

FILED

99 OCT 13 AM 9:12  
STATE OF IDAHO

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
JOE'S CLUB, INC.

99 OCT 26 PM 10:13  
AM 10:46  
STATE OF IDAHO

ARTICLE I

Name. The name of the corporation is Joe's Club, Inc.

ARTICLE II

Authorized Shares. The aggregate number of shares the corporation is authorized to issue shall be 10,000,000, all of which shall be common voting stock.

ARTICLE III

Registered Office and Agent. The registered office of the corporation shall be 219 South Main Street, Payette, Idaho 83661 and its registered agent at that address shall be Mike Roe.

ARTICLE IV

Voting Entitlement of Shares

(a) Except as provided in subsections (b) and (d) of this Article, each outstanding share, regardless of class, is entitled to one (1) vote on each matter voted on at a shareholders' meeting. Only shares are entitled to vote.

(b) This corporation is not entitled to vote treasury shares. The shares of this corporation are not entitled to vote if they are owned, directly and indirectly, by a second corporation, domestic or foreign, and this corporation owns, directly or indirectly, a majority of the shares entitled to vote for directors of the second corporation.

(c) Subsection (b) of this Article does not limit the power of this corporation to vote any share, including its own shares, held by it in a fiduciary capacity.

(d) Redeemable shares are not entitled to vote after notice of redemption is mailed to the holders and a sum sufficient to redeem the shares has been deposited with a bank, trust company, or other financial institution under an irrevocable obligation to pay the holders the redemption price upon surrender of the shares.

IDAHO SECRETARY OF STATE

10/26/1999 09:00  
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AMENDED AND RESTATED ARTICLES  
OF INCORPORATION OF JOE'S CLUB, INC. - 1

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## ARTICLE V

**Corporate Purpose.** The purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

## ARTICLE VI

**Board of Directors.** All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its board of directors, subject to any limitation set forth in any shareholder agreement authorized under section 30-1-732, Idaho Code. The number of directors constituting the board of directors shall be one (1), and the name and address of the person to serve as director until his successor is elected and qualified is:

Name

Address

Charles O. Roe

297 North 20th Street  
Payette, Idaho 83661

## ARTICLES VII

**Terms of Classes or Series of Shares Determined by Board.** The board of directors may determine, in whole or in part, the preferences, limitations, and relative rights, within the limits of section 30-1-601, Idaho Code, of (a) and class of shares before the issuance of any shares of that class or (b) one (1) or more series within a class before the issuance of any shares of that series. Each series must have preferences, limitations, and relative rights identical with those of other shares of the same series and, except to the extent otherwise provide in the description of the series, with those of other series of the same class. Before issuing any shares of a class or series created under this Article, the corporation shall deliver to the Secretary of State for filing articles of amendment, which are effective without shareholder action, that set forth the information required by section 30-1-602, Idaho Code.

## ARTICLE VIII

**Preemptive Rights.** The corporation elects to have preemptive rights.

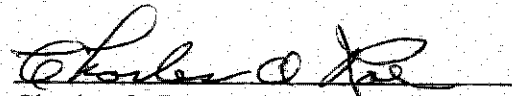
## ARTICLE IX

**Indemnification.** The corporation shall indemnify the directors and officers of the corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended; provided, however, that in the case of such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the corporation to provide prior to such amendment.

## ARTICLE X

**Limitation of Liability.** No director shall be liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the corporation or the shareholders; (iii) a violation of 30-1-833, Idaho Code; or (iv) an intentional violation of criminal law.

IN WITNESS WHEREOF, I have subscribed these Amended and Restated Articles of Incorporation this 7 day of March, 1999.

A handwritten signature in cursive script, appearing to read "Charles O. Roe", written in dark ink.

Charles O. Roe, Sole Shareholder  
and Sole Director

99 OCT 20 AM 10:46  
STATE OF IDAHO

COMBINED MINUTES OF THE ACTIONS  
OF THE SHAREHOLDER AND DIRECTOR OF  
JOE'S CLUB, INC.

Charles O. Roe, being the sole shareholder (the "Shareholder") and Charles O. Roe, being the sole director (the "Director") of Joe's Club, Inc., an Idaho corporation (the "Corporation"), does hereby enact and adopt the following Resolutions for the purpose of directing and managing the affairs of the Corporation.

AMENDED AND RESTATED ARTICLES OF INCORPORATION

The Shareholder and Director of the Corporation hereby declares the adoption of the following Resolution:

RESOLVED, that the Amended and Restated Articles of Incorporation of the Corporation attached hereto as Exhibit A and incorporated herein, are hereby adopted.

BYLAWS

The Shareholder and Director of the Corporation hereby declares the adoption of the following Resolution:

RESOLVED, that the Bylaws of the Corporation, attached hereto as Exhibit B and incorporated herein, are hereby adopted.

FURTHER ACTION

The Shareholder and Director of the Corporation hereby declares the adoption of the following Resolution:

RESOLVED, that the Officers, Directors, agents and other representatives of the Corporation are hereby authorized and directed to take such further action, including without limitation of the filing of the Amended and Restated Articles of Incorporation with the Idaho Secretary of State's office, as may be necessary or appropriate to effect the intent of the forgoing Resolutions.

## RATIFICATION AND APPROVAL

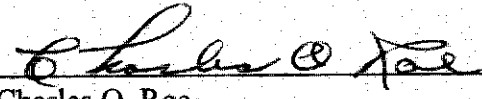
The Shareholder and Director of the Corporation hereby declares the adoption of the following Resolution:

RESOLVED, that all acts, agreements and matters pertaining to the adoption of the Amended and Restated Articles of Incorporation and the Bylaws of the Corporation both having been heretofore performed, and to be performed, by the Corporation's Officers, Directors, agents and other representatives of the Corporation in the name and on behalf of the Corporation be, and the same hereby are, ratified, adopted and approved.

## EXECUTION

IN WITNESS WHEREOF, the Director and Shareholder has caused this instrument to be executed effective as of March 1, 1999.

SHAREHOLDER:

  
Charles O. Roe

DIRECTOR:

  
Charles O. Roe

CERTIFICATE

The undersigned, constituting the sole Shareholder and the sole Director of Joe's Club, Inc., Idaho Corporation (the "Corporation") does hereby certify that the attached Amended and Restated Articles of Incorporation have been duly adopted by the Shareholder and Director of the Corporation in accordance with Idaho Code Sections 30-1-1003, 30-1-1006 and 30-1-1007, as of March 1, 1999.

March 1, 1999  
Date


Charles O. Roe  
Charles O. Roe, Sole Shareholder and  
Sole Director

## VERIFICATION

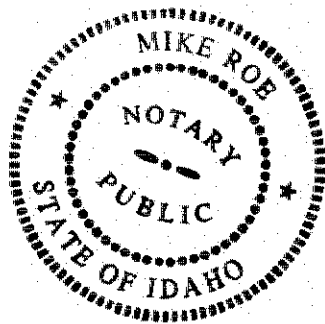
STATE OF IDAHO )  
 : SS.  
County of Payette )

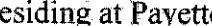
CHARLES O. ROE, being first duly sworn upon oath, deposes and says:

That your deponent is the above-named Shareholder and Director, that your deponent has read the above and foregoing document, knows the contents thereof and believes the facts therein contained and stated to be true.

  
CHARLES O. ROE

SUBSCRIBED AND SWORN TO before me a Notary Public on March 1, 1999.



  
Notary Public for Idaho  
Residing at Payette, Idaho  
Commission Expires: August 27, 2002

**MIKE ROE, CHARTERED**

Attorney &amp; Counselor

Oct 26 10 13 AM '99

SECRETARY OF STATE  
STATE OF IDAHO

October 26, 1999

Secretary of State  
Room 203, Statehouse  
Boise, Idaho 83720*Re: Amended and Restated Articles of  
Incorporation for Joe's Club, Inc.*

Dear Sir/Madam:

With respect to the above-referenced corporation, the undersigned, Mike Roe, accepts and agrees to act as the registered agent for Joe's Club, Inc.

Please contact the undersigned at 208-642-2800 if you have any questions. Thank you for your assistance in this matter.

Sincerely,

Mike Roe, Chartered

  
Mike Roe