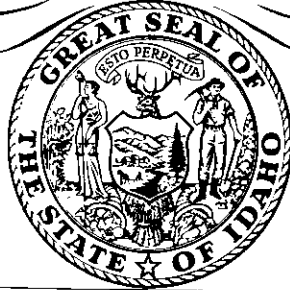


State of Idaho



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

BITTON-TUCHY CO., OF POCATELLO

was filed in the office of the Secretary of State on the **Fifteenth** day of **November**, A.D. One Thousand Nine Hundred **Sixty-two** and duly recorded on Film No. **121** 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 **Bannock**

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 **15th** day of **November**, A.D., 19 **62**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
BITTON-TUOHY CO., OF POCATELLO

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 provisions of Title 30, Chapter 1, of the Idaho Code, known as the Business Corporation Act of Idaho, do hereby certify as follows:

I

The name of the corporation is BITTON-TUOHY CO., OF POCATELLO.

II

The purposes for which this corporation is formed are:

To conduct a general clothing business, both at wholesale and retail; to manufacture, buy, sell, distribute and deal in clothing and wearing apparel of every description, and any and all materials and articles used or useful in connection therewith; to buy, sell, trade, exchange and deal in, both at wholesale and retail, all such products and merchandise as may from time to time be deemed necessary, proper or desirable in the conduct of such business; and to do each and everything necessary, suitable or proper for the accomplishment of any of the objects herein enumerated or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation, including the leasing, holding, purchasing, owning, mortgaging, hypothecating and selling of real property, stocks of this and other corporations, bonds, negotiable and non-negotiable instruments of all kinds, and any and all kinds of personal property.

III

In addition to the powers expressly conferred upon corporations by the laws of the State of Idaho, this corporation shall have power to do any and all things necessary, suitable and proper for the accomplishment of any of the purposes or for the attainment of any of the objects or for the exercise of any of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals or corporations, either in this State or throughout the United States, and elsewhere, including the power to conduct business in other States as well as in Idaho, the District of Columbia, territories and colonies of the United States and in foreign countries, and to acquire, receive, hold, purchase, lease, mortgage, dispose of and convey real and personal property situated outside of Idaho, and to do any act or acts, thing or things incidental or pertinent to or connected with the business hereinabove described, or any part or parts thereof, if not inconsistent with the laws under which this corporation is organized.

IV

This corporation shall have perpetual existence.

V

The location and post office address of the registered office of the corporation is Pocatello, Bannock County, Idaho.

VI

There shall be but one class of shares of stock, which shall be designated as common stock, and which shall be non-assessable. The total authorized number of par value shares of such stock is TWO HUNDRED FIFTY (250) shares, of the par value of ONE HUNDRED DOLLARS (\$100.00) per share, making a total authorized par value of TWENTY-FIVE THOUSAND DOLLARS (\$25,000.00).

VII

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

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. OF SHARES</u>
Hugh L. Tuohy	191 North Shilling Blackfoot, Idaho	1
Ora M. Tuohy	191 North Shilling Blackfoot, Idaho	1
Ronald W. Bitton	317 South Shilling Blackfoot, Idaho	1

VIII

The Board of Directors shall consist of three members to be elected annually; provided, the number of directors may be increased by action of the shareholders at any annual meeting, or other meeting called for that purpose. Vacancies in the Board of Directors shall be filled by the remaining members of the Board and each person so elected shall be a director until his successor is elected. The shareholders may elect his successor at the next annual meeting of the shareholders, or at any special meeting duly called for that purpose.

IX

The general officers of the corporation shall be the President, Vice President, Secretary and Treasurer, who shall be elected by the Board of Directors immediately following their election at the annual meeting. The duties of said officers shall be prescribed by the by-laws of the corporation.

X

No one of the aforesaid officers, except the President need be a director, but a Vice President who is not a director cannot succeed to or fill the office of President.

XI

By-laws for the government and management of this corporation shall be adopted at the first meeting of the shareholders after the issuance of the certificate of incorporation. The directors of the corporation shall have power to repeal and amend the by-laws and adopt new by-laws; provided, by-laws made by the directors may be altered or repealed either by a two-thirds vote of the Board of Directors or by vote of two-thirds of the allotted shares of the corporation.

IN WITNESS WHEREOF, We have hereunto set our hands this 30th day of October, 1962.

[Handwritten signatures of Hugh L. Tuohy, Ora M. Tuohy, and Ronald W. Bitton]

STATE OF IDAHO)
 : SS
County of Bingham)

On this 30th day of October, 1962, before me, H. William Furchner, a Notary Public in and for the State of Idaho, personally appeared HUGH L. TUOHY, ORA M. TUOHY and RONALD W. BITTON, 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 first above written.

[Handwritten signature of H. William Furchner]

Notary Public for State of Idaho
Residing at Blackfoot, Idaho

My Commission Expires:
January 31, 1966.