



Department of State.

CERTIFICATE OF INCORPORATION

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

ROMANEA STONE OF IDAHO FALLS, INC.

was filed in the office of the Secretary of State on the **Seventeenth** day of **February,** A.D. One Thousand Nine Hundred **Sixty-four** and duly recorded on Film No. **127** 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 **Idaho Falls** in the County of **Booneville.**

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 **February**, A.D., 19 **64.**

Secretary of State.

ARTICLES OF INCORPORATION
of
BONANZA STORE OF IDAHO FALLS, INC.

We, the undersigned natural persons of legal age, and all of whom are citizens of the United States, hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho.

ARTICLE I. NAME

The name of the corporation is Bonanza Store of Idaho Falls, Inc.

ARTICLE II. PURPOSES AND POWERS

Sec. 2.1 Purposes. The purposes of the corporation are:

(a) To provide facility or facilities or services for the sale of all types of merchandise, and to purchase, sell and deal in such goods, supplies and merchandise as are now or may be sold in a retail or wholesale store.

(b) To engage in any other lawful business purpose, except the carrying on or practice of any profession.

Sec. 2.2 Powers. In addition to the powers as are now or which may be hereafter expressly provided by the laws of the State of Idaho, the corporation shall have the following powers:

(a) To pay pensions and establish pension plans,

pension trusts, profit-sharing plans, stock bonus plans, stock option plans and other incentive plans for any and all of its directors, officers and employees.

(b) To make donations for the public welfare or for charitable, scientific or educational purposes: and in time of war to make donations in aid of war activities.

(c) In time of war to transact any lawful business in aid of the United States in the prosecution of the war.

(d) To have and exercise all powers necessary or convenient to effect any and all of the purposes for which the corporation is organized.

(e) To do any and all things herein set forth to the same extent as natural persons might and could do, and in any part of the world, as principals, agents, brokers, solicitors, adjusters, representatives or otherwise, and either alone or in company with others.

(f) To make any tax elections now or hereafter authorized.

(g) To cease its corporate activities and surrender its corporate franchise.

ARTICLE III. DURATION

The duration of the corporation is perpetual.

ARTICLE IV. REGISTERED OFFICE

The location and post office address of the registered office is 474 Shoup Avenue, Idaho Falls, Idaho.

ARTICLE V. CAPITAL AND LIABILITIES

Sec. 6.1 Authorized. The authorized capital stock of the corporation is fifty thousand (50,000) shares of \$1.00 par value common stock of which twenty-five thousand (25,000) shares shall be Class A voting common stock, and of which twenty-five thousand (25,000) shares shall be Class B, non-voting common stock, making aggregate capital stock \$50,000.00.

Sec. 6.2 Paid-In. The amount of capital with which this corporation will commence business is \$500.00.

Sec. 6.3 Subscription by Incorporators. The names, addresses and subscriptions by each of the incorporators are as follows:

NAMES	ADDRESSES	\$1.00 Par Shares Subscribed
Leon L. Wolfstone	11010 N.E. 26th Place Bellevue, Washington	250 shares Class A Voting
Arthur E. Piehler	11050 Exeter Avenue N.E. Seattle, Washington	125 shares Class B Non-Voting
Barbara Ohnick	9100 Fortuna Drive Mercer Island, Washington	125 shares Class B Non-Voting

Sec. 6.4 Fully Paid Non-Assessable. No stock shall be issued for less than par nor until fully paid. After fully paying for their shares, the shareholders shall not be liable for any further cost or assessment.

Sec. 6.5 Restrictions on Stock. Unless the consent shall have been obtained in writing from the owners of 2/3rds of said Class B non-voting stock, the corporation shall not do any of the following until and unless the Class B stock shall theretofore be redeemed or purchased:

- (a) Authorize or issue any stock or class of stock having priority or preference over, or ranking on a parity with the Class B stock as to dividends or assets; or
- (b) Amend any provisions contained in this certificate of incorporation so as to affect adversely any of the rights with respect to the Class B stock; or
- (c) Merge or consolidate with or into any other corporation or corporations or sell or transfer all of or substantially all of its assets as an entity; or
- (d) Issue or sell any shares of either Class A or Class B stock, or any securities convertible into shares of said classes of stock other than the original issue.

Sec. 6.6 Pre-emptive Rights. No shareholder of the

corporation shall have any pre-emptive or preferential right of subscription to any shares of any stock or obligations or other securities convertible into stock of the corporation, whether now or hereafter authorized, issued or sold, nor any right of subscription to any thereof other than such, if any, and at such price as the board of directors from time to time may determine.

The board of directors may issue stock of the corporation without offering such issue of stock or any obligations or other securities convertible into stock of the corporation, either in whole or in part, to the stockholders of the corporation. No holder of the stock of the corporation shall have any pre-emptive or preferential right to receive any of such stock or any obligations, or other securities convertible into stock of the corporation, declared by way of dividend.

Should the board of directors, as to any portion of the stock or any obligation, or other securities convertible into stock of the corporation, whether now or hereafter authorized, offer the same to the stockholders, such offer shall not in any way constitute a waiver or release of the right of the board of directors subsequently to dispose of other portions of said stock or any obligations, or other securities convertible into stock of the corporation, without so offering the same to the stockholders.

Acceptance of stock in the corporation shall be a waiver of any pre-emptive or preferential right which in the absence of this provision might otherwise be asserted by stockholders of the corporation.

Sec. 6.7 Limitation on Transfers. No stock in this corporation shall be transferred to any person contrary to the provisions of any agreement then in effect among a part or all of the shareholders and/or the corporation. Corporation shall not be liable for any prohibited transfer if it had no notice of the agreement prior to the transfer.


ARTICLE VI. AMENDMENTS

The provisions of these Articles of Incorporation may be amended, altered or repealed from time to time to the extent and in the manner prescribed by the laws of the State of Idaho, and additional provisions authorized by such laws as are then in force may be added. All rights herein conferred on the directors, officers and shareholders are granted subject to this reservation.

IN WITNESS WHEREOF we, the undersigned incorporators, have executed these Articles of Incorporation in triplicate, and have signed and sealed the same and each of them this 14 day of February, 1964.



LEON L. WOLFSTONE


ARTHUR E. PIEHLER


BARBARA OHNICK

STATE OF WASHINGTON }
COUNTY OF KING } ss.

I, the undersigned, a Notary Public, hereby certify that on the 1st day of February, 1964, personally appeared before me LEON L. WOLFSTONE, ARTHUR E. PIEHLER and BARBARA OHNICK, who, being by me first duly sworn, severally declared that they are the persons who signed the foregoing Articles of Incorporation as incorporators, and that the statements therein contained are true.


Notary Public in and for the State
of Washington, residing at Seattle