

CERTIFICATE OF INCORPORATION  
OF

***THE KANGAROO POUCH, INC.***

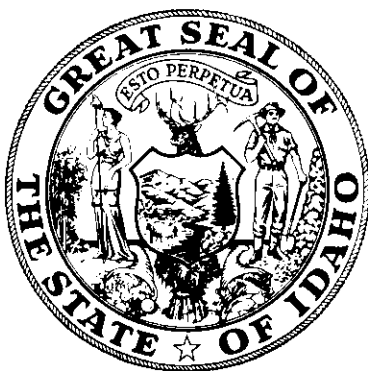
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

***THE KANGAROO POUCH, INC.***

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 22, 1983***



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: \_\_\_\_\_

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SECRETARY OF STATE ARTICLES OF INCORPORATION  
SECRETARY OF STATE  
OF

THE KANGAROO POUCH, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, pursuant to the Idaho Business Corporation Act, as set forth in Title 30, Idaho Code, Volume 5B, do hereby certify as follows:

I.

The name of the Corporation is THE KANGAROO POUCH, INC.

II.

That nature of the business and the objects and purposes for which said corporation is formed are:

(1) To buy, sell, export, import, and deal at retail and wholesale in dresses, skirts, blouses, separates, weskits, shorts, slacks, jackets, coats, suits, and other sportswear and women's and children's apparel of every nature and description, and in dress accessories and novelties of every nature and description, and in any other articles which may be conveniently or advantageously handled in conjunction with the foregoing business.

(2) To style, produce, process, prepare, merchandise, buy, sell, lease, rent, transport, distribute, export, and import, at wholesale, retail, as principal, contractor, broker, sales representative, or agent, and otherwise generally and in all ways handle, trade, and deal in and with any and all articles and items of men's, women's, children's, girls' and boys' wearing apparel, clothing, garments, and undergarments, furniture and accessories, including, but not limited to, shirts, sportswear, blouses, waists, pajamas, underwear, suits, coats, trousers, slacks, jackets, sport

clothes, dress clothing, play clothes, work clothes, overalls, robes, swimwear, beachwear, leisure wear, playwear, cruise wear, sweaters, rainwear, undergarments, neckwear, scarves, nightwear, haberdashery, belts, wallets, furnishings, jewelry, footwear, hats, caps, hosiery, athletic wear, camp wear, handkerchiefs, mufflers, knitwear, and any and all other articles of general wearing apparel, accessories, novelties, specialties, strollers, walkers, playpens, cribs and mattresses, of every kind, nature and description, and for whatever use and purpose, and of every kind and type of material and composition.

(3) To engage in the transaction of any or all lawful business for which corporations may be incorporated under this act, Title 30, Idaho Code, Volume 5B.

### III.

This Corporation shall have all the power, authority and capacity set forth in the Idaho Business Corporation Act as now enacted or hereafter amended, including but not limited to the following:

(1) To sue and be sued, complain and defend, in its corporate name.

(2) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

(3) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real and personal property, or any interest therein, wherever situate.

(4) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(5) To lend money and use its credit to assist its employees.

(6) 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 or other interests 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 other government, state, territory, governmental district or municipality or of any instrumentality thereof.

(7) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge all of or any of its property, franchises and income.

(8) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(9) To conduct its business, carry on its operations and have offices and exercise the powers granted by the act, within or without this state.

(10) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

(11) To make and alter bylaws, not inconsistent with its articles or incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

(12) To pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans

and other incentive plans for any or all of its directors, officers and employees.

(13) To be a promoter, partner, member, associate, or manager of any partnership, joint venture, trust or other enterprise.

(14) To have and exercise all powers necessary or convenient to effect its purposes.

#### IV.

The Corporation shall have perpetual existence unless sooner terminated.

#### V.

The location and post office address of the initial registered office of the corporation is located at 4859 Sheppard, in the City of Pocatello, County of Bannock, State of Idaho, or at such other place as the Board of Directors shall designate, and Claudette Stanger, 4859 Sheppard, Pocatello, Idaho, shall serve as the initial registered agent of the corporation.

#### VI.

The capital stock of the corporation shall be \$10,500.00, comprised of 10,500 shares of common stock of the par value of \$1.00 per share. Any non-issued shares herein authorized may be issued from time to time by the corporation in such manner, amounts, and proportions, and for such consideration as shall be determined from time to time by the Board of Directors, and share- holders shall have no preemptive rights.

#### VII.

Each outstanding share of stock shall be entitled to one vote on each matter submitted to a vote at a meeting of share- holders.

VIII.

The Board of Directors of the corporation shall consist of one (1) or more members, unless otherwise modified from time to time by amendment to the Articles of Incorporation. All directors shall be elected annually in accordance with the provisions of the Idaho Code 30-1-36. There shall be no classification of directors or staggering of their terms.

IX.

The names and post office addresses of the incorporators are as follows:


<u>NAME</u>	<u>ADDRESS</u>
Claudette Stanger	4859 Sheppard Pocatello, Idaho 83201
James F. Stanger	4859 Sheppard Pocatello, Idaho 83201

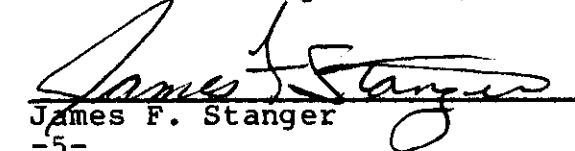
IX.

The names and post office addresses of the members of the initial Board of Directors of the Corporation, who shall serve until the first meeting of shareholders or until their successors have been duly elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Claudette Stanger	4859 Sheppard Pocatello, Idaho 83201
James F. Stanger	4859 Sheppard Pocatello, Idaho 83201
Jay Dean Stanger	450 W. Griffith Rd., #29 Pocatello, Idaho 83201
Deborah Gay Hewlett	1532 Jade Pocatello, Idaho 83201
Martin Hewlett	1532 Jade Pocatello, Idaho 83201

IN WITNESS WHEREOF, we have hereunto set our hands this 10<sup>th</sup> day of June, 1983.

  
\_\_\_\_\_  
Claudette Stanger

  
\_\_\_\_\_  
James F. Stanger

STATE OF IDAHO           )  
                                  )ss  
County of Bannock       )

On this 12<sup>th</sup> day of June, 1983, before me the undersigned Notary Public, personally appeared Claudette Stanger and James F. Stanger, 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.

Barbara Fugler  
Notary Public for Idaho  
Residing at Pocatello, Idaho