



CERTIFICATE OF INCORPORATION
OF

CLAIRCO, 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 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: April 2, 1986



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

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

CLAIRCO, INCORPORATED

APR 2 3 08 PM '86
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, each of whom is a citizen of the United States and of the State of Idaho, over the age of maturity, have this day, voluntarily associated ourselves together for the purpose of organizing and forming a corporation for profit under the laws of the State of Idaho, and we do hereby certify and declare, to-wit:

ARTICLE I

That the name of the corporation hereby organized shall be CLAIRCO, INCORPORATED.

ARTICLE II

The Corporation hereby organized shall have perpetual existence unless the same is dissolved or otherwise terminated according to law.

ARTICLE III

The location and post office address of the registered office and the principal place of business of the Corporation in

the state of Idaho shall be Post Office Address, Box 644, Malta, Idaho, 83342, and the name of the registered agent of the Corporation is Clair T. Robinson, whose business office is identical with such registered office, all as required by Section 30-1-12 Idaho Code.

ARTICLE IV

The objectives and purposes for which this Corporation is organized and the powers and authorities to be possessed by it, under and by virtue of its Corporate Charter are as follows,

1. To engage in manufacturing, assembling, marketing and selling at wholesale or at retail of toy merchandise called KOWBOY KORRALS toys.

2. The Corporation is organized under the authority of Section 30-1-3 Idaho Code for the purpose of engaging in any other lawful business or purpose, whether specified herein or not, all as is contemplated by the General Business Corporations Act of the State of Idaho. And excepting herefrom, any business purpose for which the law of the State of Idaho requires the filing of Articles of Incorporation pursuant to special provisions applicable to designated classes of corporations.

ARTICLE V

This Corporation shall have such powers as are

authorized by the General Business Corporations Act of the State of Idaho, and particularly, Section 30-1-4 Idaho Code and such other and further powers as shall be specified with particularity in the By-Laws of the corporation. The Corporation shall particularly have, and empowered to do, any and all things necessary, proper and/or convenient to affect the business purposes of this Corporation.

ARTICLE VI

The authorized capital stock of the Corporation shall consist of fifty thousand shares of common capital stock, having a par value of ten dollars per share. Each share shall have the same equal pre-emptive right, voting power, and right upon dissolution. The shares of capital stock shall be non-accessible.

ARTICLE VII

The name and post office address of each of the incorporators of this corporation and the number of shares for which each has subscribed is:

NAME	ADDRESS	NO. OF SHARES
Clair T. Robinson	P.O. Box 644 Malta, Idaho 83342	400
D. Floy B. Robinson	P.O. Box 644 Malta, Idaho 83342	400
Edward Lee Robinson	9031 Inca Court Boise, Idaho 83706	175
Deborah Yates Robinson	9031 Inca Court Boise, Idaho 83706	175

ARTICLE VIII

DIRECTORS AND OFFICERS

The business and affairs of the corporation shall be managed and controlled by a Board of Directors composed of four persons, each of whom shall be required to be a stockholder in the corporation. The first Board of Directors shall be composed of the incorporators, above-named, and they shall hold office until their successors shall have been elected at the next annual meeting of stockholders of the corporation.

The officers of the corporation shall consist of a President, Vice-President, Secretary and Treasurer. The offices of Secretary and Treasurer may be held by the same person. The officers shall be elected by and from the Board of Directors and shall have such powers and authority as is set forth in the By-Laws of the corporation.

ARTICLE IX

The incorporators of this corporation shall have the first right and option to buy or acquire any of the common stock of any incorporator above-named and the sale or other disposition of said stock, shall be controlled exclusively by the conditions of the By-Laws of this corporation.

CERTIFICATES OF INCORPORATION

The shares of the corporation shall be represented

by certificates signed by the President or a Vice-President and the Secretary or an assistant Secretary of the corporation and shall be sealed with the seal of the corporation or a facsimile thereof. The signatures of the President or the Vice-President and the Secretary or assistant Secretary upon a certificate shall be the actual signature of the President, Vice-President and the Secretary or assistant Secretary and shall not be signed by a facsimile of the signatures of said officers.

Each certificate representing shares shall state upon the face thereof:

a. That the corporation is organized under the laws of the State of Idaho.

b. The name of the person to whom it was issued,

c. The number of shares which such certificate represents,

d. The par value of each share represented by such certificate,

e. That the share of stock is of one class with equal pre-emptive right, voting power, and right upon dissolution,

f. That the shares of said stock shall not be accessible,

g. That the transfer of said stocks is restricted by the Articles and By-Laws of the corporation, giving to incorporators herein, a right and option to acquire the shares of other incorporators.

IN WITNESS WHEREOF, we have hereunto set our hands and
seals in triplicate this 28th day of March, 1986.

Clair T. Robinson
Clair T. Robinson

D. Floy B. Robinson
D. Floy B. Robinson

Edward Lee Robinson
Edward Lee Robinson

Deborah Yates Robinson
Deborah Yates Robinson

STATE OF IDAHO)
) ss.
County of Cassia)

On this 28th day of March, 1986, before me, the
undersigned Notary Public, in and for the State of Idaho,
personally appeared CLAIR T. ROBINSON, D. FLOY B. ROBINSON, EDWARD
LEE ROBINSON and DEBORAH YATES ROBINSON, known to me to be the
persons whose names are subscribed to the within and 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 on the day and year in this certificate
first above written.

(SEAL)

Norma H. Harrison
Notary Public
Residing at Burley, Idaho