

State of Idaho

Department of State.

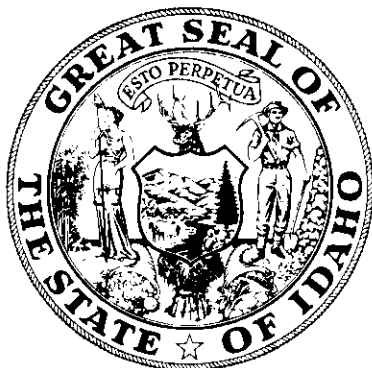
CERTIFICATE OF AUTHORITY OF

REEM SHOE CO.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of REEM SHOE CO. for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to REEM SHOE CO. to transact business in this State under the name REEM SHOE CO. and attach hereto a duplicate original of the Application for such Certificate.

Dated December 7, 19 78



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

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

NOV 16 AM 8 32
SECRETARY OF STATE

1. The name of the corporation is Reeni Shoe Co.
2. *The name which it shall use in Idaho is Reeni Shoe Co.
3. It is incorporated under the laws of Washington
4. The date of its incorporation is August 16, 1971 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 18634 - 72nd Avenue South, Kent, Washington 98031
6. The address of its proposed registered office in Idaho is CT Corporation System, 300 North 6th Street, Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is CT Corporation System
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: wholesale sale of shoes
8. The names and respective addresses of its directors and officers are:

Name	Office	Address	
<u>Edgar J. Hersom</u>	<u>President</u>	<u>18634 - 72nd Ave. S., Kent,</u>	<u>98031 WA</u>
<u>Ormond E. Reed</u>	<u>Secretary-Treasurer</u>	<u>18634 - 72nd Ave. S., Kent,</u>	<u>98031 WA</u>
_____	_____	_____	_____
_____	_____	_____	_____

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>337,500</u>	<u>common</u>	<u>\$0.15</u>
_____	_____	_____
_____	_____	_____

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>210,000</u>	<u>Common</u>	<u>\$0.15</u>
_____	_____	_____
_____	_____	_____

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated NOVEMBER 12, 19 79.

By Edgar J. Hersom
 Edgar J. Hersom
 Its ~~xxxxxxx~~ President

and Ormond E. Reed
 Ormond E. Reed
 Its _____ Secretary -Treasurer

STATE OF Washington)
)ss:
 COUNTY OF K I N G)

I, JULIE A. BROOKS, a notary public, do hereby certify that on this twelfth day of November, 19 79, personally appeared before me Ormond E. Reed, who being by me first duly sworn, declared that he is the Secretary-Treasurer of Reeni Shoe Co.

that he signed the foregoing document as the application for certificate of authority of the corporation and that the statements therein contained are true.

Julie A. Brooks
 Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

D-214636
FILE NUMBER



DOMESTIC

DEC 7 AM 8 43

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **BRUCE K. CHAPMAN**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

AMENDED
ARTICLES OF INCORPORATION

of REINI SHOE CO.
a domestic corporation of Seattle, Washington,
(Reclassifying shares and reducing capital to \$50,625.00)

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.

Filed at request of
Jones, Grey & Bayley, Attorneys
14th Fl., Norton Bldg.
Seattle, WA 98104

Attn: Laura Macpherson

Filing and recording fee \$

License to June 30, 19 \$

Excess pages @ 25¢ \$

Microfilmed, Roll No. 1417

Page 284 - 286

In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol, January 25, 1978

BRUCE K. CHAPMAN
SECRETARY OF STATE

JAN 25 1978

SECRETARY OF STATE 71
STATE OF WASHINGTON

ARTICLES OF AMENDMENT

OF

REENI SHOE CO.

Articles of Amendment to the Articles of Incorporation of REENI SHOE CO. are herein executed by said corporation, pursuant to the provisions of RCW 23A.16.040 and RCW 23A.16.050, as follows:

1. The name of the corporation is REENI SHOE CO.
2. The amendment to the Articles of Incorporation of said corporation is as follows:

"ARTICLE V

The total number of shares which this corporation is authorized to issue is Three Hundred Thirty Seven Thousand Five Hundred (337,500) shares of common stock of Fifteen Cents (\$.15) par value per share, which shall be the only class of shares of this corporation."

3. The date of the adoption of said amendment by the shareholders of said corporation was January 17, 1978.
4. The number of shares outstanding of said corporation is 210,000 common shares.
5. The number of shares entitled to vote on said amendment was 210,000 common shares.
6. The number of shares voted for and against said amendment, respectively, was as follows: For amendment: 210,000 shares; Against amendment: None
7. The amount of stated capital of the corporation is changed from \$251,000.00 to \$31,500.00.
8. The 210,000 common shares without par value presently outstanding shall remain outstanding with a par value of \$.15 per share and the 15,000 common shares without par value held in the treasury of the corporation shall be cancelled and restored to the status of authorized but unissued common shares with a par value of \$.15 per share, upon the effectiveness of this amendment.

IN WITNESS WHEREOF, we have hereunto set our hands this
17 day of January, 1978.

REENI SHOE CO.

BY Edgar J. Hersom
Edgar J. Hersom, President,
And Ormond E. Reed
Ormond E. Reed, Secretary

STATE OF WASHINGTON)
) SS
COUNTY OF KING)

EDGAR J. HERSOM, being first duly sworn, on oath deposes
and says: that he is the President of Reeni Shoe Co.; that
he has read the foregoing Articles of Amendment, knows the
contents thereof, and believes the same to be true.

Edgar J. Hersom

SUBSCRIBED AND SWORN TO before me this 19 day of January
1978.

William J. ...
NOTARY PUBLIC in and for
the State of Washington
residing at Kirkland

D-214636
FILE NUMBER



RECEIVED DOMESTIC

'78 DEC 7 AM 8:43

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **BRUCE K. CHAPMAN**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

RESTATED
ARTICLES OF INCORPORATION

of REENI SHOE CO.
a domestic corporation of Seattle, Washington,

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.

Filed at request of
Jones, Grey & Bayley, Attorneys
14th Fl., Norton Bldg.
Seattle, WA 98104

Attn: Laura Macpherson

Filing and recording fee \$

License to June 30, 19 \$

Excess pages @ 25¢ \$

Microfilmed, Roll No. 1417

Page 287 - 293

In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol, January 25, 1978

BRUCE K. CHAPMAN
SECRETARY OF STATE

FILED

JAN 25 1978
SECRETARY OF STATE
STATE OF WASHINGTON

RESTATED
ARTICLES OF INCORPORATION
OF
REENI SHOE CO.

ARTICLE I

Name

The name of this corporation is REENI SHOE CO.

ARTICLE II

Duration

This corporation shall have perpetual existence.

ARTICLE III

Purposes

The purposes for which this corporation is organized are to engage in the business of buying and selling shoes and other clothing at retail and wholesale.

ARTICLE IV

Powers

The powers of this corporation shall be those powers granted by the Washington Business Corporation Act of 1965, as amended, including any additional powers granted by amendments to said Act after the formation of this corporation. In addition, this corporation shall have the following specific powers:

- A. To use unrestricted capital surplus to purchase its own shares.
- B. To acquire by purchase or otherwise and to own, hold, cancel, reissue, sell, pledge and otherwise deal in its own bonds, debentures, notes and other securities and obligations.

C. Except as prohibited by the laws of the State of Washington, to indemnify and hold harmless in the manner and to the extent authorized in the Bylaws of the corporation, any person serving or who served as director or officer of the corporation or at its request as a director, officer or employee of another corporation or business association in which it owns shares of capital stock or other proprietary interest or of which it is a creditor, from and against any and all loss, cost, liability and expense which may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding in which he may become involved as a party or otherwise by reason of being or having been such director, officer or employee, whether or not he shall be adjudged liable for negligence or misconduct in the performance of his duty to this corporation.

ARTICLE V

Capital Stock

The total number of shares which this corporation is authorized to issue is Three Hundred Thirty-seven Thousand Five Hundred (337,500) shares of common stock of Fifteen Cents (\$.15) par value per share, which shall be the only class of shares of this corporation.

ARTICLE VI

Paid-In Capital

This corporation will not commence business until consideration of the value of at least Five Hundred Dollars (\$500.00) has been received for the issuance of shares.

ARTICLE VII

Preemptive Rights

Shareholders of this corporation shall have the preemptive right to purchase, subscribe for, or otherwise acquire any unissued shares of this corporation of any class or kind now or hereafter authorized.

ARTICLE VIII

Registered Office and Registered Agent

A. The registered agent of this corporation in the State of Washington is John R. Tomlinson.

B. The location and post office address of the first registered agent and the first registered office of this corporation in the State of Washington is 14th Floor, Norton Building, Seattle, Washington 98104.

ARTICLE IX

Directors

A. This corporation shall have not less than three (3) directors, the actual number to be as prescribed in the Bylaws. The number of directors may be increased or decreased from time to time by amendment of the Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director.

B. The names and post office addresses of the Board of Directors of this corporation in office as of the date of the adoption of these Restated Articles of Incorporation are as follows:

Edgar J. Hersom
5959 Corson Avenue South
Seattle, WA 98108

Ormond E. Reed
5959 Corson Avenue South
Seattle, WA 98108

David Kratter
3734 Seattle-First National
Bank Building
Seattle, WA 98154

Sheldon P. Steinberg
5000 1st Avenue South
Seattle, WA 98134

C. The term of the directors shall be until the next annual meeting of the shareholders of the corporation or until their successors be elected and qualify.

ARTICLE X

Conflicting Interests

This corporation may enter into contracts and otherwise transact business with its directors, officers and shareholders and with corporations, associations, firms and entities in which they are or may become interested as directors, officers, shareholders, members or otherwise, as freely as though such interests

did not exist, even though the vote, action or presence of such directors, officers or shareholders may be necessary to obligate this corporation upon such contracts or transactions. In the absence of fraud, no such contracts or transactions shall be void or voidable and no such directors, officers or shareholders shall be held liable to account to this corporation for any profit or benefit realized by them through such contracts or transactions despite such interests or their fiduciary relationship, if any, to this corporation. In the case of shareholders who are not directors or officers, for the foregoing provisions to be available to such directors or officers the nature of the interests of such directors or officers (but not necessarily the details) must have been disclosed to the Board of Directors of the corporation at or prior to the meeting at which said contracts or transactions were authorized or confirmed. A general notice that directors or officers of this corporation are interested in any other corporation, association, firm or entity shall be sufficient disclosure with respect to all contracts and transactions with such corporation, association, firm or entity.

ARTICLE XI

Bylaws

In furtherance of and not in limitation of the powers conferred by the laws of the State of Washington, the Board of Directors is expressly authorized to make, alter and repeal the Bylaws of the corporation, subject to the power of the shareholders of the corporation to change or repeal such Bylaws.

ARTICLE XII

Incorporator

The name and post office address of the incorporator is as follows:

Edgar J. Hersom
15530 Bothell Highway, N.E.
Apt. 7-A
Seattle, WA 98155

ARTICLE XIII

Amendment of Articles of Incorporation

The affirmative vote of the holders of at least 75% of the outstanding capital stock of the corporation shall be required for any amendment of these Articles.

ARTICLE XIV

Sale of Assets or Merger

The sale by the corporation of substantially all of its assets or the merger or consolidation of the corporation with or into any other corporation or of any other corporation with or into the corporation, or the dissolution of the corporation, shall require the affirmative vote of the holders of at least 75% of the outstanding capital stock.

ARTICLE XV


Cumulative Voting

Every shareholder entitled to vote for the election of directors shall have the right to vote in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote, or to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any number of such candidates.

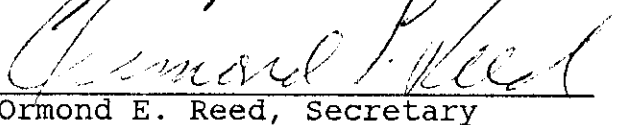
IN WITNESS WHEREOF, we have hereunto set our hands in duplicate this 17 day of January, 1978.

REENI SHOE CO.

By


Edgar J. Herson, President

And


Ormond E. Reed, Secretary

STATE OF WASHINGTON)
) SS
 COUNTY OF KING)

EDGAR J. HERSOM and ORMOND E. REED, being first duly sworn,
 on oath depose and say:

(a) That they are the President and Secretary, respectively,
 of Reeni Shoe Co., the corporation that executed the within and
 foregoing instrument, and make this verification on its behalf;

(b) That they have been authorized to execute the foregoing
 Restated Articles of Incorporation by resolution of the Board
 of Directors adopted as of January 17, 1978;

(c) That the Restated Articles of Incorporation correctly
 set forth the text of the Articles of Incorporation as amended
 and supplemented to the date of the Restated Articles of Incorporation; and

(d) That the Restated Articles of Incorporation supersede
 and take the place of theretofore existing Articles of Incorporation and the amendments thereto.

Edgar J. Hersom
 Edgar J. Hersom

Ormond E. Reed
 Ormond E. Reed

SUBSCRIBED AND SWORN TO before me this 19 day of January,
 1978.

Robert Kirkland
 NOTARY PUBLIC in and for
 the State of Washington
 residing at Kirkland

233330
FILE NUMBER



DOMESTIC

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **A. LUDLOW KRAMER**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

AMENDED
ARTICLES OF INCORPORATION

of REEM SHOE CO.
a domestic corporation of Seattle, Washington,
(Increasing number of non-par shares to 337,500 and increasing capital to
\$251,000.00)

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.

Filed at request of.....
Kevin C. McMahon.....
1000 Norton Bldg.....
Seattle, Wa.....

Filing and recording fee \$10.00

License to June 30, 19..... \$.....

..... Excess pages @ 25¢ \$.....

Microfilmed, Roll No. 1294

Page 468-471

In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,
May 22, 1974

A. LUDLOW KRAMER
SECRETARY OF STATE

FILED

MAY 22 1974

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

A. LUDLOW KRAMER
SECRETARY OF STATE

OF

REENI SHOE CO.

Articles of Amendment to the Articles of Incorporation of REENI SHOE CO. are herein executed by said corporation, pursuant to the provisions of RCW 23A.16.040 and 23A.16.050, as follows:

1. The name of this corporation is REENI SHOE CO.
2. The amendment to the Articles of Incorporation of said corporation is as follows:

"ARTICLE V

"The total number of shares which this corporation is authorized to issue is Three hundred thirty-seven thousand five hundred (337,500) shares of common stock of no par value, which shall be the only class of shares of this corporation."

3. The date of the adoption of said amendment by the Shareholders of said corporation is May 21, 1974.
4. The number of shares outstanding of said corporation is 225,000.

The number of shares entitled to vote on said amendment was 225,000 shares.

5. The number of shares voted for and against said amendment, respectively, were as follows:

For amendment: 225,000 shares

Against amendment: --0-- shares

6. The 225,000 shares of no par value common stock presently outstanding shall remain outstanding upon the effectiveness of the amendments to the Articles of Incorporation, as per resolutions adopted in meetings of the Board of Directors and of the Shareholders of the Corporation on May 21, 1974.

DATED as of this 21st day of May, 1974.

REENI SHOE CO.

By Edgar Hanson
President

By Leon O. Hennrich
Secretary

SUBSCRIBED AND SWORN TO before me this 21 day of May, 1974.

O. J. Reed
NOTARY PUBLIC in and for the
State of Washington, residing
at Seattle

AFFIDAVIT OF VALUE OF ASSETS RECEIVED
AND TO BE RECEIVED FOR THE ISSUANCE
OF NO PAR VALUE STOCK

STATE OF WASHINGTON)
County of King) ss.
)

EDGAR J. HERSOM, being first duly sworn, on oath
deposes and says:

That he is President of REENI SHOE CO., a Washington
corporation, and makes this affidavit on behalf of said
corporation pursuant to RCW 23A.40.050.

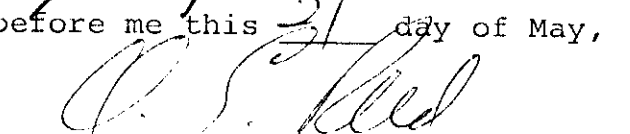
That on May 21, 1974, pursuant to unanimous written
consent, it was voted to amend the Articles of Incorpora-
tion of said corporation to change the shares that the
corporation was authorized to issue from 225,000 shares
of common stock of no par value to 337,500 shares of com-
mon stock of no par value.

That, to the best of affiant's knowledge and belief,
the value of assets received and to be received at this
time by said corporation in return for the issuance
of the additional 112,500 shares of no par value stock
does not exceed the sum of \$1,000 and for the entire 337,500
shares, \$251,000.



EDGAR J. HERSOM, President

SUBSCRIBED AND SWORN TO before me this 31 day of May,
1974.



NOTARY PUBLIC in and for the
State of Washington, residing at



STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **A. LUDLOW KRAMER**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

AMENDED
ARTICLES OF INCORPORATION

of REINI SHOE CO.
a domestic corporation of Seattle, Washington,
(Amending Articles VII, XIII, XIV and XV; increasing number of non-par shares to 225,000 and increasing capital to \$250,000.00)

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.

Filed at request of.....
.....Jones, Grey, Bayley & Olsen.....
.....1000 Norton Bldg.....
.....Seattle, Washington 98104.....

Filing and recording fee... \$ 100.00

License to June 30, 19...73 \$.....

.....Excess pages @ 25¢ \$.....

Microfilmed, Roll No. 1260

Page 109-113

In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,
February 8, 1973

A. LUDLOW KRAMER
SECRETARY OF STATE

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF
REENI SHOE CO.

FILED
FEB 8 - 1973

A. LUDLOW KRAMER
SECRETARY OF STATE

Articles of Amendment to the Articles of Incorporation of REENI SHOE CO. are herein executed by said corporation, pursuant to the provisions of RCW 23A.16.040 and 23A.16.050, as follows:

1. The name of this corporation is REENI SHOE CO.
2. The amendment to the Articles of Incorporation of said corporation is as follows:

"ARTICLE V

The total number of shares which this corporation is authorized to issue is Two Hundred Twenty-Five Thousand (225,000) shares of common stock of no par value, which shall be the only class of shares of this corporation."

"ARTICLE VII

PREEMPTIVE RIGHTS

Shareholders of this corporation shall have the preemptive right to purchase, subscribe for, or otherwise acquire any unissued shares of this corporation of any class or kind now or hereafter authorized."

"ARTICLE XIII

AMENDMENT OF ARTICLES OF INCORPORATION

The affirmative vote of the holders of at least 75% of the outstanding capital stock of the corporation shall be required for any amendment of these Articles."

"ARTICLE XIV

SALE OF ASSETS OR MERGER

The sale by the corporation of substantially all of its assets or the merger or consolidation of the corporation with or into any other corporation or of any other corporation with or into the corporation, or the dissolution of the corporation, shall require the affirmative vote of the holders

of at least 75% of the outstanding capital stock."

"ARTICLE XV

CUMULATIVE VOTING

Every shareholder entitled to vote for the election of directors shall have the right to vote in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote, or to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any number of such candidates."

3. The date of the adoption of said amendment by the Shareholders of said corporation is February 6, 1973.

4. The number of shares outstanding of said corporation is 150,000 shares.

The number of shares entitled to vote on said amendment was 150,000 shares.

5. The number of shares voted for and against said amendment, respectively, were as follows:

For Amendment: 150,000 shares

Against Amendment: - 0 - shares

6. The 150,000 shares of no par value common stock presently outstanding shall remain outstanding upon the effectiveness of the amendments to the Articles of Incorporation, as per resolutions adopted in meetings of the Board of Directors and of the Shareholders of the Corporation on February 6, 1973.

DATED as of this 6th day of February, 1973.

REENI SHOE CO.

BY 
President

By *J. R. ...*
Assistant Secretary

SUBSCRIBED AND SWORN TO before me this 6th day of Feb., 1973.

Herbert ...
NOTARY PUBLIC in and for the State
of Washington, residing at Seattle.

AFFIDAVIT OF VALUE OF ASSETS RECEIVED
AND TO BE RECEIVED FOR THE ISSUANCE
OF NO PAR VALUE STOCK

STATE OF WASHINGTON)
 : ss.
COUNTY OF KING)

EDGAR J. HERSOM, being first duly sworn on oath deposes
and says:

That he is President of REENI SHOE CO., a Washington corporation,
and makes this affidavit on behalf of said corporation, pursuant
to RCW 23A.40.050.

That on February 6, 1973, at a meeting of the Shareholders
of said corporation, duly called for that purpose in the County
of King, State of Washington, it was voted to amend the Articles
of Incorporation of said corporation to change the shares that
the corporation was authorized to issue from 150,000 shares of
common stock of no par value to 225,000 shares of common stock
of no par value.

That, to the best of affiant's knowledge and belief, the
value of assets received and to be received by said corporation
in return for the issuance of the additional 75,000 shares of
non par value stock does not exceed the sum of \$100,000, and
for the entire 225,000 shares, \$250,000.

DATED this 8th day of February, 1973.

Edgar J. Hersom
EDGAR J. HERSOM, President

SUBSCRIBED AND SWORN TO before me this 8th day of February, 1973.

Notary Public
NOTARY PUBLIC in and for the State
of Washington, residing at Seattle.

D-222751
FILE NUMBER



DOMESTIC

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **A. LUDLOW KRAMER**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

AMENDED
ARTICLES OF INCORPORATION

of REENI SHOE CO.
a domestic corporation of Seattle, Washington,
(Reclassifying shares and increasing capital to \$150,000.00)

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.

Filed at request of
Jones, Grey, Bayley & Olsen
1000 Norton Building
Seattle, Washington 98104
Attn: John R. Tomlinson

Filing and recording fee \$ 100.00

License to June 30, 19..... \$

..... Excess pages @ 25¢ \$

Microfilmed, Roll No. 1216

Page 119-120

In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,
August 2, 1972

A. LUDLOW KRAMER
SECRETARY OF STATE

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF
REENI SHOE CO.

FILED

AUG 2 1972

A. LUDLOW KRAMER
SECRET. RY. OF STATE

Articles of Amendment to the Articles of Incorporation of REENI SHOE CO. are herein executed by said corporation, pursuant to the provisions of RCW 23A.16.040 and 23A.16.050, as follows:

1. The name of this corporation is REENI SHOE CO.
2. The amendment to Article V of the Articles of Incorporation of said corporation is as follows:

"ARTICLE V

The total number of shares which this corporation is authorized to issue is One Hundred Fifty Thousand (150,000) shares of common stock of no par value, which shall be the only class of shares of this corporation."

3. The date of the adoption of said amendment by the Shareholders of said corporation is June 23, 1972.
4. The number of shares outstanding of said corporation is 40,000 shares.

The number of shares entitled to vote on said amendment was 40,000.

5. The number of shares voted for and against said amendment, respectively, were as follows:

For Amendment:	40,000 shares
Against Amendment:	- 0 - shares

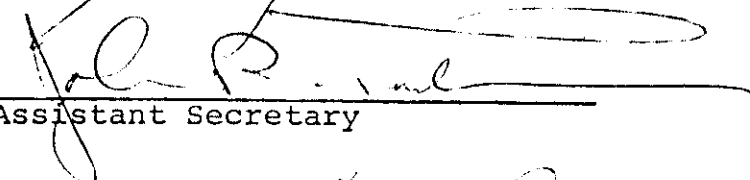
6. The 40,000 shares of \$1.00 par value common stock presently outstanding shall be converted to 40,000 shares of no par value stock upon the effectiveness of the amendment to Article V of the Articles of Incorporation, as per resolutions adopted in

meetings of the Board of Directors and of the Stockholders of
the corporation on June 23, 1972.

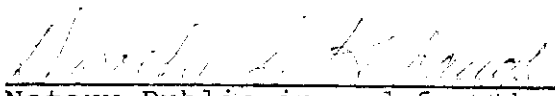
DATED as of this 23rd day of June, 1972.

REENI SHOE CO.

By 
President

By 
Assistant Secretary

SUBSCRIBED AND SWORN to before me this 1st day of August, 1972.


Notary Public in and for the State
of Washington, residing at Seattle.

AFFIDAVIT OF VALUE OF ASSETS RECEIVED
AND TO BE RECEIVED FOR THE ISSUANCE
OF NO PAR VALUE STOCK

STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

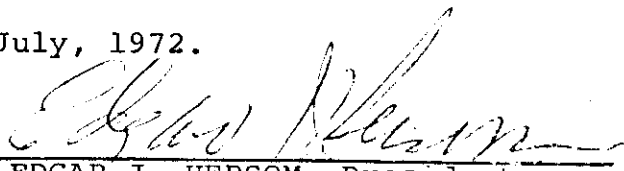
EDGAR J. HERSOM, being first duly sworn on oath deposes and says:

That he is President of REENI SHOE CO., a Washington corporation, and makes this affidavit on behalf of said corporation, pursuant to RCW 23A.40.050.

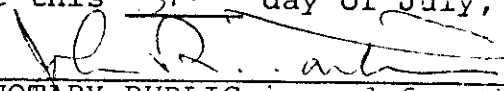
That on June 23, 1972, at a meeting of the Shareholders of said corporation, duly called for that purpose in the County of King, State of Washington, it was voted to amend the Articles of Incorporation of said corporation to change the shares that the corporation was authorized to issue from 50,000 shares of common stock of \$1.00 per share par value to 150,000 shares of common stock of no par value.

That, to the best of affiant's knowledge and belief, the value of assets received and to be received by said corporation in return for the issuance of said non par value stock does not exceed the sum of \$150,000.

DATED this 31st day of July, 1972.


EDGAR J. HERSOM, President

SUBSCRIBED AND SWORN to before me this 31st day of July, 1972.


NOTARY PUBLIC in and for the State
of Washington, residing at Seattle.

D-214636

FILE NUMBER



DOMESTIC

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **A. LUDLOW KRAMER**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

ARTICLES OF INCORPORATION

of REENI SHOE CO.
a domestic corporation of Seattle, Washington,

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.

Filed at request of
.....Jones, Grey, Bayley & Olsen
.....1000 Norton Building
.....Seattle, Washington 98104
.....Attn: John R. Tomlinson
.....

Filing and recording fee . . . \$ 50.00

License to June 30, 19 72 \$ 30.00

.....Excess pages @ 25¢ \$

Microfilmed, Roll No. 1233

Page 36-63

In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,
August 16, 1971

A. LUDLOW KRAMER
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
REENI SHOE CO.

ARTICLE I

Name

The name of this corporation is REENI SHOE CO.

ARTICLE II

Duration

This corporation shall have perpetual existence.

ARTICLE III

Purposes

The purposes for which this corporation is organized are to engage in the business of buying and selling shoes and other clothing at retail and wholesale.

ARTICLE IV

Powers

The powers of this corporation shall be those powers granted by the Washington Business Corporation Act of 1965, as amended, including any additional powers granted by amendments to said Act after the formation of this corporation. In addition, this corporation shall have the following specific powers:

- A. To use unrestricted capital surplus to purchase its own shares.
- B. To acquire by purchase or otherwise and to own, hold, cancel, reissue, sell, pledge and otherwise deal in its own bonds, debentures, notes and other securities and obligations.
- C. Except as prohibited by the laws of the State of Washington, to indemnify and hold harmless in the manner and to the extent

authorized in the Bylaws of the corporation, any person serving or who served as director or officer of the corporation or at its request as a director, officer or employee of another corporation or business association in which it owns shares of capital stock or other proprietary interest or of which it is a creditor, from and against any and all loss, cost, liability and expense which may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding in which he may become involved as a party or otherwise by reason of being or having been such director, officer or employee, whether or not he shall be adjudged liable for negligence or misconduct in the performance of his duty to this corporation.

ARTICLE V

Capital Stock

The total number of shares which this corporation is authorized to issue is fifty thousand (50,000) shares of common stock of One (\$1.00) Dollar per share par value, which shall be the only class of shares of this corporation.

ARTICLE VI

Paid-In Capital

This corporation will not commence business until consideration of the value of at least Five Hundred (\$500.00) Dollars has been received for the issuance of shares.

ARTICLE VII

No Pre-Emptive Rights

Except as may otherwise be provided by the Board of Directors, no holder of any shares of this corporation shall have any pre-emptive right to purchase, subscribe for or otherwise acquire any securities of this corporation of any class or kind now or hereafter authorized.

ARTICLE VIII

Registered Office and Registered Agent

A. The registered agent of this corporation in the State of Washington is JOHN R. TOMLINSON.

B. The location and post office address of the registered agent and the registered office of this corporation in the State of Washington is: 1000 Norton Building, Seattle, Washington 98104.

ARTICLE IX

Directors

A. This corporation shall have not less than three (3) directors, the actual number to be as prescribed by the Bylaws. The number of directors may be increased or decreased from time to time by amendment of the Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director. The initial Board of Directors shall consist of three (3) directors.

B. The names and post office addresses of the first Board of Directors of this corporation are as follows:

EDGAR J. HERSOM, 15530 Bothell Highway, N.E., Apt. 7-A
Seattle, WA

LEON DALE WINRICH, 8012 South Tacoma Way, Tacoma, WA

HARRY SHARPE, c/o W. D. Berry, 3030 W. Laurelhurst
Drive, N.E., Seattle, WA

C. The term of the first directors shall be until the first annual meeting of the shareholders of the corporation or until their successors be elected and qualify.

ARTICLE X

Conflicting Interests

This corporation may enter into contracts and otherwise transact business with its directors, officers and shareholders and with corporations, associations, firms and entities in which they are or may become interested as directors, officers, shareholders, members or otherwise, as freely as though such interests did not exist, even though the vote, action or presence of such directors, officers or shareholders may be necessary to obligate this corporation upon such contracts or transactions. In the absence of fraud, no such contracts or transactions shall be void or voidable and no such directors, officers or shareholders shall be held liable to account to this corporation for any profit or benefit realized by them through such contracts or transactions

despite such interests or their fiduciary relationship, if any, to this corporation. In the case of shareholders who are not directors or officers, for the foregoing provisions to be available to such directors or officers the nature of the interests of such directors or officers (but not necessarily the details) must have been disclosed to the Board of Directors of the corporation at or prior to the meeting at which said contracts or transactions were authorized or confirmed. A general notice that directors or officers of this corporation are interested in any other corporation, association, firm or entity shall be sufficient disclosure with respect to all contracts and transactions with such corporation, association, firm or entity.

ARTICLE XI

Bylaws

In furtherance of and not in limitation of the powers conferred by the laws of the State of Washington, the Board of Directors is expressly authorized to make, alter and repeal the Bylaws of the corporation, subject to the power of the shareholders of the Corporation to change or repeal such Bylaws.

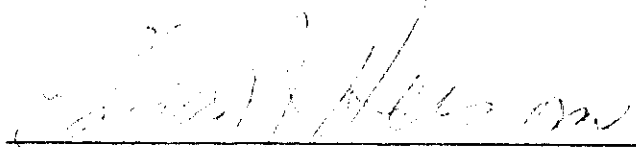
ARTICLE XII

Incorporator

The name and post office address of the incorporator is as follows:

EDGAR J. HERSOM
15530 Bothell Highway, N.E., Apt. 7-A
Seattle, Washington 98155

IN WITNESS WHEREOF, the incorporator hereinabove named has hereunto set his hand in triplicate this 11 day of August, 1971.

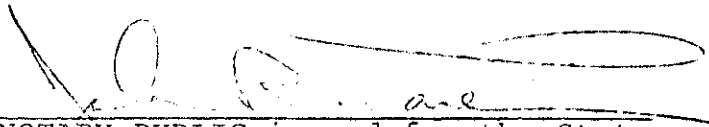


EDGAR J. HERSOM

STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

On this day personally appeared before me EDGAR J. HERSOM to me known to be the individual described in and who executed the within and foregoing instrument, and acknowledged that he signed the same as his free and voluntary act and deed, for the uses and purposes therein mentioned.

GIVEN under my hand and official seal this 11 day of August, 1971.



NOTARY PUBLIC in and for the State
of Washington, residing at Seattle.