

State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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

GENERAL MILLINERY CORP.

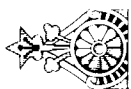
a corporation duly organized and existing under the laws of **New Jersey** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **23rd** day of **February** 19**65**, a properly authenticated copy of its articles of incorporation, and on the **23rd** day of **February** 19**65**, a designation of **T. H. Eberle or W. C. Roden** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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, this **23rd** day of **February**, A.D. 19 **65**.

Secretary of State.

State of New Jersey



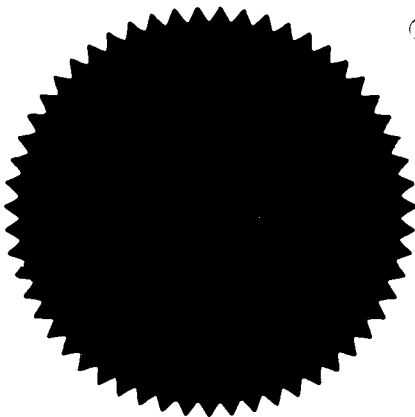
Department of State



I, the Secretary of State of the State of New Jersey, do hereby Certify that the foregoing is a true copy of the Certificate of Incorporation
of GENERAL MILLINERY CORP.

and the endorsements thereon, as the same is taken from and compared with the original filed in my office on the Seventh *day of* January *A.D.*
 1965 *, and now remaining on file and of record therein.*

In Testimony Whereof, I have hereunto set my hand and affixed my Official Seal at Trenton, this Eighth
day of February *A.D. 1965.*



ACTING Secretary of State.

CERTIFICATE OF INCORPORATION
OF
GENERAL MILLINERY CORP.

THIS IS TO CERTIFY that we, ALBERTA J. STANLEY, JOAN A. POCHER and CATHERINE KAHN, do hereby associate ourselves into a corporation, under and by virtue of the provisions of Title 14, Corporations, General Revised Statutes, and the several supplements thereto and sets amendatory thereof, and do severally agree to take the number of shares of capital stock set opposite our respective names.

1. The name of the corporation is GENERAL MILLINERY CORP.

2. The location of the principal office in this State is Room No. 631, 143 East State Street, in the City of Trenton and County of Mercer.

The name of the agent therein and in charge thereof, upon whom process against this Corporation may be served is Albert B. Kahn.

3. The objects for which this corporation is formed are:

(a) To acquire the good will, business, property and assets, and to assume or undertake the whole or any part of the liabilities, of any person, firm, association or corporation, and to pay for the same in cash, stock, bonds, debentures or other securities of this Corporation, or otherwise, as the Directors may determine.

(b) To engage in, carry on, and conduct a general retail and/or wholesale mercantile business in any of its branches including, without intention to limit by this enumeration, the sale of ladies wear, ladies millinery, wearing apparel, clothing, cosmetics, jewelry, leather goods, handbags, hosiery, and other

clothing, ornaments and related articles used in the adornment and covering of persons..

(c) To carry on any other business (whether manufacturing or otherwise) which may, in the discretion of the Directors, seem advantageous and capable of being carried on in conjunction with the above, or calculated directly or indirectly to enhance the value of the Corporation's property or rights.

(d) To acquire, by assignment, conveyance or otherwise, all of the right, title and interest of any other person, firm, association or corporation, in and to any lease of any property and to assume all liabilities and obligations of said lease.

(e) To manufacture, export, import, buy, sell and generally deal in goods, wares, merchandise and property of every class and description.

(f) To borrow money, to assume mortgages, to make and issue promissory notes, bills of exchange, bonds, debentures and obligations and evidence of indebtedness of all kinds, whether secured by mortgage, pledge or otherwise, without limit as to amount, and to secure the same by mortgage, pledge or otherwise.

(g) To conduct its business, and have one or more offices, and unlimitedly and without restriction to purchase, hold, own, take over, maintain, develop, sell, dispose of, convey, let, rent, lease, mortgage, exchange, improve and deal in real estate and real and personal property or any interest and/or rights therein, and to borrow and/or lend money unsecured or

secured by mortgages on real or personal property in or out of this State, and in such place and places in the several States and Territories of the United States, and in Foreign Countries, as shall from time to time be found necessary and convenient for the purposes of the Corporation's business.

(h) To do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated or incidental to the powers therein named, or which shall at any time appear conducive or expedient for the protection or benefit of the Corporation, either as holders of or interested in, any property or otherwise; with all the powers now or hereafter conferred by the Laws of New Jersey upon corporations under the Act hereinabove referred to.

(i) To apply for, acquire, buy, sell, assign, lease, pledge, mortgage or otherwise dispose of letters patent of the United States or of any foreign country, and all or any rights, territorial or otherwise, thereunder.

To apply for, acquire, hold, sell, assign, lease, mortgage, or otherwise dispose of patent rights, licenses, privileges, inventions, trade-marks, trade-names and pending applications therefor, relating to or useful in connection with any business of the corporation.

(j) To purchase, acquire, hold and dispose of the stock, bonds and other evidences of indebtedness of any corporation, domestic or foreign, including this corporation, and to issue in exchange therefor its stocks, bonds or other obligations and while owner of any such stock, bonds or other obligations, to possess and exercise in respect thereof, all the rights, powers

and privileges of individual owners or holders thereof, and to exercise any and all voting power thereon, provided that the exercise of such powers and rights is not inconsistent with any of the provisions of the law of this state.

(k) To issue bonds, debentures or obligations of the company, from time to time, for any of the objects or purposes of the company, and to secure the same by mortgage or mortgages, or deed or deeds of trust, or pledge, or lien on any or all of the real and personal property, rights, privileges and franchises of the company wheresoever situated, acquired and to be acquired, and to sell or otherwise dispose of any or all of the same, all in such manner and upon such terms as the board of directors may deem proper.

(l) To do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or incidental to the powers therein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, either as holders of or interested in, any property or otherwise; with all the powers now or hereafter conferred by the laws of New Jersey upon corporations under the act hereinafter referred to.

(m) To purchase, lease or otherwise acquire all kinds of personal property which the corporation may deem necessary or convenient for the purpose of its business.

(n) Generally to purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property

and any rights or privileges which the company may think necessary or convenient for the purpose of its business.

(o) To do any or all of the things in this certificate set forth as objects, purposes, powers or otherwise, to the same extent and as fully as natural persons might or could do, and in any part of the world, as principals, agents, contractors, trustees, or otherwise.

4. The total authorized capital stock of this corporation shall be Seventy-Five Thousand (\$75,000) Dollars divided into Five Thousand (5,000) shares of class A common stock of a par value of Ten (\$10.00) Dollars each which shall have vested in it the entire voting power of this corporation; and Twenty-Five Hundred (2500) shares of class B common stock of a par value of Ten (\$10.00) Dollars each which shall be non-voting stock with the same rights and privileges with regard to the distribution of earnings and assets and ownership thereof and in all other respects be the same as the Five Thousand (5,000) shares of voting common stock with the exception of the voting rights.

5. All shares of stock issued by this Corporation shall be paid for in full at the time same are issued, and the persons to whom same are issued or any subsequent holder thereof shall assume no liability thereby, and his liability is hereby expressly limited to the sum of money which he paid for said stock at the time same was issued and no further liability shall attach thereto. The private property of the stockholders is totally and absolutely exempt from any and all corporate debts. Said shares of stock shall be non-assessable.

6. The names and post office addresses of the Incorporators,

and the number of shares subscribed for by each, the aggregate of which, one hundred (100), is the number of shares with which this Corporation will commence business, are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. SHARES</u>
ALBERTA J. STANLEY	Trenton, New Jersey	50
JOAN A. POCHER	Trenton, New Jersey	25
CATHERINE KAHN	Trenton, New Jersey	25

7. The period of existence of this Corporation is unlimited.

8. The bylaws of the Corporation shall provide for the procedure to be followed in all elections for directors, and said elections need not be by ballot except as otherwise provided in the bylaws.

9. The authority to make and alter bylaws may be expressly vested by the bylaws of the Corporation in the Board of Directors subject always to the power of the stockholders to alter or repeal any bylaws by the Directors.

10. The Corporation may create optional rights to purchase or subscribe, or both, to stock of any class of the Corporation or of any series thereof on such terms, at such price, in such manner and at such time or times as shall be expressed in a resolution adopted by the Board of Directors, and issue warrants or other evidence of such rights.

11. The Corporation shall have the right to purchase or otherwise retire its own stock from the stockholders of the Corporation as Treasury stock, and to sell or transfer such stock in accordance with the mandate of the Board of Directors.

Signed, sealed and delivered
in the presence of

(L.S.)

(L.S.)

(L.S.)

STATE OF NEW JERSEY)
) ss:
COUNTY OF MERCER)

BE IT REMEMBERED, that on this 7th day of January,
A.D. 1965, before me, An Attorney-at-law of N.J., personally
appeared ALBERTA J. STANLEY, JOAN A. POCHER and CATHERINE KAHN,
who, I am satisfied, are the persons named in and who executed
the foregoing Certificate, and I having first made known to
them the contents thereof, they did each acknowledge that they
signed, sealed and delivered the same as their voluntary act
and deed, for the uses and purposes therein expressed.

RICHARD M. GLAZER
ATTORNEY-AT-LAW OF N.J.