



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

Beauty For All Seasons, Inc.

was filed in the office of the Secretary of State on *September 6*, 19 *77*

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 *Idaho Falls, Idaho* in the county of *Bonneville*

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 *6th* day of *September*, A.D., 19 *77*.

Pete T. Cenarrusa

Secretary of State.

Corporation Clerk

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ARTICLES OF INCORPORATION
of
BEAUTY FOR ALL SEASONS, INC.

SECRETARY OF
STATE

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, citizens and residents of the United States of America and State of Idaho, and each over the age of twenty-one years, for the purpose of organizing a corporation pursuant to the laws of the State of Idaho, do hereby make, sign, acknowledge, certify and file this certificate and Articles of Incorporation for the purpose as follows:

ARTICLE I.

NAME OF CORPORATION

The name of this corporation shall be and is: Beauty For All Seasons, Inc.

ARTICLE II.

PURPOSES

The purposes and powers of the corporation shall be:

Section 1. To engage in the business of consulting, counseling and advising persons, individually and in groups, on color coordination for apparel, cosmetics and accessories; on proper choice and use of cosmetics and skin care; on hair styling and care; planning and coordination of wardrobes and accessories; and on proper diet and weight control.

Section 2. To engage in the business of wholesale and retail of acquiring, selling and distributing cosmetics, soaps, lotions and preparations of all natures and kinds for use of skin care and personal grooming and counseling in the proper use thereof.

Section 3. To engage in the business of the operation of beauty shops, hairstyling and hairdressing salons and diet centers and health spas.

Section 4. To engage in the business of acquiring, selling and distributing wearing apparel of every nature and description and personal accessories and novelties of all kinds and in such articles as may be conveniently or advantageously handled in conjunction therewith.

Section 5. In general to conduct in all phases and departments the business of advising and counseling on beauty care, color coordination and personal grooming and to operate shops for the conduct thereof and to buy and sell clothing, cosmetics and preparations in connection therewith and in general to do everything necessary, expedient or conducive to the accomplishments of the foregoing purposes.

Section 6. To buy and sell, discount and rediscount, notes, drafts, bills of exchange, stocks, bonds securities and choses in action of all kinds, both as principal and as agent; also to buy and sell liens on real and personal property.

Section 7. To draw, make, accept, endorse, execute, issue, discount and have discounted, and to deal in every lawful manner in promissory notes, bills of exchange, trade acceptances, conditional sales, warehouse receipts, warrants, and other negotiable or transferable instruments; and to borrow money and to incur indebtedness as may be determined expedient.

Section 8. To purchase, lease as lessee, or otherwise acquire, and to hold for investment, improve, maintain and operate the business property and other real estate, automotive vehicles, fixtures, supplies, machinery and utensils, and all other personal property of fixtures, stock in this and other corporations, and any other personal property, and to sell, assign, convey, lease as lessor, manage, pledge, mortgage or otherwise encumber or dispose of lands, buildings, structures, vehicles, equipment, fixtures, supplies and any other real or personal property, tangible or intangible, which shall be deemed necessary, convenient or appropriate; and to do everything necessary, convenient or conducive to the full accomplishments of the foregoing objects in this Article II.

Section 9. To engage in any or all of the purposes or powers enumerated in this Article II as a partner or joint venture in such transactions.

Section 10. The purposes specified herein and enumerated in this Article II shall be construed as both powers and purposes of this corporation, and the enumeration of specific powers and purposes shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another, although it be of like nature not expressed.

ARTICLE III.
CORPORATE EXISTENCE

The term of existence of this corporation shall be perpetual.

ARTICLE IV.
PRINCIPAL PLACE OF BUSINESS

Section 1. The location of the corporation's registered office in this state is Idaho Falls, Idaho. The corporation may also maintain offices at such other place or places in the State of Idaho and the United States as the Board of Directors may from time to time decide. The Post Office address of the registered offices shall be 352 Broadway, Idaho Falls, Idaho 83401.

Section 2. The operation and business of this corporation shall be carried out in the County of Bonneville, State of Idaho, and in such other counties in the State of Idaho and in other states of the United States as the Board of Directors may from time to time decide.

ARTICLE V.
CAPITAL STOCK

The amount of the capital stock of the corporation shall be Twenty-five thousand and no/100ths dollars, (\$25,000.00) to consist of 2,500 shares of common stock of the par value of \$10.00 each.

ARTICLE VI.
MANAGEMENT

Management of this corporation shall be vested in a Board of Directors of three, five or seven directors. The Directors shall be elected at the annual meeting of the stockholders, and the number of directors to serve shall be decided at the annual meeting of the stockholders, as provided in the By-Laws and in the manner and method therein provided.

ARTICLE VII.
DIRECTORS' MEETINGS

The meeting of the Board of Directors may be held at

the principal office of the corporation in this State, or at such other place or places within or without this State, for the transaction of any business of the corporation as the Directors may by resolution provide. A majority of the Board of Directors shall constitute a quorum, and the act of the majority of the Directors shall be the act of the Board. At least one member of the Board of Directors shall be a resident of the State of Idaho.

ARTICLE VIII.

INCORPORATORS

The name, post office address and number of shares subscribed by each of the incorporators are as follows:

Verla Ball	1 share
1690 South Yellowstone	
Idaho Falls, Idaho 83401	

Wayne Virgin	1 share
716 Saturn	
Idaho Falls, Idaho 83401	

Norma Virgin	1 share
716 Saturn	
Idaho Falls, Idaho 83401	

All of the subscribers to these Articles of Incorporation are of full age and citizens of the United States and residents of the State of Idaho.

ARTICLE IX.

PARTICULAR CONTRACTS

A member of the Board of Directors, or an officer or agent of the corporation, must make prior disclosure to the Board of Directors of any pecuniary or other interest such Director may have in any contract or transaction of the corporation or of any interest such Director may have in any other corporation or other entity transacting business or contracting with the corporation.

No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation, shall in

any way be effected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any director, individually, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation and any director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the company which shall authorize such contract or transaction with like force and effect as if he were not such director or officer of such other corporation and not so interested.

ARTICLE X.

AMENDMENTS

The corporation may amend, alter, add to, change or repeal any provision contained in these Articles of Incorporation in the manner provided by law.

ARTICLE XI.

SECTION 1244 IRC

The stock of this corporation shall be issued pursuant to Section 1244 of the Internal Revenue Code.

IN WITNESS WHEREOF, we, as incorporators, and each of us, have hereunto set our hands and seals this 2nd day of September, 1977.

Verla Ball
Verla Ball

Wayne Virgin
Wayne Virgin

Norma Virgin
Norma Virgin

STATE OF IDAHO)
) ss.
County of Bonneville)

On this 2nd day of September, 1977, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared VERLA BALL, WAYNE VIRGIN and NORMA VIRGIN, known to me to be the persons whose names are subscribed to the above and foregoing Articles of Incorporation 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 the year first above written.

[Signature]
Notary Public for Idaho
Residing at Idaho Falls, Idaho