

**FILED**

ARTICLES OF INCORPORATION

99 MAY 27 AM 9:22

of

SECRETARY OF STATE  
STATE OF IDAHO

**RAMBLIN ROSE, INC.**

THE UNDERSIGNED, acting as incorporator of a corporation under the Idaho Corporation Act, adopts the following Articles of Incorporation for such corporation:

I.

The name of the corporation is RAMBLIN ROSE, INC.

II.

The period of its duration is perpetual.

III.

The purpose or purposes for which the corporation is organized are these: to sell clothing and related items, and for all other lawful purposes.

IV.

The aggregate number of shares which the corporation shall have authority to issue is 100. All shares are without par value.

V.

The name of the agent of the corporation is CAROLYN A. JOSLIN. The address of the initial registered office of the corporation is 312 Sherman Avenue, Coeur d'Alene, Idaho 83814.

VI.

The number of directors constituting the initial board of directors of the corporation is two, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify, are as follows:

| <u>NAME</u>       | <u>ADDRESS</u>                                |
|-------------------|---|
| CAROLYN A. JOSLIN | 312 Sherman Avenue<br>Coeur d'Alene, ID 83814 |
| BETTY ERLANDSEN   | 2817 Aqua Ave. N.<br>New Hope, MN 55427       |

IDAHO SECRETARY OF STATE

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VII.

The name and address of the incorporator is:

NAME

ADDRESS

CAROLYN A. JOSLIN

312 Sherman Avenue  
Coeur d'Alene, ID 83814

VIII.

The number of shareholders shall be limited to THIRTY-FIVE (35), all of whom must be persons; no corporation or non-resident alien shall be a shareholder of this corporation.

There shall be only one class of shares, a restriction required by the Internal Revenue Code of the United States.

IX.


Transfer of shares shall be restricted because this corporation is electing to have the status of a Small Business Corporation under Subchapter S of the United State Internal Revenue Code (26 U.S.C.A. Section 1361 et seq.).

The shareholder must offer to the corporation or to any other holders of shares of the corporation or to any other person or to any combination of the foregoing, a prior opportunity, to be exercised within a reasonable time, to acquire the restricted shares.

X.

Provisions for the regulation of the internal affairs of the corporation are contained in the by-laws of this Corporation.

DATED this 17<sup>th</sup> day of May, 1997.

  
CAROLYN A. JOSLIN