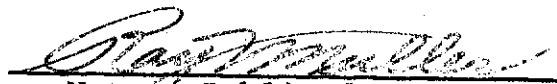
K. F. STRINGFIELD, the duly elected, qualified and acting Secretary of EVERYBODY'S OF MERIDIAN, INC., does hereby certify:

That at a special meeting of the shareholders of Everybody's of Meridian, Inc., held on the 30th day of January, 1958, entirely separate from any meeting of the shareholders of Idaho Department Store Company of Boise, and duly called and held in the manner provided in Section 30-133 of the Idaho Code, at which all of the issued capital stock of Everybody's of Meridian, Inc. was represented; by resolution unanimously adopted, the foregoing Agreement for Merger, as originally executed by a majority of the members of the Board of Directors of Everybody's of Meridian, Inc. was ratified, approved and adopted; and the President and Secretary of Everybody's of Meridian, Inc. were authorized to execute that Agreement for Merger in the name of and on behalf of Everybody's of Meridian, Inc.


K. F. Stringfield

SUBSCRIBED AND SWORN to before me, this 30TH day of January, 1958.

(SEAL)


Notary Public for Idaho
Residence: ~~Boise~~, Idaho
SHAWWELL

IN WITNESS WHEREOF, pursuant to due authorization by the stockholders of each, IDAHO DEPARTMENT STORE COMPANY OF BOISE and EVERYBODY'S OF MERIDIAN, INC., at separate meetings thereof, duly called and held as referred to in the foregoing Certificates by the Secretary of each of those corporations, the foregoing Agreement for Merger, so adopted, ratified and approved by the stockholders of each of said corporations, is hereby executed on behalf of each of those corporations by the Presidents and Secretaries thereof, and those signatures attested by the Secretaries thereof, this 30th day of January, 1958.

IDAHO DEPARTMENT STORE COMPANY
OF BOISE

By C. M. Corlett *CME*
President

By K. F. Stringfield *KFS*
Secretary

ATTEST:

K. F. Stringfield
Secretary

EVERYBODY'S OF MERIDIAN, INC.

By J. C. Hengert *JCH*
President

By K. F. Stringfield *KFS*
Secretary

ATTEST:

K. F. Stringfield
Secretary

STATE OF IDAHO)
County of Canyon) ss.

On this 30TH day of January, 1958, before me, a Notary Public in and for said State, personally appeared C. M. CORLETT and K. F. STRINGFIELD, known to me to be the President and Secretary, respectively, of IDAHO DEPARTMENT STORE COMPANY OF BOISE, the corporation that executed the foregoing instrument, or the persons who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

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

(SEAL)


R. W. Muller
Notary Public for Idaho
Residence: PAIDWELL, IDAHO

STATE OF IDAHO)
County of Canyon) ss.

On this 30TH day of January, 1958, before me, a Notary Public in and for said State, personally appeared J. C. WENGERT and K. F. STRINGFIELD, known to me to be the President and Secretary, respectively, of EVERYBODY'S OF MERIDIAN, INC., the corporation that executed the foregoing instrument, or the persons who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

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

(SEAL)


Notary Public for Idaho
Residence: Caldwell, Idaho