ARTICLES OF CONSOLIDATION

TO: HON. A. LUDLOW KRAMER, Secretary of State of the State of Washington:

The undersigned corporations, pursuant to RCW 23A.20.040 hereby execute in triplicate the following Articles of Consolidation.

1. The Plan of Consolidation is as follows:

ARTICLE I

PARTIES

1.1 Corporations to be consolidated. The parties hereto intend that the following named corporations shall be consolidated under the terms and conditions of this plan of consolidation:

(See Schedule A attached hereto and incorporated herein by this reference.)

1.2 New corporation. The name of the new corporation shall be BONANDA STORDS, INC., which shall be a Washington corporation.

ARTICLE II

TERMS AND CONDITIONS OF THE PROPOSED CONSOLIDATION

- 2.1 Effective date. This consolidation shall be effective as of, and the new corporation shall commence doing business as of, December 1, 1970.
- parties hereto agrees that this plan of consolidation shall be submitted to the shareholders of the respective corporations for their approval promptly upon execution of this agreement in order that this consolidation may become effective on the date specified herein.
 - of all of the corporate parties hereto shall cease at the end of November 30, 1970, and shall be immediately succeeded by the new corporation.

- 2.4 New corporate powers. The new corporation shall have all of the rights, privileges, immunities and powers and shall be subject to all of the duties and liabilities of a corporation organized under the Washington Business Corporation Act (RCWA Title 23A.20)
- The new corporation shall possess all the rights, privileges, immunities and franchises of a public as well as of a private nature of each of the consolidating corporations, and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares and all other choses in action and all and every interest of or belonging to or due to each of the corporations so consolidated, shall be taken and deemed to be transferred to and vested in the new corporation without further act or deed, and the title to any real estate or any interest therein vested in any of such corporations shall not revert or be in any way impaired by reason of this proposed consolidation upon completion thereof.
 - shall henceforth be responsible and liable for all the liabilities and obligations of each of the corporations so consolidated; any claim existing or action or proceeding pending by or against any of such corporations may be prosecuted as if such consolidation had not taken place, or such new corporation may be substituted in its place. Neither the rights of creditors, nor any liens upon the property of any such corporation shall be impaired by such consolidation.
 - 2.7 Basis for conversion. Attached hereto and marked Schedule B and incorporated herein by this reference is the schedule for conversion of shares of each party to this agreement into the shares of the new corporation.

ARTICLE III

ARTICLES OF COUSOLIDATION

The following will be the Articles of Consolidation for the new corporation:

- 3.1 The name of the new corporation shall be BONANZA STORES, INC.
- . 3.2 <u>Perpetual Existence</u>. The duration of the new corporation shall be perpetual.
- 3.3 <u>Purposes</u>. The purposes and objects of the new corporation will be as follows:
- (a) To engage in the sale at retail and wholesale of general merchandise, and to operate retail variety stores and a wholesale variety business.
- (b) To establish, maintain, conduct and carry on a general merchandising business.
- (c) To manufacture, produce, buy, import and otherwise acquire, own, store, hold, use, sell, export, distribute, lease, pledge and otherwise dispose of, and generally deal in and with, at wholesale, or retail, as principal or agent for others, upon commission, consignment or otherwise, goods, wares commodities, merchandise and personal property of every class, name, nature and description.
 - (d) To engage in generally and carry on any lawful business or trade which may, in the judgment of the board of directors, be necessary, useful or advantageous to the new corporation.
 - (e) To have all of the powers conferred on a business corporation by the laws of the State of Washington as those laws may presently exist or hereinafter be amended to include.
 - (f) In furtherance of and not in limitation of the general powers conferred by the laws of the State of Washington on a corporation, it shall be expressly provided that the new corporation shall also have the following powers:
 - (i) To acquire by purchase or otherwise and to own, hold, cancel, reissue, sell, pledge and otherwise deal in the stock of this corporation, provided that the money or property of the

corporation shall not be used for purchase of shares of its own stock when such use would cause any impairment of the capital of the corporation. The corporation shall not be entitled to vote, either directly or indirectly, on any shares of its own stock which it may hold.

- (ii) To acquire by purchase or otherwise and to own, hold, cancel, reissue, sell, pledge and otherwise deal in the bonds, debentures, notes and other securities and obligations of this corporation.
- (iii) To borrow money and give security therefor.
- (iv) To enter into, make, perform and carry out contracts of every kind for any lawful purposes pertaining to its business, with any individual, entity, firm, association, or corporation, or with any governmental municipal, or public authority, domestic or foreign.
- (v) To do everything necessary, proper, convenient, or incidental to the accomplishment of the purposes and objects of this corporation, or which is calculated directly or indirectly to promote the welfare of interests of the corporation or enhance the value or render profitable any of its property or rights.
- (vi) To do any and all of the things in this article set forth to the same extent a natural person might or could do, and in any part of the world, as principals, agents, contractors, trustees, or otherwise, either alone or in company with others.

deemed to authorize or permit the new corporation to carry on any business, to exercise any power or to do any act which a corporation formed under the Uniform Business Corporation Act of the state of Washington, or any amendment thereto or substitute therefor, may not at the time lawfully carry on or do.

- 3.4 Capital Stock. The aggregate number of shares that the new corporation shall have authority to issue shall be two million (2,000,000) shares of common stock having \$1.00 par value, divided into two classes as set forth below.
- (a) Class A voting. The new corporation shall have authority to issue as part of said two million shares, one

woting common stock. Each share of such Class A stock shall be entitled to one vote. Fractional shares shall not be entitled to vote.

- (b) Class B non-voting. As part of said two million shares, the new corporation shall have authority to issue eight hundred thousand (800,000) shares of Class B non-voting common stock.
- right of Class B stock. The rights, privileges and benefits pertaining to each share of Class B stock shall be the same as each share of Class A stock, except that the Class B shares shall not be entitled to vote. However, unless the consent and approval shall have been obtained by vote (as provided by law) or in writing from the owners of two-thirds of said Class B non-voting stock, the corporation shall not do any of the following until and unless the Class B stock shall be redeemed, purchased or converted to Class A:
 - (i) 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
 - (ii) Amend any provisions contained in the articles of consolidation so as to affect adversely any of the rights with respect to the Class B stock; or
 - (iii) Merge or consolidate with or into any other corporation or corporations or sell or transfer all or substantially all of its assets as entity; or
 - (iv) 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 issues.
 - event of public offering. In the event of a public offering of the stock of the new corporation on either an intra- or

inter-state basis by either the new corporation or any of its stockholders, the Class B stock shall as of the commencement of such offering be converted to and become Class A stock as above described, and the Class A share certificates shall be substituted for Class B share certificates at the request of the holders thereof.

- 3.5 Commencement of Business. The new corporation will not commence business until consideration of the value of at least \$500 has been received for the issuance of its shares.
- Unless otherwise determined 3.6 Preemptive Rights. by the board of directors, no holder of stock of the new corporation shall be entitled as such, as a matter of right, to purchase or subscribe for any stock of any class which the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes and whether out of unicoued charee authorized by the articles of consolidation, or by any amendment thereof, or out of shares of stock that the corporation acquired by it after the issue thereof, and whether issued for cash, labor done, personal property, or real property, or leases thereof, nor shall any such stockholder be entitled to any right of subscription to any thereof; nor, unless otherwise determined by the board of directors, shall any holder of any shares of the stock of the new corporation be entitled as such as a matter of right, to purchase or subscribe for any obligation which the corporation may issue or sell that shall be convertible into or exchangeable for such shares of stock of the corporation of any class or classes, or to which shall be attached or appurtenant any warrant, or warrants or other instrument or instruments that shall confer upon the holder or holders of such

obligation the right to subscribe for or purchase from the corporation any shares of its capital stock of any class or classes.

- 3.7 Registered office and registered agent. The registered agent of and the registered office of the new corporation shall be Dudley Panchot of Wolfstone, Panchot & Bloch, lll7 Norton Building, Seattle, Washington 98104.
- 3.8 <u>Initial board of directors</u>. The number of directors shall be not less than three nor more than eleven, and the initial board of directors of the new corporation who shall serve as directors until the first annual meeting of shareholders or until their successors be elected and qualified, shall be:

Kurt Ries

220 South Brandon Street
Seattle, Washington 98100

220 South Brandon Street
Seattle, Washington 98100

Leon L. Wolfstone

1117 Norton Building
Seattle, Washington 98104

Dudley Panchot

1117 Norton Building
Seattle, Washington 98104

IN WITNESS WHEREOF the parties hereto have executed this agreement on the date set opposite their signatures below.

Date:	BONANZA STORE OF AUBURN,	INC.
November 23, 1970	Cual Cita	5 -/ 3 - 4
Attest: /		President
Deall Meelle Secretary	1	
beeretary		
Date:	BONANZA STORE OF BELLING	HAM, INC.
November 23, 1970	Kerrt Ries	
	/	President
Attest:		•
Secretary	<u>-</u>	
Date:	BONANZA STORE OF BILLING	s, inc.
November 23, 1970	timeto.	
Attest:	,	President
Secretary	<u></u>	i
Date:	BONANZA STORE OF BOISE,	INC.
November 23, 1970	la Rich	
		President
Attest: Wellen Secretary		
Date:	BONANZA STORE OF BOZEMAN	, inc.

November 23, 1970

President

Date:	BONANZA STORE OF BREMERTON, INC.
November 23, 1970	President
Attest: Dud Dudio Secretary	
Date:	BONANZA STORE OF CALDWELL, INC.
November 23, 1970	liet lie
Attest: Duelle Secretary	
Date:	BONANZA STORE OF CENTRALIA, INC.
November 23, 1970	President
Attest: William Secretary	at-
Date:	PEERLESS STORE OF CHICO, INC.
November 23, 1970	President
Attest: (1) etall/allice Secretary	lint.
Date:	BONANZA STORE OF EVERETT, INC.
November 23, 1970	President
Attest: / Mijele	

	•	
Date:	BONANZA STORE OF GREAT F.	ALLS, INC.
November 23, 1970	tuit tie.	President
Attest: Dudy Mellie Secretary		
Date:	BONANZA STORE OF HELENA,	INC.
November 23, 1970	- Kuri Ries	President
Attest: Will/Wedd Secretary	lot	•
Date:	BONANZA STORE OF IDAHO F	TALLS, INC.
November 23, 1970	Wint City	President
Attest: Meddical Secretary	c-C	riesident
Date:	BONANZA STORE OF KALISPI	ELL, INC.
November 23, 1970	Markey Com	President
Attest: Secretary		
Date:	BONANZA STORE OF LEWIST	ON, INC.

Date:

November 23, 1970

President

Attest:

Notice for Secretary

* -	4	~ 4
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BONANZA STORE OF LIBBY, INC.

November 23, 1970	Cint Rin President
Attest:	720240110
Dudy leeks	
Date:	BONANZA STORE OF LONGVIEW, INC.
November 23, 1970	· Kurklin President
Attest: Cederal Secretary	A
Date:	BONANZA STORE OF MOUNT VERNON, INC.
	that Ris
November 23, 1970	President
Attest: Wedl Medi Secretary	ect
Date:	BONANZA STORE OF MISSOULA, INC.
November 23, 1970	- Kinther
Attest: Audificed Secretary	President
Date:	PEERLESS STORE OF MODESTO, INC.
November 23, 1970	President
Attest: Milling	2 President

Date:	BONANZA STORE OF NAMPA, INC.
November 23, 1970	President
Attest: Dred Juccela Secretary	
Date:	BONANZA STORE OF OLYMPIA, INC.
November 23, 1970	turitie
Attest: M Cedly Med Constant	
Date:	BONANZA STORE OF PASCO, INC.
November 23, 1970	President
Attest: Secretar	To the second se
Date:	BONANZA STORE OF POCATELLO, INC.
November 23, 1970	President
Attest: Medden Medden Secretary	·
Date:	BONANZA STORE OF RENTON, INC.
November 23, 1970	President

Datas	PEERLESS STORE OF SALINAS, INC.
Date:	,).
November 23, 1970	President
Attest:	
b) coll was	
Secretary	<i>≥</i> 7 \
	PEERLESS STORE OF SAN JOSE, INC.
pate:	
November 23, 1970	President
Attest:	
Dia Charle	
Secretary	Y
	PEERLESS STORE OF SANTA ROSA, INC.
Date:	<u>^</u>
November 23, 1970	L'anistais President
Attest:	
(1) co 11/12/110	
Secretar	Y (W)
	OR CRAPPIE INC.
Date:	BONANZA STORE OF SEATTLE, INC.
. 22 1070	Alice City
November 23, 1970	President
Attest:	
Bet Stilled	1.4
Secreta	ry)
	BONANZA STORE OF TWIN FALLS, INC.
Date:	
November 23, 1970	President
Attest:	

Date:	BONANZA STORE OF WALLA WALLA, INC.
November 23, 1970	President
Attest: Need Juckey Secretary	ut
Date:	PEERLESS STORE OF WATSONVILLE, INC.
November 23, 1970	President
Attest: Actest: Secretary	(Lest)
Date:	BONANZA STORE OF WENATCHEE, INC.
November 23, 1970	Mich Rich President
Attest: Weller	
Date:	BONANZA STORE OF WHITE CENTER, INC.
November 23, 1970	President
Attest: Secretary	id
Date:	BONANZA STORE OF YAKIMA, INC.
November 23, 1970	1. Re,
Attest: Machine Secretary	President
Date:	WASHINGTON WHOLESALERS, INC.
November 23, 1970	
Attest: No vellillicate Secretar	President

14.

Corporate Name and Registered Office	State of Incorporation	Authorized Capital	Stock Outstanding
Bonanza Store of Auburn, Inc. 1117 Norton Building Seattle, Washington 98104	Washington	\$50,000 \$100 par 500 shares	4.500 common, Class A, voting
Bonanza Store of Bellingham, Inc. 1117 Norton Building Seattle, Washington 98104	Washington	\$50,000 \$1.00 par 25,000 Class A, voting	250.000 common, Class A, voting 200.000 common, Class B, non-voting*
Bonanza Store of Billings, Inc. 1117 Norton Building Seattle, Washington 98104	Washington	25,000 Class B, non-voting \$50,000 \$1.00 par 25,000 Class A, voting 25,000 Class B, non-voting	250.000 common, Class A, voting
Bonanza Store of Boise, Inc. 1117 Norton Building Seattle, Washington 98104	Idaho	\$25,000 Class B, non-voting \$1.00 par 15,000 Class A, voting 10,000 Class B, non-voting	325.000 common, Class A, voting 125.000 common, Class B, non-voting*
Bonanza Store of Bozeman, Inc. 1117 Norton Building Seattle, Washington 98104	Montana Washington	\$50,000 \$1.00 par 25,000 Class A, voting 25,000 Class B, non-voting	250.000 common, Class A, voting 200.000 common, Class B, non-voting*
Bonanza Store of Bremerton, Inc. 1117 Norton Building Seattle, Washington 98104	Tuano	\$50,000 \$1.00 par 25,000 Class A, voting 25,000 Class B, non-voting	350.000 common, Class A, voting 125.000 common, Class B, non-voting*
Dona, No Times of Caldwell, Inc. 1117 Norton Building Seattle, Washington 98104	Washington	\$1.00 par \$1.00 par 25,000 Class A, voting 25,000 Class B, non-voting	250.000 common, Class A, voting 200.000 common, Class B, non-voting*
Bonanza Store of Centralia, Inc. 1117 Norton Building Seattle, Washington 98104		\$50,000 \$100 par 500 shares	4.500 common, Class A, voting
Peerless Store of Chico, Inc. 1117 Norton Building Seattle, Washington 98104 Bonanza Store of Everett, Inc.	California Washington	\$25,000 \$1.00 par 15,000 Class A, voting 10,000 Class B, non-voting	325.000 common, Class A, voting 125.000 common, Class B, non-voting*
1117 Norton Building Seattle, Washington 98104		\$50,000 \$100 par 500 shares	4.500 common, Class A, voting
Bonanza Store of Great Falls, Inc. 1117 Norton Duilding Seattle, Washington 98104		\$50,000 \$100 par 500 shares	4.000 common, Class A, voting
Bonanza Store of Helena, Inc. 1117 Morton Buildin: Seattle, Washington 98104	Washington	\$50,000 \$1.00 par 25,000 Class A, voting 25,000 Class B, non-voting	250.000 cormon, Class A, voting

		Authorized Capital	Stock Outstanding
Corporate Name and Registered Office	State of Incorporation	\$50,000	250.000 common, Class A, voting 200.000 common, Class B, non-voting*
Bonanza Store of Idaho Falls, Inc. 1117 Norton Building Seattle, Washington 98104	Idaho	\$1.00 par 25,000 Class A, voting 25,000 Class B, non-voting \$50,000	3.000 common, Class A, voting
Bonanza Store of Kalispell, Inc. 1117 Norton Building Seattle, Washington 98104	Washington	\$100 par 500 shares	300.00 common, Class A. voting
Bonanza Store of Lewiston, Inc. 1117 Norton Building Seattle, Washington 98104	Washington	\$50,000 \$1.00 par 25,000 Class A, voting 25,000 Class B, non-voting \$25,000 \$1.00 par	350.000 common, Class A, voting 125.000 common, Class B, non-voting*
Bonanza Store of Libby, Inc. 1117 Norton Building Seattle, Washington 98104	Montana	15,000 Class A, voting 10,000 Class B, non-voting \$50,000	250.000 common, Class A, voting 200.000 common, Class B, non-voting*
Bonanza Store of Longview, Inc. 1117 Norton Building Seattle, Washington 98104	Washington	\$1.00 par 25,000 Class A, voting 25,000 Class B, non-voting	500.000 common, Class A, voting
Bonanza Store of Mt. Vernon, Inc. 1117 Norton Building Seattle, Washington 98104	Washington	\$50,000 \$1.00 par 25,000 Class A, voting 25,000 Class B, non-voting	4.000 common, Class A, voting
Bondanza Store of Missoula, Inc.	Washington	\$50,050 1 \$100 par 500 shares	`.
Seattle, Washington 98104 Peerless Store of Modesto, Inc. 1117 Norton Building Seattle, Washington 98104	California	\$25,000 \$1.00 par 15,000 Class A, voting 10,000 Class B, non-voting	325.000 common, Class A, voting 125.000 common, Class B, non-voting* 250.000 common, Class A, voting 200.000 common, Class B, non-voting*
Bonanza Store of Nampa, Inc. 1117 Norton Building Seattle, Washington 98104	Idaho	\$50,000 \$1.00 par 25,000 Class A, voting 25,000 Class B, non-voting	4.500 common, Class A, voting
Bonanza Store of Olympia, Inc.	Washington	\$50,000 \$100 par 500 shares	
Scattle, Washington 98104	Washington	\$50,000 \$100 par 500 shares	4.500 common, Class A, voting
1117 Norton Building Seattle, Washington 98104	Talaho	\$50,000 \$1.00 par	250.000 courson, Class A, voting 200.00 courson, Class B, non-voting
Bonanza Store of Pocatello, Inc. 1117 Norton Building Seattle, Washington 98104	Idaho	25,000 Class A, voting 25,000 Class B, non-voting	

*Class B stock has voting rights on any plan of consolidation

SCHEDULE A - p. 2

SCHEDULE A

:		Authorized Capital	Stock Outstanding
Corporate Name and	State of Incorporati		90.000 common, Class A, voting
Registered Office		\$50,000	
	Washington	\$100 par 500 shares	•
Bonanza Store of Renton, Inc.	Massian 3	300 201 = 11	
1117 Norton Building Seattle, Washington 98104		\$25,000	350.000 common, Class A, voting 125.00 common, Class B, non-voting *
. '		\$1.00 par 15,000 Class A, voting	
Peerless Store of Salinas, Inc.	California	10,000 Class B, non-voting	
ARRIVATION RITIEDING	•	20,000	40.000 common, Class A, voting
Seattle, Washington 98104	,	\$25,000	15.000 common, Class B, non-voting *
	California	\$10.00 par 2500 shares	•
Peerless Store of San Jose, Inc.	Callion	senn Class A. voting	
NIII CI CI CI CI CI CI CI	•	1000 Class B, non-voting	350.000 common, Class A, voting
Seattle, Washington 98104		\$25,000	125.000 common, Class B, non-voting *
•	California	\$1.00 par 15,000 Class A, voting	
Peerless Store of Santa Rosa, Inc.	Callionnia	10,000 Class B, non-voting	•
			500.000 common, Class A, voting
Seattle, Washington 98104		\$50,000	250.000 common, Class B, non-voting *
	4.1	\$1.00 par 25,000 Class A, voting	•
Bonanza Store of Seattle, Inc.	Washington .	25,000 Class B, non-voting	
V		25,000 C1835 27	250.000 common, Class A, voting
Seattle, Washington 98104		\$50,000	250.000 common, Class B, non-voting *
· -		\$1.00 par	,
Bonanza Store of Twin Falls, Inc.	Idaho	25,000 Class A, voting 25,000 Class B, non-voting	
		25,000 Class 27 1101	350.000 common, Class A, voting
Seattle, Washington 98104	•	\$50,000	125,000 common, Class B, non-voting
		\$1.00 par	•
Bonanza Store of Walla Walla, Inc.	wasnington	25,000 Class A, voting 25,000 Class B, non-voting	
		25,000 Class D7 110-1	325.000 common, Class A, voting
Seattle, Washington 98104		\$25,000	125.000 common, Class B, non-voting
		ci on par	*··
Peerless Store of Watsonville, Inc.	California	15,000 Class A, voting 10,000 Class B, non-voting	
		10,000 Class B, non (500)	300.000 common, Class A, voting
Seattle, Washington 98104		\$50,000	200,000 comment ==
Searca-,		\$1.00 nar	
Bonanza Store of Wenatchee, Inc.	Washington	25,000 Class A, voting 25,000 Class B, non-voting	
		25,000 Class B, Non 100-113	4.500 common, Class A, voting
Seattle, Wshington 98104		\$50,000	4.500 Common -
Seucoro,		\$100 par	
Bonanza Store of White Center, Inc.	Washington	500 shares	
		•	350.000 common, Class A, voting
Seattle, Washington 98104		\$50,000	125.000 common, Class B, non-voting
Deerers,		si oo nar	******
r walions Inc.	Washington	ne and Class A. Voting	•
Bonanza Store of Yakima, Inc.		25,000 Class B, non-voting	50.000 common, Class A, voting
1117 Norton Building Seattle, Washington 98104		\$50,000	50.000 Commun, Crams 11, 10 com
Seattle, hadnenger		\$100 par	
		rod sharos	

* Class B stock has voting rights on any plan of consolidat.

Washington

Washington Wholesalers, Inc. 1117 Norton Duileing Seattle, Washington 98104

\$50,000 \$100 par 500 shares

WASHINGTON WHOLESALERS, INC. Bononza and Peerless Store Corporations - Allocation of Shares in Consolidation December 1, 1970

CORPORATION NAME	Book Value 12/31/69	1969 Profit B/4 Federal Income Tax	24(3 x 4)	% of Now Stock Allocated	Shares of New Stock Allocated	\$ 4	Class B	Surrende Total
nimental contract of the contr		17.9/	217,985	3.738	18,690	90		90
Bonanzo Store of Renton, Inc.	148,609	17,344	141, 190	2.421	12, 105	4.5		4.
Ronninzo Store of Centralia, Inc.	88,550	13,160	172,051	2.951	14,755	4.5		. 4.
Assonza Store of Olympia, Inc.	122,083	12,492	58,809	1.009	5,045	350	125	475
Rogenza Store of Bremerton, Inc.	18, 129	10,170	208,090	3.569	17,845	4.5		4.
Bonanzo Store of White Center, Inc.	. 133, 178	18,728		3.638	18, 190	4.5	•	4.
Ronanza Store of Auburn, Inc.	135,572	19,144	212,148	3.707	18,535	500		500
Bonanza Store of Mt. Vernon, Inc.	138,036	19,524	216, 132	3.707 4.524	22,620	500	250	750
Bononza Store of Scottle, Inc.	157, 102	26,673	263,794		24,410	4.5		4.
Bonanza Store of Everett, Inc.	179,264	26,347	284,652	4.882	6,800	300	•••	300
Bonanza Store of Wenatchee, Inc.	68,472	2,712	79,320	1.360	25,490	4	9100	4.
Bonanza Store of Missoula, Inc.	173,469	30,951	297,273	5.098		4	•••	4
Bononza Store of Great Falls, Inc.	72,072	4,115	88,532	1.518	7,590	250		250
Bononza Store of Citar tone,	49,677	1,951	57,681	.989	4,945	300		300
Bononza Store of Helena, Inc.	124,269	9,040	160,449	2.752	13,760	300	4.5	.3
Bononza Store of Lewiston, Inc.	154,519		271,475	4.656	23,280			250
Bononza Store of Kalispell, Inc.	88,269	· · · · · · · · · · · · · · · · · · ·	174, 117	2.986	14,530	250	200	450
Bonanza Store of Billings, Inc.	59,705		63,281	1.085	5,425	250		450 450
Rangaza Store of Bozeman, Inc.			240,050	4.117	20,585	250	200	450 450
Ronanza Store of Bellingham, Inc.	138,570		123,599		10,635	250	200	
Ronanza Store of Pocatello, Inc.	71,627		240,298		20,605	250	200	450
Bononza Store of Twin Falls, Inc.	110,546	32,438	128,252		11,000	250	200	. 450
Roomaga Store of Caldwell, Inc.	64,984				7,985	4.5		. 404
Romanza Store of Pasco, Inc.	. 46, 610		93, 154		16,990	250	200	450
Rongoza Store of Longview, Inc.	86,745		198, 153		19,585	250	200	450
Bonanza Store of Idaho Falls, Inc.	105,039		728,423		10,445	250	200	45
Bonanzo Store of Nampa, Inc.	55, 180	16,654	121,836		5,305	40	15	5.
Peerless Store of San Jose, Inc.	23,463	9,594	61,839		1,670	325	125	45
Pecifess Store of Suit Society files	12.713	1,054	19,447		12,770	321	****	2.5
Paerless Store of Chico, Inc.	71,723	19,295	len, YZA			325 325	125	45
Pacriess Store of Aladeda, Inc.	66,339	26,580	172,659		14,805	325	125	45
Peerless Store of Modesto, Inc.			192,692		16,525	325 350	125	47
Peerless Store of Wetsonville, Inc.			109,943	1.885	9,425			47
Peerless Store of Santa Rosa, Inc.	29,293		60,593	3 1.332	6,910	350		47
Bonanza Store of Yellimo, Inc.		·	33, 593	3 .662	3,310	350		47
Bonanza Store of Walla Walla, Inc	c. 6,573 · 10,592	-	62,212	2 1.057	5,335	350		47
Roganza Store of Libby, Inc.	10,572		58,470	0 1.003	5,015	350		4,
Peerless Store of Salines, Inc.	10,470		355, 973		30,610	50		•
Washington Wholesalers, Inc.	200,405	عادة والأل	000,	•		•	••	
	=							•

- Note 1: Based upon the above allocation schedule, stock classified as Class A voting shares of the new corporation shall be issued in exchange for Class A shares of the old corporation and stock classified as Class B non-voting shares of the new corporation shall be issued in exchange for Class B shares of the old corporations.
- Note 2: Out of the shares of the new corporation to be issued in exchange for the shares of any particular old corporation, the same number of shares of the new corporation shall be issued for each share of the old Class A shares as for each share of the old Class B shares.

- 2. The number of shares outstanding and the classes thereof are specified on Schedule B of the Plan of Consolidation and set forth above specifically enumerated in the three columns under the heading of "Shares of Old Stock Surrendered". Each share of the Class A stock in each corporation is entitled to one vote. The Plan must be approved by at least two-thirds of the Class B stock of each corporation having Class B stock outstanding.
- 3. All of the shares outstanding of both the Class A and Class B stock voted unanimously in favor of the Plan of Consolidation.

DATED this 23rd day of November, 1970.

Date:	BONANZA STORE OF AUBURN,	INC.
November 23, 1970	· Kurkfier	President
Attest: Weld Michael Secretary		
Date:	BONANZA STORE OF BELLING	GHAM, INC.
November 23, 1970	- Kurities	President
Attest: Wed Medde Secretar		
Date:	BONANZA STORE OF BILLIN	NGS, INC.
November 23, 1970	Rurtles	President
Access. Augustus Secreta	deat -	•
Date:	BONANZA STORE OF BOISE	E, INC.
November 23, 1970 Attest: Acad May Secret	hat ary	President

Date:

BONANZA STORE OF BOZEMAN, INC.

November 23, 1970

President

Date:	BONANZA STORE OF BREMERTON	I, INC.
	ν . ρ .	•
November 23, 1970	Linflets 1	President
Attest: Paueliot	-	
Secretary		
Date:	BONANZA STORE OF CALDWELL	, INC.
November 23, 1970	Lux hir-	President
Attest:	1	
2 red flechot Secretary		
Date:	BONANZA STORE OF CENTRAL:	IA, INC.
November 23, 1970	Kurkies	De la la contra
		President
Mud Muchel	A T	
Data	PEERLESS STORE OF CHICO,	INC.
Date:	Kurdhies	
November 23, 1970		President
Attest:	A	
Wullffluckli Secretar	<u>7</u>	
	BONANZA STORE OF EVERET	T, INC.
Date:	BONANZA STORE OF THE	
November 23, 1970	turkes	President
Attest:	\	

Date:	BONANZA STORE OF GREAT FALLS, INC.	_
November 23, 1970	Kurffus President	-
Attest:		
Dud Jacelo Secretary	- .	
	TWO	
Date:	BONANZA STORE OF HELENA, INC.	
	Kuikie	
November 23, 1970	President	_
Attest: Drudy Ruch	uf.	
Secretary		
Date:	BONANZA STORE OF IDAHO FALLS, INC.	
November 23, 1970	President	-
Mudy Mediaf Secretary		
Date:	BONANZA STORE OF KALISPELL, INC.	
November 23, 1970	Liertfier President	- t
Attest: Decell Mallelie Secretar	A Comment of the Comm	
Date:	BONANZA STORE OF LEWISTON, INC.	

November 23, 1970

President.

Attest:

Secretary

Date:	BONANZA STORE OF LIBBY, INC.
. 02 1070	Kurflier
November 23, 1970	President
Attest: Wedly acceptant Secretary	<u></u>
Date:	BONANZA STORE OF LONGVIEW, INC.
November 23, 1970	. Kurkies President
	President
Attest: Audi audi Secretary	
Date:	BONANZA STORE OF MOUNT VERNON, INC.
November 23, 1970	Kurkies
Attest: Ned Jalenoi Secretary	President
Date:	BONANZA STORE OF MISSOULA, INC.
November 23, 1970	Kurblie
Attest: Nell Allelia Secretary	4

Date:

PEERLESS STORE OF MODESTO, INC.

November 23, 1970

President

Attest:

Wedy Acient
Secretary

Date:	BONANZA STORE OF NAMPA, IN	1C.
November 23, 1970	Kurf Ries	President
Weed Parchet Secretary	<u></u>	
Date:	BONANZA STORE OF OLYMPIA,	INC.
November 23, 1970	Kurthis	President
Attest:	, , , , , , , , , , , , , , , , , , ,	•
Ludle Juella, Secretary		•
Date:	BONANZA STORE OF PASCO,	NC.
November 23, 1970	Kurthin	President
Meedle Pavelut Secretary		President
Date:	BONANZA STORE OF POCATEL	LO, INC.
November 23, 1970	Kurt Ric;	President
Attest: Will Tweltof Secretar	<u>y</u>	
Date:	BONANZA STORE OF RENTON,	INC.
November 23, 1970	Kurthies	

President

Attest:

Date:	PEERLESS STORE OF SALINAS, INC.
	Kurilia
November 23, 1970	President
Attest: Wied diedice Secretary	
/ 00020011	
Date:	PEERLESS STORE OF SAN JOSE, INC.
November 23, 1970	Kurktus President
Dudl Pauchal	
Will Julius Secretary	7
Date:	PEERLESS STORE OF SANTA ROSA, INC.
November 23, 1970	Kurtikie's President
Dud Pauelle Secretar	Y Y
Date:	BONANZA STORE OF SEATTLE, INC.
November 23, 1970	Kirlflie, President
Attest: Nullaule Secretar	A.
Date:	BONANZA STORE OF TWIN FALLS, INC.
November 23, 1970	- Rust Riej President
Attest: Dudly alleh Secreta	TY

Date:	BONANZA STORE OF WALLA WALLA, INC.
November 23, 1970	Kurtlie, President
Attest:	F L C.3 L CC. 1
Will Paucher Secretary	
Date:	PEERLESS STORE OF WATSONVILLE, INC.
November 23, 1970	Kurthie President
Deuly/author Secretar	$\frac{1}{Y}$
Date:	BONANZA STORE OF WENATCHEE, INC.
November 23, 1970	President
Attest: Well full did secretar	
Date:	BONANZA STORE OF WHITE CENTER, INC.
November 23, 1970	turb-kie's President
Attest: Dudy/alla Secreta	
Date:	BONANZA STORE OF YAKIMA, INC.
November 23, 1970	Lurkia. President
Attest: (Needle Malled Secreta	red ary
Date:	WASHINGTON WHOLESALERS, INC.
November 23, 1970	Murita President
Attest: Dullaudi Sporet	

14.

ACKNOWLEDGEMENT

STATE OF WASHINGTON)

COUNTY OF KING)

On this 23rd day of November, 1970, before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn, personally appeared KURT RIES and DUDLEY PANCHOT, to me known to be the President and Secretary respectively, of the following corporations:

BONANZA STORE OF AUBURN, INC.

BONANZA STORE OF BELLINGHAM, INC.

BONANZA STORE OF BILLINGS, INC.

BONANZA STORE OF BOISE, INC.

BONANZA STORE OF BOZEMAN, INC.

BONANZA STORE OF BREMERTON, INC.

BONANZA STORE OF CALDWELL, INC.

BONANZA STORE OF CENTRALIA, INC.

PEERLESS STORE OF CHICO, INC.

BONANDA STORE OF EVERETI, INC.

BONANZA STORE OF GREAT FALLS, INC.

BONANZA STORE OF HELENA, INC.

BONANZA STORE OF IDAHO FALLS, INC.

BONANZA STORE OF KALISPELL, INC.

BONANZA STORE OF LEWISTON, INC.

BONANZA STORE OF LIBBY, INC.

BONANZA STORE OF LONGVIEW, INC.

BONANZA STORE OF MOUNT VERNON, INC.

BONANZA STORE OF MISSOULA, INC.

PEERLESS STORE OF MODESTO, INC.

BONANZA STORE OF NAMPA, INC.

BONANZA STORE OF OLYMPIA, INC.

BONANZA STORE OF PASCO, INC.

BONANZA STORE OF POCATELLO, INC.

BONANZA STORE OF RENTON, INC.

(continued)

PEERLESS STORE OF SALINAS, INC.

PEERLESS STORE OF SAN JOSE, INC.

PEERLESS STORE OF SANTA ROSA, INC.

BONANZA STORE OF SEATTLE, INC.

BONANZA STORE OF TWIN FALLS, INC.

BONANZA STORE OF WALLA WALLA, INC.

PEERLESS STORE OF WATSONVILLE, INC.

BONANZA STORE OF WENATCHEE, INC.

BONANZA STORE OF WHITE CENTER, INC.

BONANZA STORE OF YAKIMA, INC.

WASHINGTON WHOLESALERS, INC.

the corporations that executed the foregoing ARTICLES OF CONSOLIDATION, and acknowledged the said instrument to be the free and voluntary act and deed of each of said corporations, for the uses and purposes therein mentioned, and on oath stated that they are authorized to execute the said instrument and that the seal affixed is the corporate seal of each of said corporations.

WITNESS my hand and official seal hereto affixed the day and year first above written.

Notary Public in and for the State

of Washington; residing at Hearle

having been approved by resolution of the respective boards of directors of Bonanza Store of Boise, Inc., Bonanza Store of Idaho Falls, Inc., Bonanza Store of Kampa, Inc., Bonanza Store of Pocatello, Inc., Bonanza Store of Twin Falls, Inc., the majority of directors of each of said corporations respectively do hereby sign this Articles of Consolidation.

<i>(</i>)
BONANZA STORIL OF BOISE, INC.
DV (ICI/NI)
Otto Ries Director
Dudley Panchot Director
Dudley Panchot Director
Leon L. Holfstone Director
Leon L. Collaborio
OF CALDUTT INC
BONANZA STYPE OF CALDWELL, INC.
RY
Otto Ries Director
Dudley Panchot Director
Dudley Panchot Director
Leon L. Wolfstone Director
BONANZA SPORT OF TRAILS, INC.
(UXTO 1/10)
BY Director
Otto Ries/// Director
Dudle Jacchat
Otto Ries Director Dudley Panchot Director
Dudley Pancnot Director
Dudle Jacchat
Dudley Panchot Director Leon L. Wolfston Director
Dudley Pancnot Director
Dudley Panchot Director Leon L. Wolfston Director BOHANZA STORK OF NAMPA, INC.
Dudley Panchot Director Leon L. Wolfston Director
Dudley Panchot Director Leon L. Wolfston Director BONANZA STORK OF NAMPA, INC. BY Otto Ries Director
Dudley Panchot Director Leon L. Wolfston Director BONANZA STORE OF NAMPA, INC. BY Otto Ries Director Director Director
Dudley Panchot Director Leon L. Wolfston Director BONANZA STORE OF NAMPA, INC. BY Otto Miss Director Director Director

BON	ANZA	STOR	y of	POCAT	ELLO,	INC.
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BY	Otto	Ries			, Dire	ector
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-	Leon	أ ولل	olfs	cone	Dir	ector
BON BY	Asman	STOR	or C	TMIN	フ	, INC.
	Otto	Ries	1111	\supset		ector
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