

# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

I, Ira H. Masters, 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

NAFZIGER-BANKS, INC.

was filed in the office of the Secretary of State on the 23rd day of April A. D. One Thousand Nine Hundred Forty-six and duly recorded on Film Roll 5 of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 29-103, Idaho Code, Annotated.

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 50 years' existence from the date hereof, with its registered office in this State located at Nampa, Idaho in the County of Canyon

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 23rd day of April, in the year of our Lord one thousand nine hundred forty-six, and of the Independence of the United States of America the One Hundred Seventieth.

Secretary of State.

ARTICLES OF INCORPORATION

OF

NAFZIGER-BANKS, INC.

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KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, three or more natural persons of full age, at least two-thirds of whom are citizens of the United States or of its territories, incorporated or unincorporated, or possessions, and all of whom are bona fide residents of the State of Idaho, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and do hereby certify, adopt, sign and acknowledge these Articles of Incorporation, as follows:

ARTICLE I.

That the name of this corporation is:

NAFZIGER-BANKS, INC. *OV*

ARTICLE II.

That the corporate existence of this corporation shall be fifty(50) years.

ARTICLE III.

That the place where the principal business of this corporation shall be transacted is Nampa, Canyon County, Idaho, and the location and Post Office address of its registered office shall be in Nampa, Canyon County, Idaho; meetings of the stockholders and of directors may be held either within or without the State of Idaho.

ARTICLE IV.

That the purposes for which this corporation is formed are as follows:

(a) To do a general merchandising and Department Store business, including the buying, selling and trading in all kinds of merchandise, including, wearing apparel for men, women and children's clothing, shoes, hosiery and to do any and all things appurtenant thereto in the caring and handling, buying, selling, and ordering of any of the merchandise herein specified.

(b) To buy, sell, exchange and deal in sporting goods, sport clothing, leather goods, any and all things used or handled in connection with any and all kinds of sporting goods.

(c) The buying, selling and exchanging of any and all kinds of supplies, goods, wares and merchandise used in connection with or in any manner pertaining to the purposes of this corporation.

(d) Buying, selling, leasing, letting, mortgaging and loaning on real estate and personal property in any manner in the furtherance of the purposes of this corporation.

(e) To do any and all things in connection with said business and in the furtherance thereof not contrary to the laws of the State of Idaho or of the United States.

#### ARTICLE V.

That the stock of said corporation shall be and consist of Fifteen Thousand Shares (15,000) of common stock of the par value of ONE DOLLAR (\$1.00) per share; the shares of common stock may be issued from time to time without action by the stockholders, for such consideration as may be fixed from time to time by the Board of Directors, and the shares of stock so issued, the full consideration for which has been paid or delivered, shall be deemed fully paid stock and the holders of such shares of stock shall not be liable for any further payment thereon, nor shall the same be subject to assessment.

ARTICLE VI.

That the corporate powers of this corporation shall be vested in a Board of Directors, which shall consist of three directors who shall be shareholders in the corporation.

ARTICLE VII.

That the names, post office addresses and number of shares subscribed by each of the incorporators are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. OF SHARES</u>
HOWARD NAFZIGER	NAMPA, IDAHO	1,000 shares
DORIS NAFZIGER	NAMPA, IDAHO	1,000 shares
CHARLES C. BANKS	NAMPA, IDAHO	1,000 shares
BETTY F. BANKS	NAMPA, IDAHO	1,000 shares

ARTICLE VIII.

(a) Subject to the provisions of the corporation laws of the State of Idaho, the directors shall have power to repeal and amend by-laws and adopt new by-laws for the corporation.

(b) With the consent in writing of, or pursuant to a vote of the holders of a majority of the capital stock issued, outstanding and having voting power, the Directors shall have authority to dispose of, in any manner, the whole or any part of the property, the good will, and other intangible property of the corporation, upon such terms and conditions as they deem expedient and for the best interests of the corporation.

(c) The Directors, by a suitable by-law or by resolution passed by a majority of the whole membership of the Board, may designate one of their number as general manager, and said general manager shall have all the power provided in such by-laws or resolution.

(d) Subject to the provisions of the Statutes of Idaho, the corporation may, through appropriate by-laws provisions,

confer powers upon the Board of Directors in addition to the powers expressly conferred upon it by law, and this Certificate of Incorporation.

IN WITNESS WHEREOF, We, the undersigned subscribers, have hereunto set our hands this 2nd day of April 1946.

Howard Nafziger  
HOWARD NAFZIGER NAMPA, IDAHO  
Doris Nafziger  
DORIS NAFZIGER NAMPA, IDAHO  
Charles C. Banks  
CHARLES C. BANKS NAMPA, IDAHO  
Betty F. Banks  
BETTY F. BANKS NAMPA, IDAHO

STATE OF IDAHO )  
: ss.  
County of Canyon )

On this 2nd day of April 1946, before me, Willa Hatfield, a Notary Public in and for said State, personally appeared Howard Nafziger, Doris Nafziger, Charles C. Banks, and Betty F. Banks, known to me to be the persons whose names are subscribed to the foregoing 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.

Willa Hatfield  
Notary Public for Idaho  
Residing at Nampa, Idaho  
My Commission Expires 4/15/48

(SEAL)