



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

FARGO'S, INC.

was filed in the office of the Secretary of State on the **sixth** day
of **October** A.D., One Thousand Nine Hundred **seventy-five** and
~~will be~~ ~~duly recorded on film~~ ~~microfilm~~ 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
Pocatello, Idaho in the County of **Bannock**

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 **sixth** day of **October**,
A.D., 1975 .

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION
OF
FARGO'S INC.

KNOW ALL MEN BY THESE PRESENTS, That we the undersigned, all of whom are citizens of the United States of America, residents of the State of Idaho, and of legal age, have today voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we hereby certify:

I.

The name of said corporation shall be "FARGO'S INC."

II.

The duration of the corporation shall be perpetual.

III.

The location and post office of the registered office of the corporation in the State of Idaho shall be Box 1669, Pocatello, Idaho.

IV.

The authorized capital stock of the corporation shall be One Million (1,000,000) shares of no par stock. All of the stock shall be of the same class, have the same powers and voting rights and shall not be assessable for any purpose whatsoever.

V.

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise

acquire any shares of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

VI.

The business of this corporation shall be managed by a Board of Directors consisting of no less than three directors. The qualifications, the term of office, manner of electing directors, the number of directors to be elected, the time, place and manner of calling meetings, and the powers and duties of the directors shall be prescribed by the By-Laws. The names and post office addresses of the directors until the first annual meeting of the stockholders are as follows:

H. W. Van Engelen	25 Tulane, Poc., ID.
Larry Thompson	2271 S. 5th, #201 Pocatello, Idaho
Laurene A. Van Engelen	25 Tulane, Poc., ID.

VII.

The purposes for which said corporation is organized are as follows:

A. To carry on the business as holding company for retail department stores and all related activities, and to carry on the business of retail department stores and all related activities.

B. To purchase, own, and sell all types of business equipment, business machines and personal property and to hypothecate same; to deal in, lease and broker leases of all types of business equipment and personal property.

C. To buy, own, sell, hypothecate, and to have the power to do each and every thing necessary to deal in real property.

D. To acquire and take over as a going concern and thereafter to carry on the business of any person, firm or corporation engaged in any business which this corporation is authorized to conduct and in connection therewith, to acquire the good will and all or any of the assets and to conduct or otherwise provide for all or any of such businesses.

E. To borrow money for its corporate purposes and to make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures or other obligations from time to time for the purchase of property for any purpose in or about the business of the corporation, and if deemed proper, to secure the payment of any such obligations by mortgage, pledge, deed of trust, or otherwise.

F. To enter into, make, perform and carry out contracts of every sort and kind which may be necessary and convenient for the business of the corporation with any person, firm, corporation, association, body politic, state or other form of government so far as and to the same extent that the same may be done and performed by

corporations organized under the laws of the State of Idaho.

G. To act as employee, agent, trustee, receiver, liquidator, manager or broker or in any other capacity with respect to the establishment or promotion of corporations, associations, undertakings, businesses or enterprises of any description; to purchase, lease, own, acquire, deal in, sell, convey or assign any rights, franchises or privileges necessary or convenient in the creation, establishment, promotion or liquidation of enterprises, businesses or undertakings.

H. To buy, sell, discount and deal in all types of securities, whether negotiable or otherwise, including, but not limited to, bills of exchange, notes, bonds, debentures, warrants and corporate stock, including the stock of this corporation; to give or receive security therefor by mortgage, pledge, or in any other fashion authorized by law.

I. To carry on a general manufacturing, wholesale, and retail merchandising business; to purchase or deal in or dispose of patents, patent rights, licenses, trade-marks, trade-names, and secret devices or processes of every kind or description; to own, acquire, buy, sell, and otherwise deal in real estate of all kinds including water rights, ditches, canals, and other appurtenances to real estate.

J. To have the powers and to do those acts, things, and deeds set forth in Section 30-114, Idaho Code, and any and all amendments thereto.

K. To do all acts and things necessary to carry out the purposes and intent expressed in the above provisions, and each and every necessary, suitable or advisable act or thing for the accomplishment thereof.

VIII.

The power to repeal and amend the By-Laws and adopt new By-Laws is hereby conferred upon the directors, as well as upon the shareholders, to be exercised by such vote of the directors or of the allotted shares as the case may be; provided, however, not less than a majority thereof as may be fixed by the By-Laws.

IX.

No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors, or officers of such other corporation; any director individually may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation and any director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the company which shall authorize such contract or transaction and may vote thereon to authorize such contract or transaction with like force

and effect as if he were not such director or officer of such other corporation and not so interested.

X.

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

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES OF STOCK</u>
H. W. Van Engelen	Pocatello, Idaho	one
Larry Thompson	Pocatello, Idaho	one
Laurene A. Van Engelen	Pocatello, Idaho	one

IN WITNESS WHEREOF, We have hereunto set our hands
this 1st day of August, 1975.

H. W. Van Engelen
H. W. Van Engelen

Larry Thompson
Larry Thompson

Laurene A. Van Engelen
Laurene A. Van Engelen

STATE OF IDAHO)

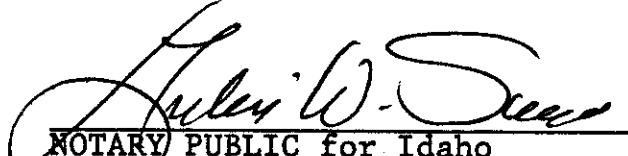
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County of Bannock)

On this 1st day of October, 1975, before me, the undersigned, a Notary Public in and for said County and State, personally appeared H. W. Van Engelen, Larry Thompson, and Laurene A. Van Engelen, known to me to be the persons whose

names are subscribed to the within and foregoing Articles of Incorporation, 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 the certificate first above written.


NOTARY PUBLIC for Idaho
Residing at: Pocatello, Idaho