

# State of Idaho



## 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

#### PEERLESS BEAUTY AND BARBER SUPPLY COMPANY OF IDAHO

was filed in the office of the Secretary of State on the **Second** day of **October,** A.D. One Thousand Nine Hundred **Sixty-one** and duly recorded on Film No. **114** 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

**Boise**

in the County of

**Ada**

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 **2nd** day of **October**, A.D., 19**61**.

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
PEERLESS BEAUTY AND BARBER SUPPLY COMPANY OF IDAHO

The undersigned, all of whom are of full age and citizens of the United States of America, for the purpose of forming a corporation under the laws of the State of Idaho, hereby certify and agree as follows:

ARTICLE I.

The name of the corporation shall be PEERLESS BEAUTY AND BARBER SUPPLY COMPANY OF IDAHO.

ARTICLE II.

The purposes for which this corporation is formed shall be as follows:

1. To establish and conduct a general beauty and barber supply business, including the manufacture, purchase, sale, disposition and handling of, and generally dealing in, beauty and barber supplies, goods, wares, merchandise, furniture, furnishings and equipment, together with any and all merchandise and property commonly dealt in by beauty and barber supply houses, at wholesale and retail.
2. To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and with, goods, wares and merchandise and real and personal property of every class and description.
3. To acquire, and pay for in cash, stocks or bonds of this corporation or otherwise, the good will, rights, assets, and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.
4. To acquire, own, use, sell, assign, lease, grant licenses in respect of, mortgage, or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and

privileges, inventions, improvements and processes, copyrights, trademarks and tradenames, relating to or useful in connection with any business of this corporation.

5. To acquire, purchase, guarantee, hold, mortgage, own, vote, sell, pledge and otherwise dispose of and deal in shares, bonds, securities and debentures and other evidences of indebtedness of other corporations, domestic or foreign.

6. To borrow or raise monies for any of the purposes of the corporation and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue, promissory notes, drafts, bills of exchange, warrants, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

7. To conduct business in this state, other states, the District of Columbia, the territories and colonies of the United States, and in foreign countries, and to have one or more offices and places of business out of this state, and to acquire, receive, hold, purchase, lease, mortgage, dispose of, and convey real and personal property situate out of this state.

8. In general, to carry on any other business in connection with the foregoing, whether manufacturing or otherwise, and to have and exercise all the powers conferred by the laws of the State of Idaho upon corporations formed under the laws of the State of Idaho, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

9. The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in no wise limited

or restricted, by reference to, or inference from, the terms of any other clause in these articles of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

#### ARTICLE III.

This corporation shall have perpetual existence.

#### ARTICLE IV.

The location and post office address of the registered office of this corporation in the State of Idaho shall be 711½ Bannock Street, Boise, County of Ada, Idaho.

#### ARTICLE V.

The authorized capital stock of this corporation shall be \$50,000.00 consisting of 50,000 common shares of the par value of \$1.00 per share.

#### ARTICLE VI.

The name and post office address of each of the incorporators and each of the subscribers to the capital stock of the corporation and the number and class of shares subscribed by each is as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NUMBER OF SHARES</u>	<u>CLASS OF STOCK</u>
H. Tracy Fowler, Incorporator.	432 South State St. Salt Lake City, Utah	649	Common
H. Hugh Fowler, Incorporator.	432 South State St. Salt Lake City, Utah	150	Common
Gladys B. Fowler, Incorporator.	2339 Blaine Avenue Salt Lake City, Utah	1	Common
Keith T. Fowler Subscriber	1825 Maple Street Northbrook, Illinois	150	Common
Gerald Green Subscriber	432 South State St. Salt Lake City, Utah	50	Common

#### ARTICLE VII.

In furtherance, and not in limitation of the power conferred by statute, the board of directors shall have the following powers:

1. To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

2. To set apart out of any funds of the corporation available for dividends a reserve or reserves for depreciation and depletion and losses of every character, or to abolish any such reserves in the manner allowed by the laws of the State of Idaho.

3. By resolution passed by a majority of the whole board, to designate two or more of the directors to constitute an executive committee, which to the extent provided in such resolution shall have and exercise the authority of the board of directors in the management of the business of the corporation.

4. When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a shareholders' meeting duly called for that purpose, the board of directors shall have the power and authority to sell, lease or exchange all of the assets of the corporation, other than its franchise of being a corporation, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in any other corporation or corporations, as the board of directors may deem expedient and for the best interest of the corporation.

#### ARTICLE VIII.

The shares of stock of this corporation shall not be subject to assessment.

#### ARTICLE IX.

All stock of this corporation, now or hereafter authorized, owned or acquired by it, shall be under the jurisdiction of the board of directors, and the board of directors shall have the power to authorize the issuance, sale and disposition of such stock upon such terms and conditions and for such consideration as the board of directors may deem proper; provided, however, that the stockholders of this corporation shall have the pre-emptive right to purchase its shares pursuant to, and as provided by, the statutes of the State of Idaho. The stock of this corporation may be issued for cash, labor or services

actually performed, property (tangible or intangible, real or personal) or options thereon or leases thereof, and the judgment of the board of directors as to the value of such labor, services, property and options thereon or leases thereof, shall be conclusive. All such shares so issued shall be fully paid.

#### ARTICLE X.

1. The shareholders shall, within thirty days after the issuance of the certificate of incorporation of this corporation, adopt an original code of by-laws for the government of the corporation.

2. The board of directors shall have the power to amend or repeal the original code of by-laws so adopted by the shareholders and to adopt new by-laws by the affirmative vote of a majority of all of the members of the board of directors.

3. The shareholders shall have the power to amend or repeal the original code of by-laws adopted by the shareholders and to adopt new by-laws by the affirmative vote of the holders of a majority of the voting power of all of the outstanding stock of the corporation.

4. By-laws made by the directors under the power herein conferred may be altered or repealed by the affirmative vote of a majority of all of the members of the board of directors or by the affirmative vote of the holders of a majority of the voting power of all of the outstanding stock of the corporation.

5. By-laws made by the shareholders, other than the original code of by-laws, may only be altered or repealed by the affirmative vote of the holders of a majority of the voting power of all of the outstanding stock of the corporation.

6. Shareholders may repeal or amend the by-laws or adopt new by-laws by the written consent, duly acknowledged in the same manner as conveyances of real estate are required by law to be acknowledged, of the holders of two-thirds of the voting power of all of the outstanding stock of the corporation, which written consent may be in one or more instruments.

ARTICLE XI.

1. The articles of incorporation may be amended in any respect, including but not limited to the increase or reduction of the capital stock, by the affirmative vote of holders of a majority of the voting power of all of the outstanding stock of the corporation.

2. Any amendment which might be adopted at a meeting of stockholders, may be adopted without such meeting being held if written consent to the amendment has been given by all stockholders entitled to vote thereon.

3. The stock of the corporation shall not be increased except at a meeting of stockholders held after at least thirty days notice given in the manner provided by the statutes of Idaho.

IN WITNESS WHEREOF, we, the incorporators of the above named corporation, do make and execute these articles of incorporation, in triplicate, this 27th day of September, 1961.

H. Tracy Fowler  
H. TRACY FOWLER

H. Hugh Fowler  
H. HUGH FOWLER

Gladys B. Fowler  
GLADYS B. FOWLER

STATE OF UTAH                    )  
                                      :     ss.  
COUNTY OF SALT LAKE        )

On this 27th day of September, 1961, before me, R. A. McBroom, a notary public in and for said county and state, personally appeared H. Tracy Fowler, H. Hugh Fowler, and Gladys B. Fowler, 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 affixed my official seal the day and year in this certificate first above written.

(SEAL)

R. A. McBroom  
Notary Public  
Residing at Salt Lake City, Utah  
My Commission Expires: Nov. 4, 1963.