

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

MARLLY, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: June 14, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *[Signature]*

ARTICLES OF INCORPORATION

of

MARLLY, INC.

JUN 14 4 36 PM '93  
SECRETARY OF STATE

1. The name of the corporation is Marlly, Inc.
2. The period of its duration is perpetual.
3. The purpose of the corporation is to transact all lawful business for which corporations may be incorporated under the laws of the State of Idaho including retail sales of personal property, ownership of all types of property, real and personal, and all activities incidental thereto.

4. The corporation shall have authority to issue one thousand (1,000) shares of common stock, all of which shares shall have no par value.

5. The address of the corporation's initial registered office is 737 North 7th Street, Boise, Idaho 83702. The name of its official registered agent at such address is Craig Marcus.

6. The number of directors constituting the initial board of directors of the corporation is two whose names and addresses are:

Rollin E. Galloway  
14875 N.W. Oak Hills Drive  
Beaverton, Oregon 97006

Marcia J. Galloway  
14875 N.W. Oak Hills Drive  
Beaverton, Oregon 97006

The above named persons are to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualified.



7. The name and address of each incorporator is:

Rollin E. Galloway  
14875 N.W. Oak Hills Drive  
Beaverton, Oregon 97006

Marcia J. Galloway  
14875 N.W. Oak Hills Drive  
Beaverton, Oregon 97006

8. The personal liability of a director to the corporation or its stockholders for monetary damages for breach of fiduciary duty as director is hereby eliminated and no director shall have personal liability to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except that the personal liability of a director to the corporation or its stockholders for any breach of the directors duty of loyalty to the corporation or its stockholders, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law shall not be eliminated and the personal liability of a director to the corporation or its stockholders for the liability imposed by Idaho Code 30-1-48 shall not be eliminated and the personal liability of a director to the corporation or its stockholders for personal liability for any transaction from which the director derived a legally improper personal benefit shall not be eliminated.

Dated this 5<sup>th</sup> day of June, 1993.

  
Rollin E. Galloway  
  
Marcia J. Galloway


STATE OF IDAHO

County of Ada

)  
) ss.  
)

Rollin E. Galloway and Marcia J. Galloway, being first duly sworn, upon oath, depose and say:

That they are the incorporators in the above-entitled Articles of Incorporation; that they have read the foregoing Articles of Incorporation and know the contents thereof and that the same are true as they verily believe.

  
Rollin E. Galloway

  
Marcia J. Galloway

SUBSCRIBED AND SWORN To before me this 5 day of June, 1993.

(SEAL)

  
Notary Public for State of Idaho  
Residing at: Boise  
My Commission Expires: 2/16/99

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CK #: 21383 CUST# 1  
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