



## Department of State.

### CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

CENTURY WHOLESALE, INC.

was filed in the office of the Secretary of State on the 8th day of November A.D., One Thousand Nine Hundred Seventy-six and will be duly recorded on Film No. microfilm 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 Bonneville

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 8th day of November A.D., 1976 .

Pete T. Cenarrusa  
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION

of

CENTURY WHOLESALE, INC.

WE, THE THREE UNDERSIGNED natural persons, desiring to form a corporation pursuant to Chapter 1 of Title 30, Idaho Code, do hereby certify as follows:

FIRST: The name of the Corporation is  
CENTURY WHOLESALE, INC.

SECOND: The purposes for which it is formed are to do any and all of the things hereinafter set forth as fully and to the same extent as natural persons might or could do in any part of the world, either as principal or agent, either alone or associated with other corporations, firms or individuals, or by organization of subsidiary corporations, and to do all and everything necessary, suitable, and proper for the accomplishment of any of its purposes or pertaining thereto:

- a) To establish, purchase, or otherwise acquire, own, operate, conduct, and maintain a business devoted to the sale of consumer goods and merchandise of all kinds and descriptions, both wholesale and retail, and to engage in such other business in connection therewith, and in the sale of such other commodities as may be advantageous to the corporation.
- b) To purchase, improve, develop, lease, exchange, sell, dispose of, invest in, own, acquire for investment, maintain,

operate, lease and otherwise deal in and turn to account, real estate; to purchase, lease, build, construct, erect, occupy, and manage buildings of every kind and character whatsoever; to finance the purchase, improvement, investment, development, and construction of land and buildings belonging to or to be acquired by this company, and/or any other person, firm, partnership, association or corporation and to contract and invest for the same with any person, firm, partnership, association or corporation.

- c) To acquire the good will, right, assets and property of any person, firm, association or corporation engaged in a business similar to that in which this corporation is authorized to engage, and to pay for the same in cash, shares of stock of this corporation, bonds or other evidences of indebtedness, or otherwise; to undertake or assume the whole or any part of the obligations or liabilities of any such business; to hold, conduct, or in any manner to dispose of the whole or any part of the property or business so acquired; to exercise any and all powers necessary or convenient in or about the conduct and management of such business, provided the same be within the powers of a corporation organized under the Law of the State of Idaho.
- d) To purchase, take, receive, lease, or otherwise acquire, and to own, hold, improve, use or otherwise deal in and with real or personal property, or any interest therein, and to sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets.
- e) To apply for, obtain, register, purchase, lease or otherwise acquire any patents, inventions, licenses, trade marks, trade names, copyrights, franchises, processes, formulae and the like; and to hold, use, operate, develop, grant licenses in respect of, sell or otherwise turn to account the same.

- f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of; and otherwise use and deal in and with shares of other interest in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any government, state, territory, governmental district or municipality or of any instrumentality thereof, and while the owner or holder of the same to possess and exercise in respect thereof any and all the rights, powers and privileges of individual holders or owners including the right to vote thereon.
- g) To purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer, or otherwise dispose of its own shares of capital stock, provided that it shall not purchase its own shares of capital stock when to do so would cause any impairment of its capital, and provided further that shares of its own capital stock belonging to it shall not be voted upon, directly or indirectly.
- h) To borrow or raise money for any of the purposes of the corporation, and to issue notes, bonds, debentures or other obligations of any nature for moneys so borrowed or for property acquired for any of the purposes of the corporation, and to secure the payment thereof and of the interest thereon, by mortgage upon or pledge of the whole or any part of the property of the corporation, real or personal, whether at the time owned or thereafter acquired.
- i) To lend money for its corporate purposes, invest its funds from time to time, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- j) To guarantee the payment of dividends on any shares of the capital stock or other securities, to guarantee the payment of principal and interest, or either, and the performance of sinking fund or

other obligations of any mortgage, bond, or other evidence of indebtedness, and to guarantee the performance of the contracts or other undertakings of any corporation, association, partnership, trust, firm, or individual in which the corporation may have an interest, and to do any acts or things designed to protect, preserve, improve or enhance the value of any shares of stock, bonds or evidences of indebtedness or other securities of such other corporation, association, partnership, trust, firm or individual, held by or for this corporation, insofar as these powers may lawfully be exercised by a corporation organized under the Law of the State of Idaho.

- k) To make and perform contracts, to do any acts and things necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any one or more of the purposes or objects herein enumerated or incidental to the powers herein specified, to the extent that the same may lawfully be done by a corporation organized under the Law of the State of Idaho.
- l) To carry out all or any part of the aforesaid purposes and objects and to conduct its business at one or more places in the State of Idaho, and, in so far as may be permitted by law, in any state, territory, district, or possession of the United States, or in any foreign country.

It is intended that the foregoing clauses shall be construed both as purposes and powers and that, in addition to the foregoing powers, the corporation shall have and may exercise all the powers now or hereafter conferred by the laws of the State of Idaho and acts amendatory thereof and supplemental thereto upon corporations formed under the law of said state. The foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the powers of the corporation.

THIRD: The duration of the corporation shall be perpetual.

FOURTH: The location and post office address of its registered office in Idaho is 920 Lincoln Road, Idaho Falls, Idaho, 83401, (P. O. Box 2439).

FIFTH: The amount of the total authorized capital stock shall be \$200,000.00, and the total number of shares that may be issued by the Corporation is 200,000, at the par value of \$1.00 per share and shall be designated Common Stock.

The Corporation may issue and sell its authorized shares, from time to time, for such consideration as may be fixed, from time to time, by the Board of Directors. Any and all shares so issued shall be deemed fully paid and non-assessable and the holder of such shares shall not be liable to the Corporation or to its creditors in respect thereto.

Restrictions on the transferability of the shares of stock of the company are authorized upon the agreement of the shareholders.

SIXTH: The name and post office addresses of each of the incorporators and the number of shares subscribed by each is as follows:

Newell Bradley	920 Lincoln Road
	Idaho Falls, Idaho 83401

One (1) share subscribed

James A. Fanning	280 Redwood
	Idaho Falls, Idaho 83401

One (1) share subscribed

Gary Roberts	1635 Parley Drive
	Idaho Falls, Idaho 83401

One (1) share subscribed

SEVENTH: All of the subscribers to this certificate are of full age, are citizens of the United States, and residents of the State of Idaho.

EIGHTH: The corporation reserves the right to amend, alter, change, or repeal any provision contained in this certificate of incorporation or in any amendment thereto in the manner now or hereafter prescribed by law, and all rights conferred upon shareholders in the certificate of incorporation or any amendment thereto are granted subject to this reservation.

IN WITNESS WHEREOF, we have made, signed, and acknowledged this certificate this 29<sup>th</sup> day of October, 1976.

James A. Fanning

G. M. Bradley

Gary J. Roberts

STATE OF IDAHO           )  
                                  ) ss  
County of Bonneville )

On this 29th day of October, 1976, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared Newell Bradley, James A. Fanning and Gary Roberts, 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.

Carol A. Kinsey

Notary Public for Idaho  
Residing at Idaho Falls  
My Commission Expires: 11/29/76