

**State of Idaho**



**Department of State**

**CERTIFICATE OF QUALIFICATION OF  
FOREIGN CORPORATION**

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

**ST. LOUIS SINK CORPORATION OF KANSAS**

a corporation duly organized and existing under the laws of **Kansas** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Twenty-first** day of **September**, 19 **64**, a properly authenticated copy of its articles of incorporation, and on the **Twenty-first** day of **September**, 19 **64**, a designation of **Ted David Love** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **21st** day of **September**, A.D. 19 **64**.

Secretary of State.

# THE STATE OF KANSAS



PAUL R. SHANAHAN · SECRETARY OF STATE

**To all to whom these presents shall come, Greeting:**

**I**, PAUL R. SHANAHAN, Secretary of State of the State of Kansas, do hereby certify that the following and hereto attached is a true copy of

ARTICLES OF INCORPORATION

OF

NUSRALA BOWEN KANSAS, INC.

FILED: APRIL 20, 1954

AMENDMENT

FILED: APRIL 23, 1956

AMENDMENT

(changing name to)

NUSRALA KANSAS, INC.

FILED: NOVEMBER 18, 1958

AMENDMENT

(changing name to)

ST. LOUIS SHOE CORPORATION OF KANSAS

FILED: JUNE 22, 1964

the original of which is now on file and a matter of record in this office.

IN TESTIMONY WHEREOF:

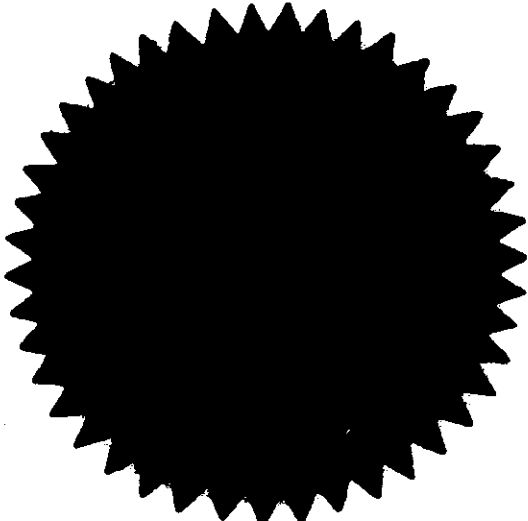
I hereto set my hand and cause to be affixed my official seal.

Done at the City of Topeka, this Second day of

September A.D. 1964

*Paul R. Shanahan*

SECRETARY OF STATE



X

ARTICLES OF INCORPORATION  
OF  
NUSBALA-BOWEN KANSAS, INC.

We, the undersigned, incorporators, hereby associate ourselves together to form and establish a corporation FOR profit under the laws of the State of Kansas.

FIRST: The Name of the Corporation is NUSBALA-BOWEN KANSAS, INC.

SECOND: The Location of its Principal Place of Business in this state is 709-11 Kansas Ave., Topeka, Kansas.

THIRD: The Location of its Registered Office in this State is National Bank of Topeka Building, Topeka, Kansas, c/o Harry W. Colmery.

FOURTH: The Name and Address of its Resident Agent in this State is Harry W. Colmery, National Bank of Topeka Building, Topeka, Kansas.

FIFTH: This Corporation is organized FOR profit and the nature of its business is:

To manufacture, buy and sell, both at wholesale and retail, shoes, boots, slippers, rubbers, hosiery and all kinds of footwear and kindred lines of merchandise and accessories thereto of every kind and description.

To apply for, purchase, lease or otherwise acquire, hold, sell, assign or dispose of any and all trade-marks, trade-names, and distinctive marks, copyrights and patent rights or inventions, improvements and processes used or of use in connection with the manufacture and sale of shoes, boots, rubbers, hosiery and kindred lines of merchandise and accessories thereto of every kind and description and used or of use in connection with the manufacture and sale of goods, wares and merchandise of any class or description.

To hold, purchase, acquire, sell, convey, lease, mortgage and dispose of property, real or personal, tangible or intangible, within or without the State of Kansas necessary to carry on the business of the corporation, and to take real or personal property by devise, donation or bequest.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To hold, acquire, use, sell, assign, lease and grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names, relating to or useful in connection with any business of this corporation.

To purchase, acquire, subscribe for, guarantee, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations organized under the laws of this state or any other state, country, nation or government, and while the owner thereof to exercise all the rights, powers, and privileges of ownership, including the right to vote thereon.

To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government, or colony, or dependency thereof, necessary and incidental to carrying on the business of the corporation.

To borrow or raise money for any of the purposes of this corporation and, from time to time, without limit as

to amount, to issue, sell or pledge bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired.

To purchase and hold the shares of its own capital stock to the extent, for the purposes and in the manner permitted by the laws of the State of Kansas.

To have one or more offices within or without the State of Kansas, and to qualify to carry on all or any of its operations and business in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, territory, district, colony or country.

The foregoing clauses shall be construed both as objects and powers and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Kansas upon corporations formed under the General Corporation Code of Kansas, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

SIXTH: The total amount of capital of this corporation is Ten Thousand Dollars (\$10,000.00) and the total number of shares into which it is divided is as follows:

One hundred (100) shares of common stock par value of One Hundred Dollars (\$100.00) each.

SEVENTH: The Amount of Capital with which this Corporation will commence business is Ten Thousand Dollars (\$10,000.00).

EIGHTH: The Names and Places of Residence of each of the INCORPORATORS:

G. L. Letnecker	314 North Broadway St. Louis, Missouri
M. J. Clohessy	314 North Broadway St. Louis, Missouri
H. P. Byers, Jr.	314 North Broadway St. Louis, Missouri

NINTH: The Term for which this Corporation is to exist is ONE HUNDRED YEARS.

TENTH: The Number of Directors shall be three (3).

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

TWELFTH: In furtherance, and not in limitation of the powers conferred by the General Corporation Code, the board of directors is expressly authorized;

To make, alter or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose or to abolish any such reserve in the manner in which it was created.

By resolution or resolutions, passed by a majority of the whole board, to designate one or more committees, each committee to consist of two or more of the directors of the corporation, which, to the extent provided in said resolution or resolutions or in the by-laws of the corporation,

shall have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation, and may have power to authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the by-laws of the corporation or as may be determined from time to time by resolution adopted by the board of directors.

When and as authorized by the affirmative vote of the holders of two-thirds in amount of the outstanding shares of stock entitled to vote, given at a stockholders' meeting duly called for that purpose in accordance with the by-laws, to sell, lease or exchange all or substantially all of the property and assets of the corporation, including its good will, upon such terms and conditions and for such consideration as the board of directors shall deem expedient and for the best interests of the corporation.

+ The corporation may in its by-laws confer upon its board of directors powers necessary or convenient to attain the corporate objects in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon it by the General Corporation Code.

THIRTEENTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them, secured or unsecured, or between this corporation and its stockholders, or any class of them, any court, state or federal, of competent jurisdiction within the state of Kansas may on the application in a summary way of this corporation, or of any creditor, secured or unsecured, or stockholders thereof, or on the application of trustees in dissolution, or on the application of any receiver or receivers appointed for this corporation by any court, state or federal, of competent jurisdiction, order

a meeting of the creditors or class of creditors, secured or unsecured, or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, or on all the stockholders or class of stockholder, of this corporation, as the case may be, and also on this corporation.

FOURTEEN: Meetings of stockholders may be held within or without the State of Kansas at such place as may be designated in the by-laws. The books of the corporation may be kept (subject to any provision contained in the General Corporation Code) outside of the State of Kansas at such place or places as may be from time to time designated by the board of directors.

FIFTEENTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in these articles of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN TESTIMONY WHEREOF, We have hereunto subscribed our names this 19th day of April , A. D. 1954.

G. L. Fetner

M. J. Clohesy

N. P. Byers Jr



STATE OF MISSOURI }  
CITY OF ST. LOUIS } SS.

Personally appeared before me, a Notary Public in and for the City of St. Louis, State of Missouri, the above named G. L. Letnecker, M. J. Clohessy and H. P. Byers, Jr. who are personally known to me to be the same persons who executed the foregoing instrument of writing, and duly acknowledged the execution of the same.

IN TESTIMONY WHEREOF, I have here-  
unto subscribed my name and affixed  
my official seal this 19th day of  
April , A. D. 1954.

Charles E. Abele  
Notary Public

(SEAL)

My commission expires 1955

MY COMMISSION EXPIRES FEBRUARY 8, 1956

OFFICE OF SECRETARY OF STATE  
Topeka, Kansas April 20, 1954

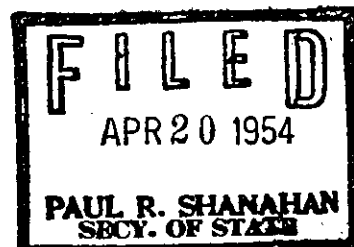
RECEIVED OF . . . . . NUSRALA-BOWEN KANSAS, INC. . . . . and  
deposited in the State Treasury, fees on the within Articles  
of Incorporation as follows:

Application Fee . . . . . \$ 25.00  
Filing and Recording Fee . . . . . 2.50  
Capitalization Fee . . . . . 10.00

Paul R. Shanahan  
SECRETARY OF STATE

BY:

William Prusdal  
CHIEF CLERK



CHANGE OF LOCATION OF REGISTERED OFFICE  
AND/OR  
CHANGE OF RESIDENT AGENT

STATE OF Missouri  
City St. Louis } ss.  
~~COUNTY OF~~

We, Roy Bowen President and W. M. Mantle Secretary of  
Nusrala-Bowen Kansas, Inc.

a corporation organized and existing under and by virtue of the laws of the State of Kansas  
whose Registered Office in the State of Kansas is National Bank of Topeka Bldg., Topeka, Kans.  
(Street and Number)

(Town or City) (County) (State)  
do hereby certify that a special meeting of the Board of Directors of said corporation held  
(Regular or Special)  
on the 10th day of April 19 56, the following resolution was duly adopted.

Be it resolved that the *Registered Office* in the State of Kansas of said corporation be changed from  
National Bank of Topeka Bldg. Topeka Kansas  
(Street and Number) (Town or City) (County) (State)  
the same being of record in the office of the Secretary of State of Kansas to c/o Palace Clothing Co.,  
(Street and Number)  
709-11 Kansas Ave. Topeka Kansas  
(Town or City) (County) (State)

Be it further resolved that the *Resident Agent* of said corporation in the State of Kansas be changed from  
Henry W. Colemery  
(Individual or Corporation)  
National Bank of Topeka Bldg. Topeka Kansas  
(Street and Number) (Town or City) (County) (State)  
the same being of record in the office of Secretary of State of Kansas to Guy Taylor

(Individual or Corporation)  
c/o Palace Clothing Co., 709-11 Kansas Ave., Topeka, Kansas  
(Street and Number) (Town or City) (County) (State)

The President and Secretary are hereby authorized to file and record the same in the manner as required  
by law.

[SEAL]

Roy Bowen President.  
W. M. Mantle Secretary.

OFFICE OF SECRETARY OF STATE

Topeka, Kansas

RECEIVED OF NUSRALA-BOWEN KANSAS, INC.

Five and no/100

Dollars,

fee for Change of Location of REGISTERED OFFICE and/or CHANGE OF RESIDENT AGENT.

Dated this 23rd day of April 1956

*Paul R. Shanahan*

Secretary of State.

By

*William R. Shuck*

Assistant Secretary of State.

A-16-325

FILED

PAUL R. SHANAHAN

APR 23 1 16 PM 1956

SECRETARY OF  
STATE

CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION  
OF  
NUSRALA-BOWEN KANSAS, INC.

STATE OF MISSOURI }  
CITY OF ST. LOUIS } SS:

We, Edward Nusrala, President, and W. M. Mantle, Secretary of NUSRALA-BOWEN KANSAS, INC., a corporation organized and existing under the laws of the State of Kansas, and whose registered office is 709-11 Kansas Avenue, Topeka, Kansas, do hereby certify that at the special meeting of the Board of Directors of said corporation held on the 29th day of October, 1958, said board adopted a resolution setting forth the following amendment to the Articles of Incorporation and declared its advisability, to-wit:

That Article "First" is amended to read as follows:  
"The name of the corporation is NUSRALA KANSAS, INC."

That thereafter, pursuant to said resolution and in accordance with the by-laws and the laws of the State of Kansas, said directors called a meeting of stockholders for the consideration of said amendment, and thereafter, pursuant to said notice and pursuant to waiver of notice in writing by all the shareholders entitled to vote at the meeting, on the 29th day of October, 1958, said stockholders met and convened and considered said proposed amendment.

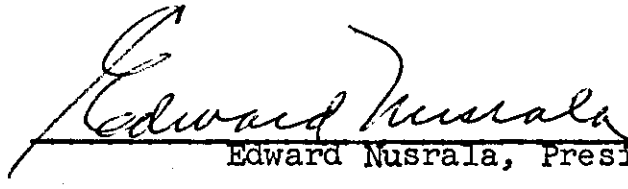
That at said meeting the stockholders entitled to vote did vote upon said amendment, and two judges duly appointed for the purpose conducted said vote deciding upon the qualification of voters and declared that the majority of voting stockholders of the corporation had voted for the proposed amendment certifying that the votes were 100 (common) shares in favor of  
(By class or classes)  
the proposed amendment and none  
(By class or classes)

shares against the amendment.

That said amendment was duly adopted in accordance with the provisions of Chapter 17, Article 42, of the General Statutes of Kansas, 1949.

That the capital of said corporation will not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, we have hereunto set our hands and affixed the seal of said corporation this 11th day of November, 1958.

  
Edward Nusrala, President

(SEAL)

  
W. M. Mantle, Secretary

STATE OF MISSOURI }  
CITY OF ST. LOUIS } SS:

Be it remembered, that before me  
a Notary Public in and for the City and State aforesaid, came Edward Nusrala, President, and W. M. Mantle, Secretary of NUSRALA-BOWEN KANSAS, INC., a corporation, personally known to me to be the persons who executed the foregoing instrument of writing as president and secretary respectively, and duly acknowledged the execution of the same this  
11 day of November, 1958.

(SEAL)

  
Notary Public.

My Commission expires: My Commission Expires April 2, 1962

OFFICE OF SECRETARY OF STATE

TOPEKA, KANSAS

NOVEMBER 18, 1958

RECEIVED OF - - - - NUSRALA KANSAS, INC.

Two and 50/100 - - - - - Dollars,

fee for filing the within Change of Name Amendment.

Paul R. Shanahan  
Secretary of State

BY: Edward B. Blum  
Assistant Secretary of State

A-21-53

FILED  
PAUL R. SHANAHAN  
NOV 18 3 49 PM 1958  
SECRETARY OF  
STATE

RECEIVED  
PAUL R. SHANAHAN  
NOV 18 2 27 PM 1958  
SECRETARY OF  
STATE

702  
\$2.50

CERTIFICATE OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
NUSRALA KANSAS, INC.

STATE OF MISSOURI )  
                          : SS  
CITY OF ST. LOUIS )

We, Vergil C. Lipscomb, President, and W. M. Mantle, Secretary of NUSRALA KANSAS, INC., a corporation organized and existing under the laws of the State of Kansas, and whose registered office is 709-11 Kansas Avenue, Topeka, Kansas, do hereby certify that at the special meeting of the Board of Directors of said corporation held on the 16th day of June, 1964, said Board adopted a resolution setting forth the following amendment to the Articles of Incorporation and declared its advisability, to-wit:

That Article "First" is amended to read as follows:

"The name of the corporation is 'ST. LOUIS SHOE CORPORATION OF KANSAS.'"

That thereafter, pursuant to said resolution and in accordance with the By-Laws and the laws of the State of Kansas, said directors called a meeting of stockholders for the consideration of said amendment, and thereafter, pursuant to said notice and pursuant to waiver of notice in writing by all the shareholders entitled to vote at the meeting, on the 16th day of June, 1964, said stockholders met and convened and considered said proposed amendment.

That at said meeting the stockholders entitled to vote did vote upon said amendment, and two judges duly appointed for the purpose conducted said vote deciding upon the qualification of voters and declared that the majority of voting stockholders of the corporation had voted for the proposed amendment certifying

that the votes were 100 (common) shares in favor of the proposed amendment and no shares against the amendment.

That said amendment was duly adopted in accordance with the provisions of Chapter 17, Article 42, of the General Statutes of Kansas, 1949, as amended.

That the capital of said corporation will not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, we have hereunto set our hands and affixed the seal of said corporation this 18th day of June, 1964.

Vergil C. Lipscomb  
Vergil C. Lipscomb, President

(SEAL)

W. M. Mantle  
W. M. Mantle, Secretary

STATE OF MISSOURI }  
CITY OF ST. LOUIS } SS

Be it remembered, that before me Jeanita Staley, a Notary Public in and for the City and State aforesaid, came Vergil C. Lipscomb, President, and W. M. Mantle, Secretary of NUSRALA KANSAS, INC., a corporation, personally known to me to be the persons who executed the foregoing instrument of wiring as president and secretary, respectively, and duly acknowledged the execution of the same this 18th day of June, 1964.

Jeanita Staley  
Notary Public

My Commission expires: My Commission Expires April 2, 1966



