



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

SPENCER'S INC.

was filed in the office of the Secretary of State on the **Sixth** day
January **Sixty-six**
will be A.D. One Thousand Nine Hundred and
XXXXXX microfilm
duly recorded on Film No. 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
Barley, from the date hereof, with its registered office in this State located at
Cassia.
in the County of

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,
6th **January**
this **66** day of
A.D., 19 .

Secretary of State.

ARTICLES OF INCORPORATION
OF
SPENCER'S INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being natural citizens of full age and citizens of the United States of America, in order to form a corporation, for the purposes hereinafter stated, under and pursuant to the provisions of the general laws of the State of Idaho, do hereby certify as follows:

ARTICLE I

The name of the corporation shall be "SPENCER'S INC."

ARTICLE II

The purposes of the corporation are:

(1) To engage generally in the wholesale and retail business of office supplies and stationery and to do and engage in all activities directly and indirectly for said purpose, including, but not limited to, dealing in furnishings, machines, fountain pens, pencils, crayons, inks, writers' supplies, artists' supplies, novelties, books of all kinds, either printed or blank, and such other items generally associated with an office supply business.

(2) To do printing, stamping, engraving, lithographing, stereotyping, electrotyping, book binding, and publishing of all kinds.

(3) To design, print, or otherwise make, buy, and sell, printed forms for legal, commercial, and other instruments, calling cards, correspondence cards, business cards, invitations, announcements, holiday cards, souvenir post cards, calendars, valentines, favors, programs and art stationery of every kind.

(4) To manufacture, purchase, and sell writing papers, envelopes, blotting papers, book papers, tissue papers, and cards

1 and paper of every kind and for all purposes.

2 (5) To purchase, improve, develop, lease, exchange,
3 sell, dispose of or otherwise deal in real estate and personal
4 property for the purpose of the corporation, and to purchase,
5 lease, build, construct, erect, occupy; and manage buildings of
6 every kind and character; to finance and purchase, improve and
7 develop, construct any land and buildings belonging to or acquired
8 by the corporation or any other person, firm or corporation.

9 (6) To act as a partner or in a joint venture in any
10 transaction.

11 (7) To have and exercise all rights and powers from
12 time to time granted to the corporation by the statutes of the
13 State of Idaho, or such other place or places and states as the
14 corporation may from time to time conduct its business.

15 (8) To repair and service machines of all types used in
16 offices.

17 ARTICLE III

18 The corporation is to have perpetual existence.

19 ARTICLE IV

20 The location of the principal office of the corporation
21 is 1340 Overland Avenue, Burley, County of Cassia, State of Idaho,
22 and the post office address of the corporation is Box 479, Burley,
23 Idaho.

24 ARTICLE V

25 The total number of shares which the corporation is
26 authorized to issue is 250 shares, all of which shall be without
27 par value. The Board of Directors may, from time to time, fix the
28 consideration for which said shares, without par value, shall be
29 issued and sold and when said shares are issued and sold, they
30 shall be fully paid and non-assessable.

31 ARTICLE VI

32 At all meetings of the shareholders every stockholder of

1 record shall be entitled to one vote for every share of stock
2 standing in his or her name on the books of the corporation. In
3 the election of directors, every shareholder of record, calculating
4 the number of votes to which he or she may be entitled, shall have
5 the right to multiply the number of his or her shares by the
6 number of directors to be elected and he or she may cast all such
7 votes for any one candidate or may distribute them among two or
8 more candidates.

9 ARTICLE VII

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

12 F. H. Spencer, Box 479, Burley, Idaho, One Share

13 Fred C. Nelson, 1735 Conant Ave., Burley, Ida., One Share

14 Elizabeth R. Spencer, 2596 Burton Ave., Burley, Idaho,
15 One Share

16 ARTICLE VIII

17 The Board of Directors shall consist of not less than
18 three nor more than five directors. During the term of office,
19 or thereafter, the number of directors may be increased or
20 decreased from time to time as provided by the By-Laws, provided,
21 however, that the number of directors constituting the board shall
22 never be less than three nor more than five.

23 ARTICLE IX

24 The power to make, repeal, and amend the By-Laws, adopt
25 new By-Laws, is hereby conferred upon the Directors as well as
26 upon the shareholders.

27 ARTICLE X

28 The corporation may from time to time provide and carry
29 out and recall, abolish, revise, amend, alter, or change, a plan
30 or plans for the participation by all or any of the employees,
31 including directors and officers of this corporation or of any
32 corporation in which or in the welfare of which the corporation

1 has any interest, and those actively engaged in the conduct of
2 this corporation's business, in the profits of this corporation
3 or of any branch or division thereof, as part of this corporations
4 legitimate expenses, and for the furnishing to such employees and
5 persons or any of them, at this corporation's expense, of medical
6 services, insurance against accident, sickness or death, pensions
7 during old age, disability or unemployment, education, housing,
8 social services, recreation, or other similar aids for their relief
9 or general welfare, in such manner and upon such terms and condi-
10 tions, as may be determined by the Board of Directors.

11 ARTICLE XI

12 No contract or other transaction between the corporation
13 or any other corporation and no action of the corporation shall in
14 any way be affected or invalidated by the fact that any of the
15 directors of the corporation are pecuniarily or otherwise interested
16 in or are directors or officers of such other corporation. Any
17 director individually may be a party to or may be pecuniarily or
18 otherwise interested in any contract or transaction of this cor-
19 poration and any director of the corporation who is so interested
20 may be counted in determining the existence of a quorum at any
21 meeting of the Board of Directors of the corporation which shall
22 authorize such contract or transaction and may vote thereon to
23 authorize the transaction or contract with the same right, force,
24 and effect as if he were such director or officer of this corpora-
25 tion or such other corporation and not so interested therein.

26 IN WITNESS WHEREOF, we have hereunto set our hands and
27 seals this 4th day of January, 1966.

28 Elizabeth A. Spencer
29 W. Spencer
30 Paul C. Nelson
31
32

PARSONS, SMITH & SNOW
LAWYERS
BURLEY, IDAHO

1 STATE OF IDAHO)
2 County of Cassia) ss.

3 On this 5th day of January, 1966, before me, the
4 undersigned, a Notary Public in and for said State, personally
5 appeared F. H. SPENCER, FRED C. NELSON, and ELIZABETH R. SPENCER,
6 all known to me to be the persons whose names are subscribed to
7 the within instrument, and acknowledged to me that they executed
8 the same.

9 IN WITNESS WHEREOF, I have hereunto set my hand and
10 affixed my official seal, the day and year in this certificate
11 first above written.

12 William A. Parsons
13 Notary Public for Idaho,
14 Residing at Burley, Idaho.