

CERTIFICATE 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 original of the articles of incorporation of

F. L. & R., INC.

was filed in the office of the Secretary of State on the **Seventeenth** day
of **July** A.D. One Thousand Nine Hundred **Fifty-eight** and
duly recorded on Film No. **103** of Record of Domestic Corporations, of the State of Idaho,
and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and
successors are hereby constituted a corporation, by the name hereinbefore stated, for
perpetual existence from the date hereof, with its registered office in this State located at
Pocatello in the County of **Bannock**

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 **17th** day of **July**,
A.D., 19 **53**.

Secretary of State.

ARTICLES OF INCORPORATION

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned citizens of the United States of America, all over the age of twenty-one years, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we certify in writing:

I.

That the name of the corporation shall be F. L. & R., INC. .

II.

That the purpose for which said corporation is formed is for the retailing and merchandising of shoes; and to do all things necessary to carry on and conduct such business above described; to sell or purchase its own stock, or to sell and purchase the corporate stock of any other corporation to take, own, and hold mortgages or other liens; to own real estate and to dispose of the same in any manner that may be necessary for the benefit of said corporation; to enter into, make and perform contracts of every kind and with any person, firm, association or corporation, municipality, state government or colony or dependency thereof, and without limit as to amount; to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants and other negotiable or transferable instruments, and to secure the same by mortgage or otherwise, so far as may be permitted by the laws of the State of Idaho, and to do all things necessary and convenient in carrying out the purposes for which this Corporation is organized, and especially to exercise all of the powers and rights granted to general business corporations under the laws of the State of Idaho pertaining thereto at the date of the issuance of a Certificate of Incorporation to these incorporators.

III.

That the term for which said corporation is to exist is perpetual.

IV.

That the principal office and place of business of said corporation is the City of Pocatello, County of Bannock, State of Idaho.

V.

That the number of directors of said corporation shall be three (3).

VI.

That the President and Secretary-Treasurer of the corporation shall be employed to execute in behalf of the corporation all necessary applications for such permits as may be required under Federal, State, or local laws.

VII.

That the amount of total authorized capital stock is \$50,000.00; of said stock the entire authorization shall be common stock of the par value of \$100.00 per share.

VIII.

The amount of capital stock of said corporation which has been actually subscribed is one hundred shares (100) of common stock. The following are the names of the subscribers, their addresses, and the number in par value of shares subscribed for by each:

<u>NAME</u>	<u>SHARES</u>	<u>PAR VALUE</u>
Edward Ray Fechtel Pocatello, Idaho	33-1/3	\$3,333.33
Louis J. Lambrou Pocatello, Idaho	33-1/3	3,333.33
Thomas Ben Richton Pocatello, Idaho	33-1/3	3,333.34

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 15th day of July, 1958.

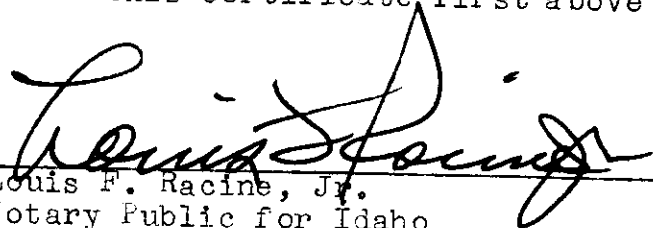
<u>NAME</u>	<u>RESIDENCE</u>
<u><i>Louis J. Lambrou</i></u>	Pocatello, Idaho
<u><i>Thomas Benjamin Richton</i></u>	Pocatello, Idaho
<u><i>Edward Ray Fechtel</i></u>	Pocatello, Idaho

STATE OF IDAHO)
 : ss
County of Bannock)

On this 15th day of July, 1958, before me, a Notary Public in and for said County and State, personally appeared EDWARD RAY RECHTEL, LOUIS J. LAMBROU, and THOMAS BEN RIGHTON, known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they 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)


Louis F. Racine, Jr.
Notary Public for Idaho
Residing at: Pocatello, Idaho