

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

CASH DISCOUNT CLUB, INC.

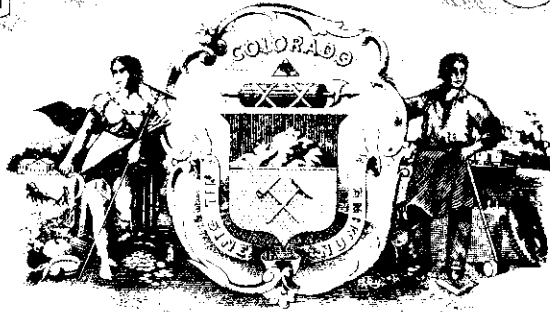
a corporation duly organized and existing under the laws of **Colorado** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Twentieth** day of **March**, 19 **62**, a properly authenticated copy of its articles of incorporation, and on the **Twentieth** day of **March**, 19 **62**, a designation of **William D. Cady** 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 **20th** day of **March**, A.D. 19 **62**.

Secretary of State.

STATE OF COLORADO



OFFICE OF THE SECRETARY OF STATE

UNITED STATES OF AMERICA,) ss.
STATE OF COLORADO.)

CERTIFICATE.

*I, George J. Baker, Secretary of State
of the State of Colorado, do hereby certify that*

the annexed is a full, true and complete copy of articles
of incorporation of

CASH DISCOUNT CLUB, INC.

filed in this office on the second day of November, A. D. 1961
and admitted to record.

IN TESTIMONY WHEREOF *I have hereunto*
set my hand and affixed the Great
Seal of the State of Colorado, at the
City of Denver, this-----NINTH-----
day of-----MARCH-----A. D. 1962

Geo. J. Baker

SECRETARY OF STATE.
By *F. J. Teragami*

DEPUTY.

STATE OF COLORADO

DEPARTMENT OF
STATECERTIFICATE OF
INCORPORATION

I, George J. Baker,

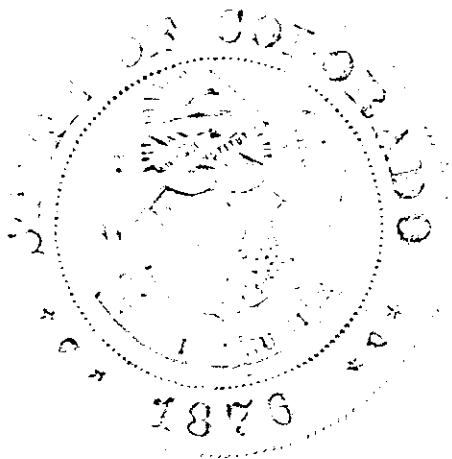
Secretary of State of the State of Colorado, hereby certify that duplicate originals of Articles of Incorporation, duly signed and verified pursuant to the provisions of the Colorado Corporation Act, have been received in this office and are found to conform to law.

Accordingly the undersigned, by virtue of the authority vested in me by law, hereby issues this Certificate of Incorporation of

-----CASH DISCOUNT CLUB, INC.-----
(A COLORADO CORPORATION)

and attaches hereto a duplicate original of the Articles of Incorporation.

Dated this -----Second----- *day of* -----November-----, A. D. 19⁶¹-----.



Geo. J. Baker

SECRETARY OF STATE

BY *J. J. Serafini*

DEPUTY

ARTICLES OF INCORPORATION
OF
CASH DISCOUNT CLUB, INC.

WE, the undersigned natural persons of the age of twenty one years or more, acting as incorporators of a corporation under the Colorado Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is CASH DISCOUNT CLUB, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purposes for which the corporation is organized are:

To transact the business of promoting and developing the business of other corporations, partnerships, or individuals for hire, or upon commission, or otherwise, by and through the promotion in newspapers, books, booklets, prospectuses, magazines, circulars, pamphlets, or other similar literature and advertising media, the sale to the consuming public of membership cards, entitling the holders thereof to a cash discount on purchases made at members stores, said member stores being either corporation, partnerships, or individuals, entitled to display the emblem of active participation in said promotion and development by payment of a fee, or upon commission, or otherwise, and further of promoting the business, commodities, or other property, real, personal, or mixed, of member corporations, partnerships, or individuals in newspapers, books, booklets, prospectuses, magazines, circulars, pamphlets, or other similar literature and advertising media.

To manufacture, purchase, or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares, and merchandise and real and personal property of every class and description.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 49,999 shares of common stock at par value of \$1.00 each.

FIFTH: Cumulative voting of shares of stock is authorized.

SIXTH: Provisions limiting or denying to shareholders the preemptive right to acquire additional or treasury shares of the corporation is authorized to stockholders and shall be offered at par, pro rata, to the common stockholders in relation to their holdings.

SEVENTH: The address of the initial registered office of the corporation is 847 East Colfax, Suite # 310, Denver, Colorado, and the name of its initial registered agent is Eugene P. Winans at 847 East Colfax, Suite # 310, Denver, Colorado.

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EIGHTH: Address of the place of business:

847 East Colfax, Suite # 310
Denver, Colorado

NINTH: The number of directors constituting the initial board of directors of the corporation is three (3) and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESSES</u>
Eugene P. Winans	847 East Colfax, Suite # 310, Denver, Colorado
Daniel G. Deering	847 East Colfax, Suite # 310, Denver, Colorado
Norton Frickey	159 Federal Blvd., Denver 19, Colorado

TENTH: The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESSES</u>
Eugene P. Winans	847 East Colfax, Suite # 310, Denver, Colorado
Daniel G. Deering	847 East Colfax, Suite # 310, Denver, Colorado
Norton Frickey	159 Federal Blvd., Denver 19, Colorado

DATED THIS 2 DAY OF NOVEMBER, 1961.

Eugene P. Winans
Daniel G. Deering
Norton Frickey

STATE OF COLORADO

CITY & COUNTY OF DENVER

)
) SS:
)

I, James L. Sullivan, a Notary Public, hereby certify that on the 2 day of November, 1961, personally appeared before me Eugene P. Winans, Daniel G. Deering, and Norton Frickey, who being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 2 day of November, A. D., 1961.



James L. Sullivan
NOTARY PUBLIC.

MY COMMISSION EXPIRES: 12/1/62

156985

ARTICLES OF INCORPORATION

CASH DISCOUNT CLUB, INC.

DOMESTIC

FILED in the office of the Secretary of
State, of the State of Colorado, on the
2nd day of November A. D. 19⁶¹

GEORGE J. BAKER
Secretary of State

Filing Clerk Crouter Fees \$25.00
Old Age Pension Fund \$2.50

RECORDED

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This document has been inspected
and properly recorded in the
records of the Secretary of State.

Date November 6 1961 V

azf Clerk