



CERTIFICATE OF INCORPORATION

~~ARNOLD H. NEAL~~

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

~~WRIGHT OUTLET, INC.~~

was filed in the office of the Secretary of State on the

~~January~~ ~~will be~~ ~~19~~ ~~Microfilm~~ ~~of Record of Domestic Corporations, of the State of Idaho,~~
A.D. One Thousand Nine Hundred ~~67~~ ~~sixty-seven~~ day and
duly recorded on Film No. ~~19~~ 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 ~~Boise~~ ~~Idaho Falls~~ ~~Boiseville~~ in the County of ~~Boise~~

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, ~~3rd~~ ~~January~~ this ~~67~~ day of ~~January~~,
A.D., 19 ~~67~~.

A handwritten signature in black ink, appearing to read "Arnold Williams", is placed over the date line and the name of the Secretary of State.

Secretary of State.

ARTICLES OF INCORPORATION
OF
FREIGHT OUTLET, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all of legal age and citizens of the United States and of the State of Idaho, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify:

ARTICLE I

The name of the corporation shall be "Freight Outlet, Inc."

ARTICLE II

That the purposes for which said corporation is formed are:

A. To carry on a general mercantile or merchandise business and to purchase, sell and deal in goods, supplies and merchandise of all kinds and description, both at wholesale and retail.

B. To receive, acquire, hold, purchase, dispose of, convey, mortgage and/or lease, real and personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the Corporation other than its franchise of being a corporation, and to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, pledge and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other

evidences of indebtedness of other corporations, domestic or foreign.

C. To enter into contracts or obligations of any type or kind essential, necessary or proper to the transaction of its ordinary affairs, or for the purposes of the Corporation.

D. To acquire by purchase or otherwise and hold, sell, convey, encumber or transfer all kinds of real and personal property of every kind and description required in connection with the conduct of the business of the Corporation.

E. To borrow money and otherwise incur indebtedness without limit as to amount, and to draw, make, accept, endorse, transfer, assign, guarantee, execute, and issue bonds, debentures, notes, checks, drafts, bills of exchange, negotiable instruments, and all other instruments for the payment of money, negotiable or nonnegotiable, and whether secured or unsecured.

F. To conduct business in this state, other states, District of Columbia, territories and colonies of the United States and in foreign countries, and to have one or more offices and places of business out of this state, and to acquire, receive, hold, purchase, lease, mortgage, dispose of and/or convey real or personal property situate out of this state.

G. To acquire the good will, rights, and property and the whole or any part of the assets, tangible or intangible, and to undertake or in any way assume the liabilities of any person, firm, association or organization; to pay for the good will, rights, property and assets in cash, the stock of this Corporation, bonds or otherwise, or by undertaking the whole

or any part of the liabilities of the transferor; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary and expedient in and about the conduct and management of such business.

H. To apply for, purchase, register, or in any manner to acquire, and to hold, own, use, operate and introduce, and to sell, lease, assign, pledge, or in any manner dispose of, and in any manner deal with patents, patent rights, licenses, copyrights, trademarks, trade names, and to acquire, own, use or in any manner dispose of any and all inventions, improvements, and processes, labels, designs, brands, or other rights, and to work, operate, or develop the same, and to carry on any business, manufacturing or otherwise, which may directly or indirectly effectuate these objects or any of them.

I. To purchase, insofar as the same may be done without impairing the capital of the Corporation, except as otherwise permitted by law, and to hold, pledge and reissue shares of its own capital stock; but such stock, so acquired and held, shall not be entitled to vote nor to receive dividends.

J. To have, exercise and enjoy all the powers now or hereafter granted to corporations organized under the laws of the State of Idaho, and particularly all of the powers and privileges granted to corporations by Chapter I of Title 30 of the Idaho Code, and any present and/or future amendments

thereto, and to do any act or thing necessary or convenient for the transaction of the aforesaid business and/or carrying into effect any and all of the aforesaid objects and purposes.

K. All the foregoing provisions of this Article II are to be construed both as objects and powers, and it is hereby expressly provided that the enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the Corporation; provided, however, that nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business or to exercise any power or do any act which corporations formed under the laws of Idaho now or hereafter existing may not, at the time, lawfully carry on or do. It is the intention that the purposes, objects, and powers specified in each of the paragraphs of this Article II of these Articles of Incorporation shall, except as otherwise provided, in nowise be limited or restricted by reference to or inference from the terms of any other clause or paragraph in this Article contained, or of any other provisions of these Articles of Incorporation.

In general, to do all acts permitted by the Business Corporation Act of Idaho, and all such other acts as are necessary and expedient to accomplish the stated purposes of the Corporation.

ARTICLE III

The Corporation shall have perpetual existence.

ARTICLE IV

The location and post office address of its registered

office shall be 711 E. Anderson, Idaho Falls, Bonneville County, Idaho.

ARTICLE V

The authorized amount of the capital stock of this Corporation shall be \$50,000.00, divided into 500 shares of common stock with a par value of \$100.00 each.

The shares of capital stock of this Corporation shall not be subject to assessment.

ARTICLE VI

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

<u>NAMES</u>	<u>POST OFFICE ADDRESSES</u>	<u>NO. OF SHARES</u>	<u>CLASS OF STOCK</u>	<u>AMOUNT</u>
E. B. Krantz	Idaho First Nat'l Bank Bldg. Idaho Falls, Idaho	1	Common	\$100.00
D. Grimmett	Idaho First Nat'l Bank Bldg. Idaho Falls, Idaho	1	Common	\$100.00
P. Adams	Idaho First Nat'l Bank Bldg. Idaho Falls, Idaho	1	Common	\$100.00

ARTICLE VII

The Board of Directors shall consist of four directors, but during their term of office or thereafter, the number of directors may be increased or decreased from time to time, as may be provided by the By-Laws.

ARTICLE VIII

The Board of Directors by a majority vote shall have the power to repeal and amend the By-Laws and to adopt new By-Laws.

ARTICLE IX

No contract or other transaction between the Corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the Corporation, and no act of the Corporation shall be in any way effected or invalidated by the fact that any of the directors of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which such director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors, or a majority thereof; and any director of the Corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize such contract or transaction, and may vote thereat to authorize such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 30th day of December, 1966.

E. B. Krantz
E. B. Krantz

D. Grimmett
D. Grimmett

P. Adams
P. Adams

STATE OF IDAHO)
County of Bonneville) ss.

On this 30th day of December, 1966, before me, the undersigned, a Notary Public, in and for the State of Idaho, personally appeared E. B. KRANTZ, D. GRIMMETT and P. ADAMS, known to me to be the persons whose names are subscribed to the within Articles of Incorporation, 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)

Blaine L Butler
Notary Public for Idaho
Residing at Idaho Falls, Idaho

My Commission Expires: July 15, 1967.