



**CERTIFICATE OF INCORPORATION
OF**

WALLACE TOY COMPANY, 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:

May 19, 1989



SECRETARY OF STATE

by:

ORIGINAL

ARTICLES OF INCORPORATION

OF

RECEIVED
SEC. OF STATE

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WALLACE TOY COMPANY, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, ROBERT C. BRUCKER and LINDA S. BRUCKER, each being citizens of the United States of America and being of full legal age, are desirous of forming a corporation under the laws of the State of Idaho, and in pursuance thereof, do hereby sign and acknowledge the following Articles of Incorporation, in duplicate originals and state as follows:

ARTICLE I.

The name of the corporation shall be WALLACE TOY COMPANY, INC., and its existence shall be perpetual.

ARTICLE II.

PURPOSES

The purposes and objects of this corporation are as follows:

A. To engage in any or all lawful business for which corporations may be organized under the Idaho Business Corporation Act; specifically, but not exclusively, manufacture and sale of toys and games, and to do all things necessary and proper in the conduct of said service.

B. To engage in generally and carry on any lawful business or trade which may, in the judgment of the Board of Directors at

any time, be necessary, useful, or advantageous to this corporation.

C. In furtherance and not in limitation of the general powers conferred by the laws of the State of Idaho, it is expressly provided that this corporation shall also have the following powers:

1. To acquire (by purchase or otherwise) and to own, hold, cancel, reissue, sell, pledge, and otherwise deal in the stock of this corporation; provided that the money or property of this corporation shall not be used for purchase of shares of its own stock when such use would cause any impairment of the capital of the corporation. The corporation shall not be entitled to vote, either directly or indirectly, on any shares of its own stock which it may hold.

2. To acquire (by purchase or otherwise) and to own, hold, cancel, reissue, sell, pledge, and otherwise deal in the bonds, debentures, notes, and other securities and obligations of this corporation.

3. To borrow money and give security therefor.

4. To enter into, make, perform, and carry out contracts of every kind for any lawful purpose pertaining to its business with any individual, entity, firm, association, or corporation or with any governmental, municipal, or public authority (domestic or foreign).

5. To do everything necessary, proper, convenient, or incidental to the accomplishment of the purposes and objects of this corporation or which is calculated directly or indirectly to

promote the welfare or interests of the corporation and to enhance the value or render profitable any of its properties or rights.

6. To do any and all of the things set forth in this Article to the same extent a natural person might or could do and in any part of the work as principals, agents, contractors, trustees, or otherwise, either alone or in company of others.

Provided, however, that nothing herein contained shall be deemed to authorize or permit the corporation to exercise any power or to do any act which a corporation formed under the General Business Corporation's Act of the State of Idaho located in Title 30 of the Idaho Code, or any amendment thereto or substitute therefore, may not at the time, lawfully carry on or do.

ARTICLE III

PREEMPTIVE RIGHTS

The holders of shares of any class of the corporation's stock shall have the first right, during a reasonable time to be fixed by the board of directors, to purchase shares of the same class authorized for sale by the corporation, in proportion to their respective boldings of shares of such class at a price to be fixed by the board of directors.

ARTICLE IV

REGISTERED AGENT

The location and address of the registered office of the

corporation shall be 133 King Street, Wallace, Idaho, 83873. The registered agent of the corporation shall be ROBERT C. BRUCKER.

ARTICLE V

The authorized capital stock of the corporation shall be fifty thousand (50,000) shares consisting of fifty thousand (50,000) shares of common stock having a par value of One Dollar (\$1.00) each.

The corporation shall have the right to purchase its own shares from the unreserved and unrestricted capital surplus available, as well as from the unreserved and unrestricted earned surplus available.

ARTICLE VI

DIRECTORS

A. The number of directors of the corporation shall be fixed as provided in the By-Laws, and may be changed from time to time by amending the By-Laws, as therein provided, but the number of directors shall be at least one (1).

B. In furtherance and not in limitation of the powers conferred by the laws of the State of Idaho, the Board of Directors is expressly authorized to make, alter, and repeal the By-Laws of the corporation, subject to the power of the shareholders of the corporation to change or repeal such By-Laws.

C. The corporation may enter into contracts and otherwise transact business as vendor, purchaser, or otherwise with its directors, officers, and shareholders and with corporations, associations, firms, and entities in which they are or may be or

become interested as directors, officers, shareholders, members, or otherwise, as freely as though such adverse interests did not exist, even though the vote, action, or presence of such director, officer, or shareholder may be necessary to obligate the corporation upon such contracts or transactions; and, in the absence of fraud, no such contract or transaction shall be avoided and no such director, officer, or shareholder shall be liable to account to the corporation (by reason of such adverse interests or by reason of any fiduciary relationship to the corporation arising out of such office or stock ownership) for any profit or benefit realized by him through any such contract or transaction; provided, however, in the case of directors and officers of the corporation (but not in the case of shareholders who are not directors or officers) the nature of the interest of such directors or officers, though not necessarily the details or extent thereof, be disclosed or known to the Board of Directors of the corporation at the meeting thereof at which such contract or transaction is authorized or confirmed. A general notice that a director or officer of the corporation is interested in any corporation, association, firm, or entity shall be sufficient disclosure as to such director or officer with respect to all contracts and transactions of that corporation, association, firm or entity.

D. Any contract, transaction, or act of the corporation or of the directors or of any officer of the corporation which shall be ratified by a majority of a quorum of the shareholders of the

corporation at any annual meeting or any special meeting called for such purpose shall, insofar as permitted by law, be valid and binding as though ratified by every shareholder of the corporation.

E. The first directors of this corporation shall be two (2) in number and their names and addresses are as follows:

<u>Name</u>	<u>Address</u>
ROBERT L. BRUCKER	133 King Street Wallace, Idaho 83873
LINDA S. BRUCKER	133 King Street Wallace, Idaho 83873

The term of the first directors shall be until the first annual meeting of the shareholders of the corporation and until their successors are elected and qualified.

ARTICLE VII

INCORPORATORS

The names and addresses of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
ROBERT C. BRUCKER	133 King Street Wallace, Idaho 83873
LINDA S. BRUCKER	133 King Street Wallace, Idaho 83873

ARTICLE VIII

AMENDMENT; ALTERATION

The corporation reserves the right to amend, alter, change and repeal any provision contained in these Articles of Incorporation by a two-thirds (2/3) vote of the number of

outstanding shares of common stock at any regular meeting of shareholders or at any special meeting called for that purpose; and all rights conferred upon shareholders, are subject to this reservation.

IN WITNESS WHEREOF, the incorporators hereunto set their hands this 15 day of May, 1989.

Robert C. Brucker
ROBERT C. BRUCKER

Linda S. Brucker 5-15-89
LINDA S. BRUCKER

STATE OF IDAHO)
) ss.
County of Shoshone)

On this 15 day of May, 1989, before me, the undersigned Notary Public, personally appeared, ROBERT C. BRUCKER and LINDA S. BRUCKER, known to me to be the Incorporators of the corporation and that the document was executed on behalf of the said corporation and it was acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.

Harris V Anderson
Notary Public for Idaho
Residing at: Wallace, Idaho
My Commission Expires: 12-18-94