

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

LOUIS E. CLAPP

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 the original of the articles of incorporation of

THE VILLAGE SHOP, INC.,

was filed in the office of the Secretary of State on the **Seventh** day
November **Sixty-six**
will be A.D. One Thousand Nine Hundred and
/ ~~-----~~ **Microfilm**
duly recorded on Film No. 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 **Rexburg,** **Madison,** in the County of

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 **7th** day of **November**,
A.D., 19 **66**.

Secretary of State.

ARTICLES OF INCORPORATION

of

THE VILLAGE SHOP, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all citizens of the United States of legal age, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the general business corporation laws of the State of Idaho, and

WE CERTIFY:

FIRST

That the name of this corporation is

"THE VILLAGE SHOP, INC."

SECOND

That the nature of the business and the objects and purposes to be transacted, promoted and carried on are to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could do in any part of the world, viz:

(a) To carry on and conduct a general wholesale and retail ladies' apparel shop, with the power to buy, sell, import, export and to deal generally in and with all kinds of ladies' clothing, shoes, accessories, and all incidental items of merchandise. ✓

(b) To manufacture, buy, sell, distribute and deal in clothing and wearing apparel of every description, and any and all materials or articles required for, or used or useful in connection with, all or any of the objects aforesaid.

(c) To establish and conduct a general department store in all its branches; to carry on all or any of the businesses of dry goods merchants, cloth manufacturers, furriers, haberdashers, hosiers, manufacturers, importers, wholesale and retail dealers of and in textile fabrics of all kinds, milliners, dressmakers, tailors, hatters, clothiers, furnishers, outfitters, glovers, lace ✓

manufacturers, feather dressers, boot and shoe makers and dealers, manufacturers and importers of gold and silverware and all articles produced therefrom; importers and dealers in paintings, engravings, statuary and works of art; manufacturers, importers and wholesale and retail dealers of and in leather goods, household furniture, carpets, rugs, china and glassware, crockery, and other household fittings and utensils, ornaments, bric-a-brac, stationery, toys, sporting goods, notions and fancy goods; and dealers, purchasers and sellers of merchandise for personal, household and general use and ornament, and such other general merchandise as is ordinarily dealt in by a store selling everything pertaining to goods, wares and merchandise for personal, domestic, household or general use.

(d) To acquire, by purchase, lease, or otherwise, lands, and interests in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect or cause to be erected on any lands owned, held or occupied by the corporation buildings or other structures with their appurtenances, and to manage, operate, lease, rebuild, enlarge, alter, or improve any buildings or other structures now or hereafter erected on any lands so owned, held, leased or occupied, and to encumber or dispose of any lands or interests in lands and any buildings or other structures and any stores, shops, suites, rooms, or part of any buildings or other structures at any time owned or held by the corporation; to acquire, by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful in the equipping, furnishing, development or management of any property, real or personal, at any time owned, held or occupied by the corporation, and to invest, trade, and deal in any personal property deemed beneficial to the corporation, and to encumber or dispose of any personal property at any time held by the corporation.

(e) To engage in the business of investments and development and any and all other recreational, commercial, industrial, and agricultural enterprises calculated or designed to be profitable to this corporation and in conformity with the laws of the State of Idaho; to generally engage in, do and perform any enterprise, act, or vocation that a natural person might or could do or perform under the laws of the State of Idaho.

(f) To do all and everything necessary, suitable and proper for and incident to the accomplishment of the purposes enumerated above, and for the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do every other

act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers or any part or parts thereof, providing the same are not inconsistent with the laws under which this corporation is granted.

IN FURTHERANCE AND NOT IN LIMITATION OF the general powers conferred by the laws of the State of Idaho, and of the objects and purposes herein set forth, it is expressly provided that this corporation shall also have the following powers, to-wit:

(a) To borrow or loan money with or without security therefor; to issue promissory notes, bonds, debentures and other evidences of indebtedness.

(b) To make, enter into and perform contracts of every kind for any lawful purpose with any person, firm, association, corporation, municipality, body politic, county, state, or the federal government.

(c) To manage or administer as agent, the business or property of any corporation, firm, or person carrying on any authorized business, and to sell or dispose of, receive and make disbursements for, or arrange for the management or administration of the whole or any part of the business or property of any corporation, firm, or person, and to act as agent, broker, consignee, or factor of others in buying and selling all manner and kind of goods, and to make contracts with others in reference to the handling and disposing of the same, and to deliver goods on bills of lading in the name of this corporation; to draw drafts against such bills of lading and to carry insurance in the name of this corporation on goods consigned for sale, and to develop and extend the business interests of any corporation, firm, or person.

(d) To aid in any manner any corporation, association or estate, domestic or foreign, or any firm or individual, any shares of stock in which, or any bonds, debentures, notes, securities, evidences of indebtedness, contracts, or obligations of which are held by or for this corporation, directly or indirectly, or in which or in the welfare of which this corporation shall have any interest, and to do any acts designed to protect, preserve, improve or enhance the value of any property at any time held or controlled by it or in which it may be at any time interested, directly or indirectly, or through other corporations or otherwise, and to organize or promote or facilitate the organization of any corporation, firm, association, partnership, syndicate or entity, domestic or foreign.

(e) To have one or more offices to conduct its business and promote its objects within and without the State of Idaho and in other states and territories of the United States or other countries; subject, however, to the laws and limitations of such state, territory or country, and to maintain divisions or branches or companies under other names although wholly owned by this corporation.

(f) To purchase or otherwise acquire, lease, assign, mortgage, pledge or otherwise dispose of any trade names, trade marks, concessions, inventions, formulas, improvements, processes of any nature whatsoever, copyrights and letters patent of the United States and foreign countries.

(g) And to issue shares of the capital stock of this corporation in return for patents, leases, sub-leases, assignments and reassignments, property tangible and intangible, real and personal, mining claims, and for services actually rendered to the corporation, and such shares shall have pre-emptive right.

THIRD

That the existence of this corporation is to be perpetual after its incorporation unless sooner dissolved or disincorporated pursuant to law.

FOURTH

That the place where its principal business is to be transacted and the registered office of the corporation in this State shall be in the City of Rexburg, Madison County, State of Idaho.

FIFTH

That the total authorized capital of this corporation shall be \$10,000.00, divided into 10,000 shares of the par value of \$1.00 per share. All stock shall be common stock and when fully paid shall be non-assessable and not subject to call. Each share of stock shall be entitled to one vote.

SIXTH

That the amount of the capital stock which has been actually subscribed and paid for is three shares, and following are the names of the persons, their addresses, the number of shares by whom the same have been subscribed, and the amount paid therefor, to-wit:

<u>Name of Subscriber</u>	<u>Address</u>	<u>No. of Shares</u>	<u>Amount</u>
Gary F. Arnold	248 E 4 S, Rexburg, Idaho	1	\$1.00
Dorothy B. Arnold	" "	1	1.00
Ray W. Rigby	Route 1, Rexburg, Idaho	1	1.00

SEVENTH

That the management of this corporation shall be vested in a board of not less than three nor more than fifteen directors as may be fixed by the By-Laws. Directors shall be elected at the annual meeting of the stockholders to be held at the general office of this corporation in said Rexburg, Madison County, Idaho, at a time to be determined by the By-Laws, and until such election the officers and directors of said corporation shall be the following: Gary F. Arnold, President and Director; Dorothy B. Arnold, Secretary-Treasurer and Director, and Ray W. Rigby, Vice-President and Director.

EIGHTH

That the By-Laws of this corporation may be adopted by the shareholders and the board of directors in the manner provided for by the laws of the State of Idaho.

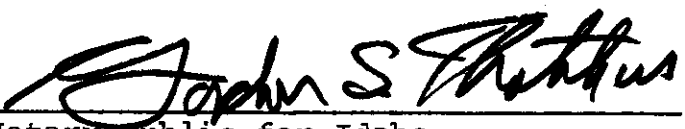
IN WITNESS WHEREOF, We have hereunto set our hands and seals this 4th day of November, 1966.

Gary F. Arnold
Dorothy B. Arnold
Ray W. Rigby

STATE OF IDAHO,)
) SS.
 COUNTY OF MADISON.)

On this 4th day of November, 1966, before me, the undersigned, a Notary Public in and for said State, personally appeared GARY F. ARNOLD, DOROTHY B. ARNOLD and RAY W. RIGBY, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year in this certificate first above written.

A handwritten signature in dark ink, appearing to read "Joseph S. Thibault", is written over a horizontal line.

Notary Public for Idaho
Residing at Rexburg, Idaho
My commission expires: 8-26-70