

CERTIFICATE OF INCORPORATION  
OF

***SHOES AND THINGS INCORPORATED***

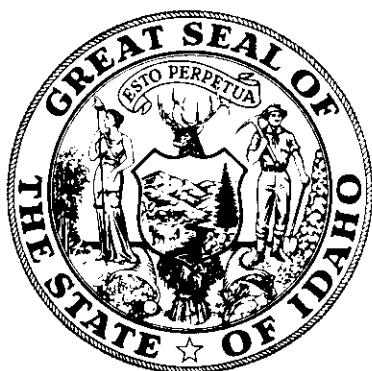
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

***SHOES AND THINGS INCORPORATED***

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: ***July 19, 1982***



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

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

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SECRETARY OF STATE

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SECRETARY OF STATE

OF

SHOES AND THINGS INCORPORATED

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, DARREL R. HOGLAN, DIXIE HOGLAN, and KIMBERLY D. TINKESS, being three (3) natural persons of full age, who are citizens of the United States, have this day associated themselves voluntarily for purposes of forming a private, domestic corporation under the laws of the State of Idaho and to that end do hereby adopt Articles of Incorporation as follows:

FIRST: Corporate Name: The name of this corporation shall be Shoes and Things Incorporated.

SECOND: Corporate Existence: The period of existence and duration of this corporation shall be perpetual.

THIRD: Registered Office and Registered Agent: The location of the registered office of this corporation shall be 158 East Main, Grangeville, Idaho 83530, with the registered office of said corporation being located at the same address. The registered agent to accept process pursuant to law shall be Darrel R. Hoglan, whose address and mailing address shall be the same as set forth in this paragraph.

FOURTH: Corporate Purposes: The nature of the business, and objects and purposes of this business to be transacted, promoted and carried on are to do any or all of the following things herein mentioned as fully and to the same extent as natural persons might or could do in any part of the world, viz:

1. To merchandise, sell, offer for sale, and to distribute at wholesale or retail, clothing, shoes, leather goods, jewelry, of all kinds and descriptions whatsoever. To in addition, sell at retail any other generally associated merchandise item related to the retail sales of clothes, footwear or any other associated retail sale item. To sell

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in addition, general merchandise of all kinds and descriptions whatsoever as shall in the discretion of the Board of Directors be reasonably associated with the operation of a retail clothing and footwear store.

To sell any other articles of merchandise which are necessary or incidental to the business herein described and contemplated.

Furthermore, the corporation shall have the power to do all things necessary and incidental to the purposes and things set forth in the preceding paragraph as may be deemed necessary and reasonable by the Board of Directors.

2. To have and exercise all of the powers now or hereafter conferred by the laws of the State of Idaho upon corporations organized pursuant to the laws under which this corporation is organized and to do any and all acts amendatory thereof and supplemental thereto.

3. To invest the assets of the corporation in property of every kind and character, real, personal, or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, choses in action, securities, stocks, bonds, warrants, mortgages, notes, and other obligations and evidences of interest indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof. That the corporation shall have the power to deal in real estate of all forms regardless of whether it be the leasing, owning outright, investing in, or sale of any real property wherever situated.

4. To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining, and act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.

5. To let concessions to others to do any of the things

that this corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm, association or corporation, or any government or authority or subdivision or agency thereof.

Nothing herein contained shall be construed as giving the corporation any rights, powers, or privileges not permitted to it by law, but the occurrence in any of the foregoing clauses of this article of any purpose, power, or object prohibited by the laws of the State of Idaho, or the United States of America, or any other state or district, in which the corporation may carry on business shall not invalidate any other purpose, power, or object not prohibited, by reason of contiguity or apparent association therewith.

6. To acquire, and to make payment therefore, in cash, for the stock or bonds of this corporation or by undertaking or assuming any obligations and liabilities of the transferor, or in any other way, goodwill, rights and property, the whole or any part of the assets, tangible or intangible, and to undertake or sue the liabilities of any person, firm, association or corporation; to hold or in any manner dispose of the whole or any part of the business so acquired and to exercise all of the powers necessary or convenient for the conduct and management thereof.

FIFTH: Directors Powers: In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors are specifically authorized to:

1. To make and alter bylaws of this corporation, to fix the amount to be reserved as working capital over and above its capital stock paid in, and to authorize and cause to be executed mortgages and liens upon the real property and

personal property of this corporation.

2. Pursuant to the affirmative vote of seventy-five percent (75%) of the issued and outstanding stock, or when authorized by the written consent of seventy-five percent (75%) of the holders of the stock issued and outstanding, the Board of Directors shall have the authority at any meeting to sell, lease, or exchange all of the property and assets of this corporation, including its goodwill and corporate franchise, upon such terms and such conditions as its Board of Directors may deem expedient and for the best interests of the corporation.

SIXTH: The Corporate Stock: The capital stock of this corporation shall be Twenty-Five Thousand Dollars (\$25,000), divided into Two Hundred Fifty (250) shares of stock of par value of One Hundred Dollars (\$100) per share. No distinction shall exist between the shares of this corporation and all such shares have the same right in the corporation.

SEVENTH: Capitalization: All or any portion of the capital stock may be issued for cash or payment for real or personal property, services, or any other right or thing of value, for the uses of the corporation, and when so issued, shall become and be fully paid, the same as though paid for in cash at par; and the directors shall be the sole judges of the value of any property, thing or right acquired in exchange for the capital stock.

EIGHTH: Increased Capitalization: From time to time the capital stock may be increased according to law, and may be issued in such amounts and proportioned as shall be determined by the Board of Directors and may be permitted by law.

NINTH: Incorporators: The name and post office address of each of the incorporators and a statment of the number of

shares subscribed for by each is as follows:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>	<u>Amount</u>
Darrel R. Hoglan	Route 2 Grangeville, ID 83530	10	\$100.00
Dixie Hoglan	Route 2 Grangeville, ID 83530	10	\$100.00
Kimberly D. Tinkess	130 East South 5th Grangeville, ID 83530	2	\$ 20.00

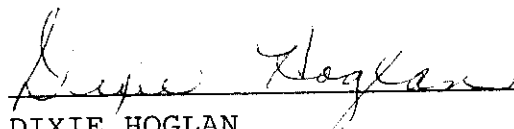
TENTH: Initial Board of Directors: The names and addresses of the initial Board of Directors are as follows:

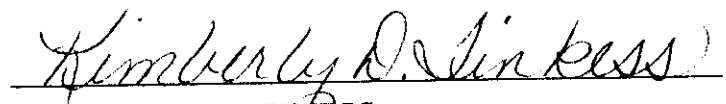
Darrel R. Hoglan	Route 2	Grangeville, ID	83530
Dixie Hoglan	Route 2	Grangeville, ID	83530
Kimberly D. Tinkess	130 East So. 5th	Grangeville, ID	83530

ELEVENTH: Amendment of Articles: This corporation reserves the right to amend, alter, change, or repeal any provisions contained in this certificate of incorporation in the manner now or hereafter prescribed by the statute, and all rights conferred upon stockholders herein are granted, subject to this resolution.

TWELFTH: Limitation of Liability: The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

  
DARREL R. HOGLAN

  
DIXIE HOGLAN

  
KIMBERLY D. TINKESS

STATE OF IDAHO )  
County of Idaho) ss

On this 28 day of June, 1982, before me,  
a Notary Public in and for the said County and State, personally  
appeared DARREL R. HOGLAN, DIXIE HOGLAN, and KIMBERLY D. TINKESS,  
known to me to be the persons whose names are subscribed to  
the within instrument and they acknowledged to me that they  
freely executed the same.

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

(NOTARY SEAL)

Paul E. Emmer  
Notary Public for the State of Idaho,  
Residing at Grangeville, therein.