



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

MORFITT STORES OF MARSING, INC.

was filed in the office of the Secretary of State on the **First** day
of **April**, A.D. One Thousand Nine Hundred **Sixty**, and
duly recorded on Film No. **111** of 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

Marsing, in the County of **Owyhee**.

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 **1st** day of **April**,
A.D., **1960**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

MORFITT STORES OF MARSING, INC.

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

I.

The name of this corporation is:

MORFITT STORES OF MARSING, INC.

II.

The purposes for which this corporation is formed are:

- (a) To engage in a general mercantile business to purchase, sell and deal in goods, wares and merchandise of every type or nature.
- (b) To establish and conduct a general department store in all of its branches, purchasing, selling and dealing in dry goods, ladies', men's and children's clothing, groceries, meats, poultry, fish and food items of every type, drugs, jewelry, chinaware, silverware, hardware, electrical supplies, leather goods, farm machinery and equipment, automobiles and automotive equipment and supplies.
- (c) To acquire, own, lease (either as lessor or as lessee) real property, wherever located, and to erect buildings and structures of every kind or nature thereon.
- (d) To purchase, acquire, own, hold, lease (either as lessor or as lessee), sell, exchange, mortgage, pledge and generally deal in machinery, equipment and personal property of every type and description and wherever located.
- (e) To borrow money for any purpose of this corporation without limit as to amount, and to issue bonds, debentures, notes or other evidences of indebtedness, secured or unsecured, of this corporation for the moneys so borrowed, or in payment for property acquired, or for any other objects or purposes of this corporation or in connection with its business; and to secure payment of such debentures, notes or other obligations by mortgages or deeds of trust or pledges or other liens upon any or all of the property of this corporation, wheresoever located.

(f) To purchase, hold, sell and transfer the shares of its own capital stock; provided, however, it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided further, that the shares of its own capital stock owned by it shall not be voted upon, directly or indirectly.

(g) To acquire and hold all or any part of the capital stock, assets or good will of any business, of any person, firm, association or corporation engaged in any business in whole or in part similar to that of this corporation, and to hold, utilize and in any manner dispose of the whole or any part of the stocks, assets, good will and rights so acquired, and to conduct in any lawful manner, in whole or in part, any business so acquired, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation engaged in the business so acquired.

(h) To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or desirable for the furtherance of the business of this corporation, with any persons, firms, corporations, associations, any state, territory or municipality of the United States or any foreign country, government or body politic.

(i) To adopt, apply for and register, purchase, lease or otherwise acquire, and to use, maintain, protect, and to sell, assign or grant licenses or other rights in respect to any trade marks, trade names, patents, patent rights, copy-rights, inventions, formulas, processes and rights analogous thereto.

(j) To carry out all or any part of the foregoing objects or purposes as principal or agent or otherwise, either alone or in conjunction with any person, association or other corporation and in any part of the world; and in carrying on its business and for the purpose of attaining or furthering any of its objects or purposes, to make and perform such contracts of any kind and description, to do such things and such acts and to exercise any and all such powers as a natural person could lawfully make, perform, do or exercise, provided that the same be not inconsistent with the objects or purposes of this corporation or of the statutes of the State of Idaho.

(k) To conduct its business in all or any of its branches in the State of Idaho and in any and all other states, territories, possessions, colonies and dependencies of the United States and in the District of Columbia, and in any or all other foreign countries, and to have one or more offices within or outside of the State of Idaho.

(l) The objects as specified herein shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause or paragraph of these Articles. The objects, purposes and powers specified in each of the clauses or paragraphs in these Articles shall be regarded as independent objects, purposes and powers.

The foregoing shall be construed as objects and powers and the enumeration thereof shall not be held to limit or restrain in any manner the general powers now or hereafter conferred on this corporation by the statutes of the State of Idaho.

III.

The period of existence and duration of the life of this corporation shall be perpetual.

IV.

The location and post office address of the registered office of this corporation in the State of Idaho shall be Marsing, in the County of Owyhee, State of Idaho.

V.

Section 1. This corporation shall be authorized to issue one class of shares of capital stock to be designated "common stock". The total number of shares of common stock which this corporation shall be authorized to issue is 5,000. The aggregate par value of the common stock of this corporation shall be \$50,000.00. The par value of each share of common stock issued by this corporation shall be \$10.00.

Section 2. The common stock of this corporation shall be nonassessable; and the private property of shareholders in this corporation shall not be liable for the debts, obligations or liabilities of this corporation.

VI.

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

<u>Name</u>	<u>Address</u>	<u>Shares Subscribed</u>
Carl Morfitt	Wilder, Idaho	One
Leila G. Morfitt	Wilder, Idaho	One
Helen M. Durham	Wilder, Idaho	One

Each of the persons above enumerated as incorporators is a natural person over the age of twenty-one years, and is a citizen of the United States of America.

VII.

A member of the Board of Directors of this corporation shall not be required to be a holder of any of the shares of the common stock of this corporation.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the statutes of the State of Idaho, we, the undersigned, constituting the incorporators of this corporation, have executed these Articles of Incorporation the 30 day of March, 1960.

Carl Morfitt
Carl Morfitt

Leila G. Morfitt
Leila G. Morfitt

Helen M. Durham
Helen M. Durham

STATE OF IDAHO) ss.
County of Canyon)

On this 30 day of March, 1960, before me, a Notary Public in and for said State, personally appeared CARL MORFITT, LEILA G. MORFITT and HELEN M. DURHAM, known to me to be the persons whose names are subscribed to the foregoing 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.

(SEAL)


Notary Public for Idaho
Residence: Wilder, Idaho

My com. expired April 4, 1962