



**Department of State.**

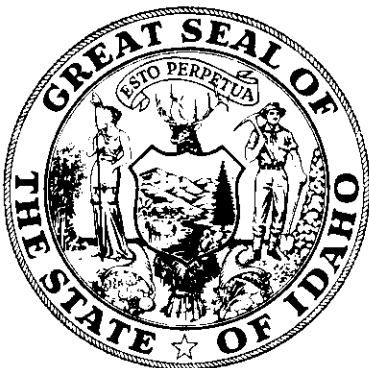
**CERTIFICATE OF AUTHORITY  
OF**

**NMSK**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **NMSK** for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to **NMSK** to transact business in this State under the name **NMSK** and attach hereto a duplicate original of the Application for such Certificate.

Dated **July 21**, 19**92**



*Pete T. Cenarrusa*

SECRETARY OF STATE

Corporation Clerk

## APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your state and for that purpose submits the following statement:

1. The name of the corporation is ESPECIALLY FOR YOU FROM CHARLIE'S
2. \*The name which it shall use in Idaho is Especially For You From Charlie's
3. It is incorporated under the laws of Utah
4. The date of its incorporation is April 14, 1982 and the period of its duration is indefinite
5. The address of its principal office in the state or country under the laws of which it is incorporated is 1031 North 400 East, Orem, Utah 84057
6. The street address of its proposed registered office in Idaho is 3 North West Main, Blackfoot, IDaho 83221, and the name of its proposed registered agent in Idaho at that address is Paula McDaniels
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: Retail clothing store
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Sharlene J. Stinger</u>	<u>President, Director</u>	<u>Route 7, Box 6, Blackfoot, ID 83221</u>
<u>Margaret W. Bosch</u>	<u>V-Pres., Director</u>	<u>1186 North 850 West, Provo, UT 84601</u>
<u>Marjorie J. Holman</u>	<u>Secy-Tres, Director</u>	<u>1031 N. 400 East, Orem, UT 84057</u>
<u>W. Scott Daniel</u>	<u>Director</u>	<u>745 East 60 North, Orem, UT 84057</u>
<u>Kaye J. Aubrey</u>	<u>Director</u>	<u>Route 4, box 81, Blackfoot, ID 83221</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>9,000</u>	<u>Common</u>	<u>\$10</u>
<u>                    </u>	<u>                    </u>	<u>                    </u>
<u>                    </u>	<u>                    </u>	<u>                    </u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
1,815	Common	\$10

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated July 13, 1982, 1982.

By

Sharlene J. Stinger

Its President

and

Marjorie J. Holman

Its Secretary

STATE OF Utah )  
 )ss:  
COUNTY OF Utah )

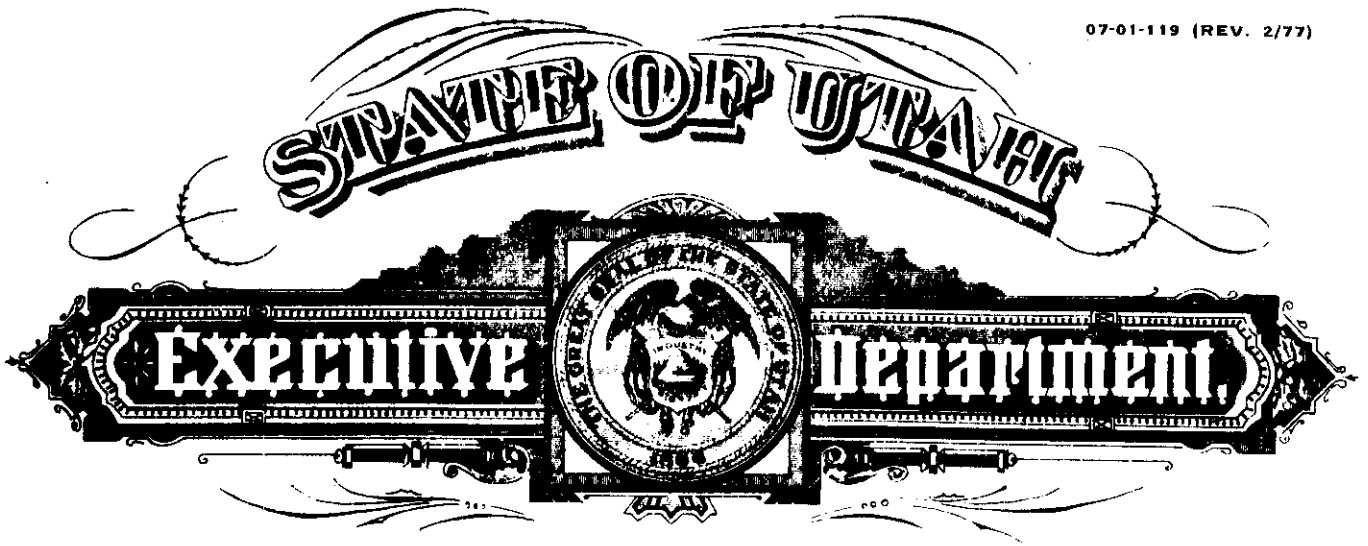
I, Karin K. Orr, a notary public, do hereby certify that on this 14th day of July, 19 82, personally appeared before me Sharlene Stinger, who being by me first duly sworn, declared that he is the President of MMSK and Marjorie J. Holman declared that she is the secretary of MMSK

they that he signed the foregoing document as President & Secretary of the corporation and that the statements therein contained are true.

Karin K. Orr

Notary Public

\*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.



Office of Lt. Governor/Secretary of State

JUL 21 8 45 AM '82  
SECRETARY OF STATE

I, DAVID S. MONSON, LT. GOVERNOR/SECRETARY OF STATE OF THE STATE OF UTAH, DO HEREBY CERTIFY THAT the attached is a full, true and correct copy of the Articles of Incorporation of MMSK a Utah Corporation filed with this office on April 14, 1982.

AS APPEARS OF RECORD IN MY OFFICE.

File #097770

IN WITNESS WHEREOF, I have  
hereunto set my hand and affixed the  
Great Seal of the State of Utah at Salt  
Lake City, this 22nd day of  
June A.D. 1982.

*David S. Monson*

LT. GOVERNOR/SECRETARY OF STATE

Filed in the office of the Lt. Gov/Sec. of State on the 14<sup>th</sup> of April A.D. 1982  
F. AND S. MONSON  
Lt. Gov/Sec. of State  
Filing Clerk: E.H. Fees: 50.<sup>00</sup>

ARTICLES OF INCORPORATION

OF

MMSK

977770

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the Utah Business Corporation Act, Chapter 10 of Title 16 of the Utah Code of 1953, as amended, adopt the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is MMSK.

ARTICLE II - DURATION

The period of its duration is perpetual.

ARTICLE III - PURPOSES

This corporation is organized for any and all lawful purposes for which corporations may be organized under this Act, including but not limited to:

(a) Enter into any lawful arrangement for sharing profits, union of interest, reciprocal association or cooperative association with any corporation, association, partnership, individual or other legal entity for the carrying on of any business and to enter into any general or limited partnership for the carrying on of any business.

(b) To design, manufacture, construct, fabricate, buy, sell, import, export, and otherwise deal in and with electronic equipment of all kinds; to manufacture or otherwise obtain all component parts for use in such endeavor; and to obtain, and dispose of supplies, materials, tools, machinery, appliances, and apparatus necessary or useful in such manufacture.

The corporation shall have and exercise all powers necessary or convenient for the carrying out of any or all of the purposes for which it is organized.

#### ARTICLE IV - STOCK

The aggregate number of shares which the corporation shall be authorized to issue is 9,000 shares of the par value of \$10.00 per share. All stock of this corporation shall be of the same class, common, and shall have the same rights and preferences. Fully paid stock of this corporation shall not be liable to any call and shall be nonassessable.

#### ARTICLE V - PRE-EMPTIVE RIGHTS

The shareholders shall have pre-emptive rights to acquire unissued shares of this corporation in the manner and subject to the limitations prescribed by this Article and not otherwise. Before the board of directors shall issue any unissued shares of this corporation, it shall notify each shareholder of the terms and conditions of the proposed issuance. For a period of 30 days after the giving of such notice, any shareholder may elect to acquire, on the same terms and conditions as are stated in the notice, one or more of the shares proposed to be issued up to but not in excess of that number of shares which bears the same proportion to the total number of shares proposed to be issued as the number of shares of the corporation owned by such shareholder bears to the total number of shares of the corporation issued and outstanding at the time such notice is given. Such right shall be exercised by giving written notice of such election to the corporation at its registered office. If any shareholder does not give written notice of his or her election to acquire such shares within such 30-day period, the shares may be issued to others but only on terms and conditions no more favorable than the terms and conditions stated in the notice to the shareholders. Notwithstanding the foregoing, the shareholders shall have no pre-emptive rights to acquire treasury shares, shares issued in payment for property, tangible or intangible and real or

personal, or shares issued in performing an incentive option granted to officers or employees of the corporation or officers or employees of any subsidiary corporation.

#### ARTICLE VI - RIGHT OF FIRST REFUSAL

In case a stockholder desires to sell his or her shares of stock he or she must first offer them for sale to the remaining stockholders, it being the intention to give them a preference in the purchase of such shares, and any attempted sale in violation of this provision is null and void.

A stockholder desiring to sell his or her stock shall file notice in writing of his or her intention with the secretary of the corporation, stating the terms of sale, and unless his terms are accepted by any or all of the other stockholders within 20 days thereafter, they shall be deemed to have waived their privilege of purchasing and he or she will be at liberty to sell to anyone else.

#### ARTICLE VII - INITIAL CAPITALIZATION

This corporation will not commence business until consideration of a value of at least \$1,000 has been received for the issuance of shares.

#### ARTICLE VIII - REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent and the address of the initial registered office of the corporation are as follows:

<u>Name</u>	<u>Address</u>
Marjorie J. Holman	1031 North 400 East Orem, Utah 84057

#### ARTICLE IX - DIRECTORS

The number of directors constituting the initial board of directors of this corporation shall be five. The names and addresses of the members of the initial board of directors, who are to serve until the first annual meeting of stockholders or until their successors are elected and qualify, are as follows:

<u>Name</u>	<u>Address</u>
Sharlene J. Stinger	Route 7, Box 6 Blackfoot, Idaho 83221
Margaret W. Bosch	1186 North 850 West Provo, Utah 84601
Marjorie J. Holman	1031 North 400 East Orem, Utah 84057
W. Scott Daniel	745 East 60 North Orem, Utah 84057
Kaye J. Aubrey	Route 4, Box 81 Blackfoot, Idaho 83221

#### ARTICLE X - INCORPORATORS

The names and addresses of the incorporators of the corporation are as follows:

<u>Name</u>	<u>Address</u>
Sharlene J. Stinger	Route 7, Box 6 Blackfoot, Idaho 83221
Margaret W. Bosch	1186 North 850 West Provo, Utah 84601
Marjorie J. Holman	1031 North 400 East Orem, Utah 84057

#### ARTICLE XI - CUMULATIVE VOTING OF SHARES

At each election for directors of the corporation, every shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote, or he may accumulate his votes either by giving one candidate as many votes as shall equal the number of such directors multiplied by the number of his shares or by distributing the total of such votes on the same principle among any number of candidates.



DATED this 1<sup>st</sup> day of March, 1982.

Sharlene J. Stinger  
Sharlene J. Stinger - Incorporator

Margaret W. Bosch  
Margaret W. Bosch - Incorporator

Marjorie J. Holman  
Marjorie J. Holman - Incorporator

STATE OF UTAH )  
 ) ss.  
COUNTY OF UTAH )

I, Karin K. Orr, a Notary Public, hereby certify that on the 1st day of March, 1982 Sharlene J. Stinger, Margaret W. Bosch, and Marjorie J. Holman personally appeared before me who, being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators and that the statements therein contained are true.

DATED this 1st day of March, 1982.

Karin K. Orr  
Notary Public  
Residing at: Provo Utah 84604  
My Commission expires: 7-5-82