

# State of Idaho

## Department of State

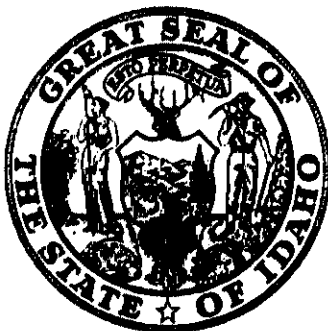
### CERTIFICATE OF INCORPORATION OF

THE COUNTRY OUTLET, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: October 17, 1991



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Sonya Coulson*

Corporation Clerk

ARTICLES OF INCORPORATION

of

THE COUNTRY OUTLET, INC.

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ARTICLE I.

The name of the Corporation is THE COUNTRY OUTLET, INC.

ARTICLE II.

The period of its duration is perpetual.

ARTICLE III.

The purpose of this corporation is to engage in any business or commercial activity authorized by the statutes of the State of Idaho.

ARTICLE IV.

The principal office for the transaction of business of the Corporation, its registered office, and its registered agent for the corporation upon whom process may be served is Joseph W. Foster, whose address is Route 2, Box 219 Grangeville, Idaho County, Idaho 83530.

ARTICLE V.

There shall be at least one, but not more than five directors of the Corporation. No director shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as director. The initial directors shall be: Joseph W. Foster, Route #2 Box 219, Grangeville, ID 83530  
Brian J. Foster, Route #2, Box 219, Grangeville, ID 83530

ARTICLE VI.

No director of the Corporation shall be deemed to have duly qualified as such unless he shall be the holder of record of one or more of the voting shares of the corporation entitled to voting power. Should any director of the Corporation cease to hold of record one or more shares, his office as director shall be vacant.

#### ARTICLE VII.

The aggregate number of shares which the corporation shall have authority to issue is 100 shares to consist of common shares with a par value of \$10.00 each.

#### ARTICLE VIII.

The designations, relative rights, preferences and limitations of the shares of each class are as follows:

(a) The entire voting power of the corporation shall be vested in the common shareholders and each share of issued and outstanding common stock shall be entitled to one vote;

No unissued shares of the corporation shall be disposed of by the corporation to any person other than a person or persons within the Foster Family. Any sale or issuance by the corporation must be authorized by the Board of Directors and approved by a two-thirds vote of the issued and outstanding shares of the corporation and at such price as may be approved by such two-thirds vote.

#### ARTICLE IX.

Subject to such restrictions, if any, as may be set forth in the by-laws, the board of directors shall exercise all of the powers of the corporation except such as may be by statute or by the Articles of Incorporation, amendments thereto or by the by-laws as constituted from time to time expressly conferred upon or reserved to the shareholders.

#### ARTICLE X.

Within thirty days after any shareholder ceases to be eligible to be a shareholder, the corporation shall purchase all of the shares he owns or such shares shall be transferred to a qualified person as described herein. The price to be paid by the corporation and the schedule of payments shall be specified, the price shall be pro rata net book value thereof as of the last day of the month preceeding the date of purchase and payment shall be made in cash against receipt of the shares.

ARTICLE XII.

Subject to such restrictions, if any, as may be set forth in the by laws, the Board of Directors shall exercise general management and control of the business and may exercise all of the powers of the corporation except such as may be by statute or by Articles of Incorporation or amendment thereto or by laws as constituted from time to time expressly conferred upon or reserved to the shareholders.

ARTICLE XIII.

The Board of Directors of the corporation shall have power without the assent or vote of the shareholders to adopt, alter, amend or repeal the by laws of the corporation, but the affirmative vote of a majority of the Board of Directors shall be necessary to adopt such by laws or to effect any alteration, amendment or repeal thereof. All provisions for the regulation of the business and management of the affairs of the corporation shall be stated in the by laws.

ARTICLE XIV.

The meetings of shareholders of the corporation shall be held at such place, within or without the State of Idaho, as may be specified in the respective notices or waivers of notice thereof or as specified in the by laws.

IN WITNESS WHEREOF, I have hereunto signed and acknowledged these Articles of Incorporation the 1st day of October, 1991.

Joseph W. Foster  
Joseph W. Foster, Incorporator

Brian J. Foster  
Brian J. Foster, Incorporator