



CERTIFICATE OF INCORPORATION  
OF

CLOTHING CORRAL, INC.

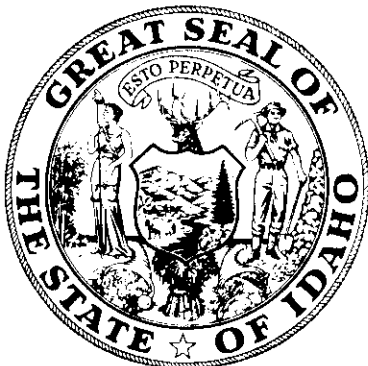
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

CLOTHING CORRAL, INC.

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: *November 2, 1981*



*Pete T. Cenarrusa*

SECRETARY OF STATE

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

ARTICLES OF INCORPORATION OF CLOTHING CORRAL, ....

We, the undersigned, being one or more natural persons of full age, do hereby voluntarily associate ourselves for the purpose of forming a private corporation under the laws of the State of Idaho.

ARTICLE I.

The name of the corporation is to be Clothing Corral, Inc.

ARTICLE II.

The purpose and objects for which said corporation is formed are as follows:

- (a) To operate and promote a retail clothing store, primarily selling childrens clothes.
- (b) To have succession by its corporate name for the times stated in these Articles of Incorporation and when no period is stated, perpetually.
- (c) To sue and be sued, complain and defend, in its corporate name.
- (d) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
- (e) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, or use or otherwise deal in and with, real or personal property, or any interest therein, wherever situated.
- (f) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- (g) To lend money and use its credit to assist its employees.
- (h) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, association, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.
- (i) To make contracts and give guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

- (j) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (k) To conduct its business, carry on its operations and have offices and exercise the powers granted by this act, within or without this State.
- (l) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.
- (m) To make and alter by-laws, not inconsistent with its Articles of Incorporation or with the laws of this State, for the administration and regulation of the affairs of the corporation.
- (n) To make donation for the public welfare or for charitable, scientific, or educational purposes.
- (o) To transact any lawful business which the Board of Directors shall find to be in the aid of governmental policy.
- (p) To pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees.
- (q) To be a promoter, partner, member, associate, or manager of any partnership, joint venture, trust or other enterprise.
- (r) To have and exercise all powers necessary or convenient to affect its purposes.

#### ARTICLE III.

The principal office of the corporation in the State of Idaho shall be at:

305 N. Main Street  
Hailey, Idaho 83333

#### ARTICLE IV.

This Corporation shall have perpetual existence.

#### ARTICLE V.

The aggregate number of shares of the Corporation which it shall be authorized to issue shall consist of 100 shares of common stock, each with a par value of \$50.00 per share, all of one class. Capital stock shall be paid in at such times and upon such conditions as the Board of Directors may by resolution direct, either in cash or by services rendered to the Corporation or by real or personal property transferred to it. Shares of stock then issued in exchange for services or property pursuant to resolution by the Board of Directors shall there upon become and be fully paid up the

same as though paid for in cash and shall be non assessable forever, and the determination by the Board of Directors as to the value of any property or services received by the corporation in exchange for stock shall be conclusive.

#### ARTICLE VI.

The names and addresses of each of the incorporators and the initial director hereof and the number of shares of common stock described in Article V herein subscribed by each are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Evelyn E. McCracken (sole Director)	22 Seneca Rd. Ossining, N.Y. 10562	90
Cynthia Jeanne McCracken	P.O. Box 1088 Ketchum, ID. 83340	5
Virginia Dick	P.O. Box 2511 Ketchum, ID. 83340	5

#### ARTICLE VII.

In order to transact or conduct business or meetings, a quorum of directors must be present. For purposes of this Corporation a quorum is deemed to be more than half of that number as may be adopted in the by-laws.

#### ARTICLE VIII.

Action by the Directors can be taken without a meeting if consent is in writing, setting forth the action taken, and signed by all the Directors.

Otherwise, corporate business shall be conducted in meetings with three days notice to all Directors. This notice shall specify the business to be transacted. Attendance without notice constitutes a waiver of such notice.

#### ARTICLE XIX.

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 and empowered:

- (a) To determine whether any, and if so, what part of the earned surplus of the corporation shall be paid in dividends to the stock holders, and to direct and determine other uses and disposition of any such earned surplus.
- (b) To fix the amount of the profits of the corporation to be reserved as working capital or for any other lawful purpose.
- (c) To designate committees consisting of one or more directors which to the extent permitted by law and authorized by resolution or by-laws, shall have and exercise the powers of the board.
- (d) In addition to the powers and authority hereinafter or by statute expressly conferred upon it the Board of Directors may exercise all such powers and do all such things and acts as may be exercised or done by the corporation, subject nevertheless to the provisions of the laws of the State of Idaho, of these Articles of Incorporation, and of the by-laws of the corporation.

#### ARTICLE X.

All other matters of management and control of the corporation, including but not limited to the settling of director's meetings and stockholder's meetings and the authority and duties of the officers of the corporation, shall be determined by the by-laws of this corporation and the laws of the State of Idaho.

#### ARTICLE XI.

The registered agent appointed by the corporation to accept service of process shall be:

Mr. Bill Bozzuto  
15 W. Carbonate St.  
Post Office Box 909  
Hailey, ID 83333

#### ARTICLE XII.

The business year for this corporation shall be the calendar year running from January 1 to December 31.

#### ARTICLE XIII.

Should any of the initial shareholders desire to transfer or convey their shares, the remaining initial shareholders shall have thirty (30) days in which to exercise a right of first refusal to purchase those shares at their par value, or to the highest bidder.


#### ARTICLE XIV.

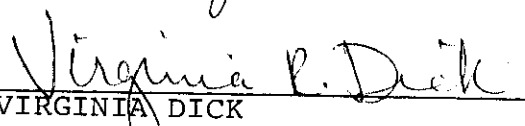
These articles may be amended in any respect conformable to the laws of the State of Idaho by a vote of two-thirds (2/3's) of the stock available to be voted on in the meeting of stockholders

called for that purpose as prescribed by law.

EXECUTED IN DUPLICATE ON THE 23<sup>rd</sup> DAY OF October, 1981.

  
EVELYN E. MCCRACKEN

  
CYNTHIA JEANNE MCCRACKEN

  
VIRGINIA DICK