

## 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

**H & W MERCANTILE, INC.**

was filed in the office of the Secretary of State on the **FIRST** day of **JULY** A.D. One Thousand Nine Hundred **SIXTY-FIVE** and duly recorded on Film No. **microfilm** 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 **Weippe** in the County of **Clearwater.**

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 **First** day of **July**, A.D., 19**65**.

**ARNOLD WILLIAMS**  
Secretary of State

By **Deputy** Secretary of State.

# ARTICLES OF INCORPORATION

of

## H & W MERCANTILE, INC.

We, the undersigned, being all adult citizens of the United States, hereby associate ourselves together for the purpose of forming a corporation pursuant to Chapter 1 of Title 30, Idaho Code, and all acts supplemental thereto and amendatory thereof, and we do hereby adopt and certify the following Articles of Incorporation, to-wit:

### ARTICLE I (Name)

The name of this corporation shall be "H & W MERCANTILE, INC."

### ARTICLE II (Term)

The term of existence of this corporation shall be perpetual.

### ARTICLE III (Purposes)

The purposes for which this corporation is formed are:

To own, operate, manage, and generally to conduct, either directly or through a subsidiary or subsidiary corporations or under an assumed business name, the business of a general mercantile or general merchandise business at one or more stores or places; and generally to engage in the business of a general mercantile or general merchandise business at one or more stores or places; and generally to engage in the business commonly known as a chain store business; in furtherance of such purposes to purchase or otherwise acquire the whole or any part of the property, assets, business, good will, and rights, either subject or not subject to the whole or any part of the bonds, mortgages, franchises, leases, contracts, indebtedness, guarantees, liabilities, and obligations of any individual, partnership, association, corporation, or organization, and to pay for the same or any part or combination thereof in cash

or obligations of the transferor or otherwise; and to hold or in any manner dispose of the whole or any part of the property and assets so acquired and purchased, and to conduct, manage, and carry-on in any lawful manner the whole or any part of the business so acquired.

To acquire by purchase, lease, or otherwise, and to improve, and develop real property. To erect dwellings, apartment houses, and other buildings or improvements, private or public of all kinds; to construct, operate and manage trailer parks and to sell or rent any of the same. To lay out, grade, pave, and dedicate roads, streets, avenues, highways, alleys, courts, paths, walks, parks, and playgrounds. To buy, sell, mortgage, exchange, lease, let, hold for investment or otherwise, use and operate, real estate of all kinds, improved or unimproved, and any right or interest therein. To buy or otherwise acquire real estate and to subdivide, plat, and sell the same, and generally to buy, sell, and deal in real and personal property of every kind and description in such manner, and upon such terms as the Board of Directors may determine; to act as trustee in every kind of fiduciary capacity, and generally to do all things necessary or convenient which are incident to or connected with development of real property which a natural person might or could do.

To engage in the business of repairing or selling radios, phonographs, television sets, and any and all other electrical equipment or devices and to engage in any and all activities connected in any way with the operation of the said business.

To introduce, erect, operate, conduct, manage, maintain and carry-on a restaurant, cafe, or cabaret business, or any combination of restaurant, cafe or cabaret business; to buy, sell, lease or otherwise dispose of, and to operate, conduct, furnish, equip, and manage restaurants, inns, eating houses, taverns, cabarets, cafes, or places of entertainment, or any combinations of any of said businesses, and generally to do and perform everything necessary for carrying out the aforesaid purposes. To buy, or otherwise acquire, manufacture, market, prepare for market,

sell, deal in, and deal with, import, and export food and food products of every class and description, fresh, canned, preserved or otherwise, and to prepare and serve all foods, beverages, alcoholic or non-alcoholic, and other preparations and refreshments of all kinds.

To conduct the business of a filling and service station, which business shall include the dealing in gasoline and all other petroleum products; all kinds of oils and products used for motor fuel or lubrication; all manner of accessories and appliances to be used on motor vehicles of every kind and description, and other articles and items of interest useful to or desirable for patrons of such a filling station; washing, polishing and storing of motor vehicles; and such other business as is usual, proper, and necessary in such enterprise, including automatic, selfservice, or other type of automobile washing business.

To purchase, lease, erect, operate, manage, or maintain theatres and other places of amusement, and to provide vaudeville, moving pictures, and other theatrical attractions and other amusements.

To own, lease, operate or manage a business of a laundry or laundry and drycleaning works, including automatic or coin-operated laundries and drycleaning establishments. To acquire, maintain and operate real estate, plants, delivery trucks, machinery, apparatus, and equipment of all kinds, requisite for the conduct of the laundry or drycleaning business.

To purchase, maintain and to operate retail or wholesale drugstores; to buy, sell at wholesale or retail, and to deal in all kinds of drugs, chemicals, oils, paints, and patent proprietary and other medicines and to carry on a general drugstore business; and to do all other acts and things ordinarily done in connection with a general drugstore business.

To manufacture, buy, sell and generally deal in brick, stone, lumber, cement and any and all other materials capable of use in the construction of any

kind of building, and to generally carry on the business of dealers in new and second hand building materials, including precut or prefabricated buildings.

To buy, sell, lease, conduct or operate bowling alleys for the general public, and in connection therewith, to buy and sell any and all articles generally sold in bowling alleys, and to carry on any other business or concession usually conducted or carried on in connection with a bowling alley.

To carry on the business of bakers, confectionaires, delicatessen dealers, ice cream, soda water, soft drink dispensers, restaurateurs, caterers, and dealers in fruit and edibles in all their branches; to manufacture, buy, sell, import, export, trade and deal in bread, cakes, pies, crackers, biscuits, pasteries, ice cream, sherbets, fruit juices, extracts, soda fountain beverages, and other food products and all kinds of pasteries, breadstuffs, and other articles of a similar nature.

To manufacture, sell, lease and to acquire property for the purpose of carrying on the business of manufacturing, selling, or leasing any and all kinds of agricultural machinery, implements and tools, including small gardening tools and any and all articles pertaining to agriculture.

To manufacture, sell at wholesale or retail, rent or lease individually or in connection with any national leasing company, all types of house trailers, camping trailers, campers, removable pickup campers, boats, trailers, and any and all accessories thereto; to export or import any and all of said articles.

To own, operate, buy, sell or lease hunting lodges, or camps, fishing lodges or camps, hunting rights or areas, fishing rights, lakes, resorts, hotels, motels, nursing homes or rest homes, together with any and all fixtures or equipment necessary or convenient in the operation of any of said businesses.

To export and import equipment or merchandise of all kinds without limitation.

To manufacture, buy, sell, trade, lease or repair all and every kind of sport or commercial fishing tackle, including but not limited to hooks, spinners,

lures, artificial bait, live bait, reels, poles, nets, knives, tackle boxes and accessories thereto; to manufacture, buy, sell, trade, lease or repair all and every article generally used in sport or commercial hunting of big or small game or target shooting including, but not limited to guns, scopes, ammunition, reloaders, gun scabbards and slings, knives, hatchets, axes, pack equipment and any and all other items used in hunting or target shooting.

To own, operate, buy, sell, trade or lease any and all commercial fishing boats or equipment, canneries or processing businesses.

To construct or to acquire a housing project or projects, and to operate the same; to enable the financing and the construction of such rental housing with the assistance of mortgage insurance under the national housing act; to enter into, perform, and carry out contracts of any kind necessary to or in connection with or incidental to the accomplishment of the purposes of the corporation, including expressly any contract or contracts with Federal Housing Commissioner which may be desirable or necessary to comply with the requirements of the National Housing Act as amended, and the regulations of the commissioner thereunder, pertaining to the regulation or restriction of mortgagors as to rents, sales, charges, capital structure, rate of return, and methods of operation; to acquire any property, real or personal, in fee or under lease, or any rights, therein or pertinent thereto, necessary for the construction and operation of such project; to borrow money, to issue evidence of indebtedness, and to secure the same by mortgage, deed of trust, pledge, or other lien, in furtherance of any or all of the objects of its business in connection with said project. The corporation specifically and particularly, shall have the power and authority to enter into a regulatory agreement, setting out the requirements of the Federal Housing Commissioner.

To acquire and use assumed business names and to conduct any business thereunder which the corporation can lawfully conduct.

To act as factor, trustee, broker, or commission agent and to buy, sell, and handle goods, wares, and merchandise upon any lawful arrangement which to the

company may seem proper; to acquire, own, enjoy, use, sell, and dispose of patents, and patent rights, trademarks, copyrights, licenses and franchises of every kind whatsoever.

To acquire, use, own, enjoy, sell and dispose of real or personal property of every class or description in any of the states, districts, territories or colonies of the United States and in any and all foreign countries subject to the laws of such state, district, territory, colony or country.

To borrow money, to lend money, and evidence the indebtedness of the company by notes, bonds, or other instruments, and to secure the same by pledge, mortgage, trust, deed or such other instruments as to the company may seem proper.

To acquire and operate the business and good will of any other person or persons, firms, or corporations, transacting such business as this company may lawfully transact.

To acquire and own the stock, bonds, and securities of all other corporations, and while owning the same to exercise all the privileges of ownership consistent with the corporate character of this company. To purchase, hold, sell, transfer, reissue or cancel the shares of its own capital stock or any securities or other obligations of the corporation in the manner and to the extent now or hereafter permitted to corporations organized under the laws of the State of Idaho, provided that the corporation shall not use its funds or other assets for the purchase of its own shares of stock when such use would cause any impairment of the capital of the corporation, and provided further that shares of its own capital stock, belonging to the corporation shall not be voted upon directly or indirectly.

To make and perform contracts of every kind with any person, firm, association, or corporation, private, public or municipal, under the government of the United States or any state, territory or colony thereof or any foreign government.

To do any and all things convenient and incidental to the purposes herein expressed and generally to make and exercise all such powers as are by law conferred

on corporations of like character and without in any particular limiting any of the objects or purposes or powers of the corporation; the business and purposes of the corporation shall be from time to time to do any one or more or all of the acts and things therein set forth, and all such other things, acts and business in any manner connected therewith, or necessary, incidental, convenient or auxilliary thereto, or calculated directly or indirectly to promote the interests of the corporation, or enhance the value of any of its property or rights as such corporation may lawfully do; and in carrying on its business or for the purpose of attaining any of its objects to do any and all things and exercise any and all powers not prohibited by law and either as or by and through principals, agents, attorneys, trustees, contractors, factors, lessors, lessees, or otherwise, either alone or in connection with others.

The foregoing enumerations of specific powers shall not be deemed to limit or restrict the general powers of the corporation and the enjoyment and exercise thereof, as conferred by the laws of the State of Idaho, upon corporations organized under the provisions of the law thereof.

#### ARTICLE IV (Principal Office)

The place where the principal office of this corporation shall be maintained and its principal place of business is at Weippe, Clearwater County, Idaho; but the company may maintain offices and transact business in any other state in the United States when authorized by the laws of such state so to do and the registered address of this corporation in the State of Idaho shall be Weippe, Idaho.

#### ARTICLE V (Capital Stock)

The capital stock of the corporation shall consist of Two Thousand Five Hundred (2,500) shares of common stock with the par value of One Hundred Dollars (\$100.00) each, making a total capital of Two Hundred Fifty Thousand Dollars



(\$250,000.00). No stock in the corporation shall be transferred to a person who is not already a stockholder unless and until the stock to be sold shall have been first offered in writing for sale to the corporation; and if refused by the corporation or not accepted by it within thirty (30) days after delivery to it of the written offer, then to each of the other stockholders of the corporation at the same price and on the same terms as would govern upon a transfer to a person within the corporation or to a person not a stockholder to be by each of them accepted or rejected within thirty (30) days after delivery of the written offer. The right to transfer the stock to a person not a stockholder shall not exist until the corporation and all existing stockholders have refused the offer made as provided above.

#### ARTICLE VI (Incorporation)

The names, post office addresses of the incorporators and the number of shares of stock subscribed by each are as follows:

<u>Name</u>	<u>Address</u>	<u>Number of Shares</u>
Eldon I. Hutchins	Weippe, Idaho	1
Roy B. Laws	1904 Twelfth Avenue, Lewiston, Idaho	1
Cliffton C. Smith	Weippe, Idaho	1

The incorporators shall serve as directors and shall manage and control the affairs of the corporation until the first meeting of shareholders for the adoption of by-laws and the completion of the corporation.


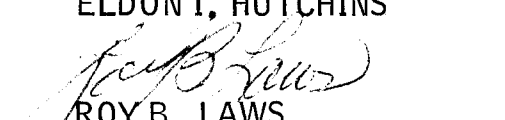
#### ARTICLE VII (Directors)

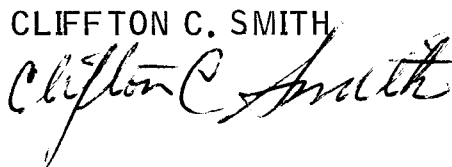
The number of directors of this corporation shall be not less than three (3) and not more than nine (9), and the number of qualifications and the terms of office, manner of election, time, place, and manner of calling meetings, and powers and duties of the directors shall be prescribed by the by-laws.

ARTICLE VIII  
(Officers)

The officers of this corporation shall consist of the President, Vice-President, Secretary, Treasurer, or Secretary-Treasurer, and such other officers as the Board of Directors of the corporation shall deem necessary, all of whom shall be elected by the Board of Directors and hold office during the pleasure of the Board. Each of the officers shall have such powers as may be conferred upon him by the by-laws of the corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this  
\_\_\_\_ day of June, 1965.

  
ELDON I. HUTCHINS  
  
ROY B. LAWS

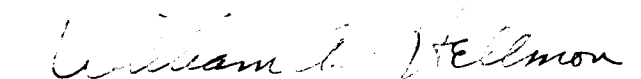
CLIFFTON C. SMITH  


STATE OF IDAHO     )  
                              ) ss.  
County of Nez Perce    )

On this 15<sup>th</sup> day of June, 1965, before me, the undersigned, a Notary Public in and for said State, personally appeared ELDON I. HUTCHINS, ROY B. LAWS, and CLIFFTON C. SMITH, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and severally 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 in and for said State, residing  
at Lewiston therein.