



## Department of State.

### CERTIFICATE OF INCORPORATION

I, ~~JOHN E. REED~~ ~~WILLIAM~~ ~~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 **THE MATERIAIR CO., INC.**

was filed in the office of the Secretary of State on the **March** **day**  
of **January** **A.D. One Thousand Nine Hundred Sixty-six** and  
~~will be~~ 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

**Pocatello**

in the County of

**Bonneville**

IN TESTIMONY WHEREOF, I have hereunto

set my hand and affixed the Great Seal of the

State of Idaho, at Boise, the Capital of Idaho,

ARTICLES OF INCORPORATION

OF

THE MAYFAIR CO., INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated pursuant to the Business Corporation Act of Idaho, as set forth in Title 30, Idaho Code, Volume 5, do hereby certify as follows:

I.

The name of the corporation is "THE MAYFAIR CO., INC.".

II.

The purposes for which said corporation is formed are:

(a) To manufacture or otherwise produce, purchase or otherwise acquire, sell, let and deal in goods, wares, merchandise, and personal property of every description, which a corporation of this kind may lawfull acquire, hold, dispose of, and deal in; to furnish the services of designers, costumers, decorators, caterers, demonstrators, hairdressers, barbers, manicurists, and such other personal services and attendance as may be lawful for a corporation of this kind; to provide and conduct refreshment rooms, and newspaper rooms, reading and writing rooms, dressing rooms, telephones, and other conveniences for the use of customers and others; to grant to other persons or corporations the right or privilege to carry on any kind of business on the premises of the company on such terms as the company deems expedient or proper; to acquire the necessary real estate and stores to conduct the business; to do all the things

(b) Generally to do all things necessary or convenient which are incident to or connected with, the general business above-mentioned, or any part thereof.

III.

This corporation shall have the power, authority and capacity as follows:

(a) It shall not have the capacity to act possessed by natural persons, but shall have authority to perform only such acts as are necessary or proper to accomplish its purposes, and which are not repugnant to law;

(b) Without limiting or enlarging the grant of authority contained in subdivision 1, Section 30-114, Idaho, it is hereby provided that such corporation shall have authority:

(1) To have succession by its corporate name for the time stated in its articles of incorporation, and when no period limited, perpetually;

(2) To sue and be sued, appear, complain and defend in any court of law or equity, or before any board, commission or tribunal;

(3) To have and use a corporate seal which may be altered at pleasure;

(4) 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, guaranty, 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.

(5) To appoint such officers, employees and agents as the business of the corporation may require and to allow them compensation;

(6) To make by-laws not inconsistent with any existing law for the management of its business and property, the regulation and conduct of its affairs, and the certification and transfer of its stock.

(7) To issue shares and admit shareholders.

(8) 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;

(9) 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 and personal property situate out of this state, provided such powers are included within the objects set forth in its articles of incorporation.

(10) To do all acts as are necessary and expedient to accomplish its stated purposes.

#### IV.

The corporation is to have perpetual existence.

#### V.

The location and post office address of the registered

VI.

The capital stock of the corporation shall be \$100,000.00 divided into 1,000 shares of common stock of the par value of \$100.00 each.

VII.

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

L. Fargo Wells	Johnny Creek Road Pocatello, Idaho	One Share
Sara K. Wells	Johnny Creek Road Pocatello, Idaho	One Share
Ralph H. Jones, Jr.	709 Dogwood Pocatello, Idaho	One Share

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 6<sup>th</sup> day of January, 1967.

L. Fargo Wells  
Sara K. Wells  
Ralph H. Jones Jr.

STATE OF IDAHO ) ss  
COUNTY OF BANNOCK )

On this 6<sup>th</sup> day of January, 1967, before me, the undersigned, personally appeared L. FARGO WELLS, SARA K. WELLS and RALPH H. JONES, JR. known to me to be the persons whose names are subscribed to the within instrument 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.

Ervin J. Baker  
Notary Public