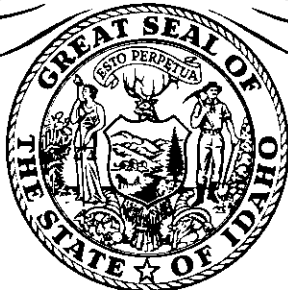


# State of Idaho



## 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

**TERRY SALES, INC.**

a corporation duly organized and existing under the laws of **Colorado** 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 **16th** day of **August** **19 63**, a properly authenticated copy of its articles of incorporation, and on the **16th** day of **August** **19 63**, a designation of **George W. Hargraves** in the County of **Bannock** 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 **16th** day of **August**, A.D. 19 **63**.

Secretary of State.



OFFICE OF THE SECRETARY OF STATE

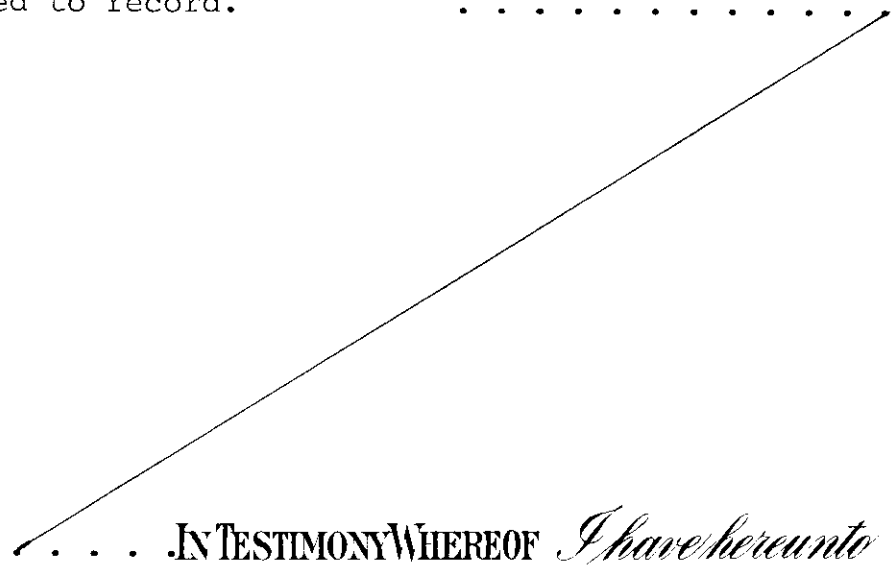
UNITED STATES OF AMERICA, } ss. CERTIFICATE.  
STATE OF COLORADO.

*I, Byron A. Anderson, Secretary of State  
of the State of Colorado, do hereby certify that*

the annexed is a full, true and complete copy of the Articles  
of Incorporation of

TERRY SALES, INC.

as filed in this office on the Twenty-Seventh day of September,  
A. D. 1962, and admitted to record. . . . .



. . . . IN TESTIMONY WHEREOF *I have hereunto  
set my hand and affixed the Great  
Seal of the State of Colorado, at the  
City of Denver, this ---Twenty-Fourth---  
day of -----July-----A. D. 1963*

*Byron A. Anderson*  
SECRETARY OF STATE.  
*Ed. Baer*  
DEPUTY.

## STATE OF COLORADO

DEPARTMENT OF  
STATECERTIFICATE OF  
INCORPORATION

I, George J. Baker,

Secretary of State of the State of Colorado, hereby certify that duplicate originals of Articles of Incorporation, duly signed and verified pursuant to the provisions of the Colorado Corporation Act, have been received in this office and are found to conform to law,

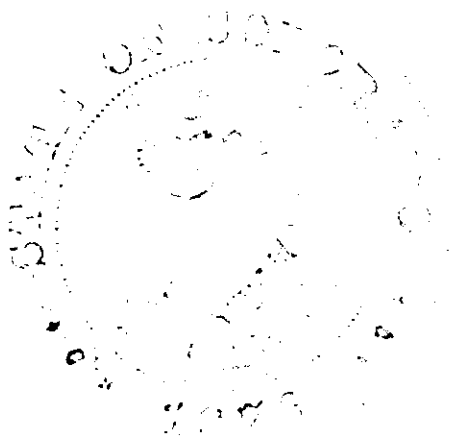
Accordingly the undersigned, by virtue of the authority vested in me by law, hereby issues this Certificate of Incorporation of

-----TERRY SALES, INC.-----

(A COLORADO CORPORATION)

and attaches hereto a duplicate original of the Articles of Incorporation.

Dated this Twenty-Seventh day of September, A. D. 1962.



Geo. J. Baker  
SECRETARY OF STATE  
B. J. Teragini  
DEPUTY

ARTICLES OF INCORPORATION

OF

TERRY SALES, INC.

The undersigned natural persons, each being more than twenty-one years of age, hereby establish a corporation, pursuant to the statutes of the State of Colorado, and adopt the following Articles of Incorporation:

ARTICLE I

Name

That the corporate name and style of our said corporation is and shall be

TERRY SALES, INC.

ARTICLE II

Length of Existence

The corporation shall have perpetual existence.

ARTICLE III

Purposes

The nature of the business and the objects and purposes to be transacted, promoted and carried on by our said corporation are as follows, to-wit:

- (a) To acquire stocks of merchandise of wholesale and retail establishments.
- (b) To liquidate all types of business.
- (c) To manufacture, buy, sell, import, export, and deal in jewelry, diamonds, watches, pearls, silverware, glassware, leather goods, ivory goods, and all grades and kinds of jewelry usually found in wholesale jobbing and manufacturing jewelry houses; to manufacture such machinery and appliances as are or might be useful in connection with the manufacture or preparation of the

same, and to do all acts and things, and to transact all business necessary or proper in connection with such objects or incidental thereto, or in any wise connected therewith; and in general to carry on any other business, whether manufacturing or otherwise, in the furtherance of said objects; to manufacture, buy, sell, import, export and deal in ornaments, fancy articles of various kinds, to repair jewelry and watches and set diamonds or other jewelry and to buy patent rights and licenses for any and all useful improvements in jewelry, watches, silverware, ornaments, novelties, fancy goods, or machinery, or material used in the manufacture of same.

(d) Manufacturing, buying and selling, at wholesale and retail all kinds of electric fixtures and electric appliances and any and all material in any way used or to be used in connection therewith.

(e) To establish, maintain and conduct a merchandise business and businesses of all sorts either at wholesale or retail, or both, and to establish and conduct chain stores, shops and offices for the transaction of any and every kind of merchandise business.

To establish, maintain and conduct a general department store or stores for the trafficking and dealing in and with, either at wholesale or retail, or both, all kinds of articles and commodities of personal and household use and consumption and all manufactured and prepared goods, food stuffs, materials and produce.

To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with goods, wares and merchandise and real and personal property of every class and description.

(f) To carry on the business of opticians, to manufacture,

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purchase and sell eye glasses, opera glasses, field glasses, magnifying lenses for all purposes, and apparatus for carrying on the business of opticians and dealers in optical goods generally.

(g) To improve, manage and operate real property; the building, construction and alteration of houses and other structures thereon, and the development of real property generally; the buying, selling and exchanging of real property; the renting and leasing of real property and borrow money thereon by mortgage or otherwise, the loaning of money upon real property and the taking of mortgages and the assignment of mortgages of the same; the buying, selling and dealing in bonds and loans secured by mortgages or other liens on real property; the purchasing, manufacturing, acquiring, holding, owning, mortgaging, pledging, leasing, selling, assigning and transferring, investing in, trading in and dealing in, goods, wares, merchandise and property of every kind and description, and the carrying on of any of the above businesses or any other business connected therewith whenever the same may be permitted by law, either manufacturing or otherwise and to the same extent as the laws of this state will permit, and as full and with all the powers that the laws of this state confer upon corporations and organizations under said act, and to do any and all of the businesses above mentioned and set forth to the same extent as natural persons might or could do.

(h) To purchase, acquire, hold, improve, sell, convey, assign, release, mortgage, incumber, lease, hire and deal in real and personal property of every kind and nature, including stocks and securities of other corporations, and to loan money and take securities for the payment of all sums due the corporation, and to sell, assign and release such securities. The corporation may take, acquire, and hold stock in any other corporation.

#### ARTICLE IV

##### Powers

In furtherance of the aforesaid purposes, the corporation

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shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon corporations organized under the laws of the State of Colorado. In addition, it may do everything necessary, suitable or proper for the accomplishment of any of the corporation's purposes.

## ARTICLE V

### Stock

The aggregate number of shares which the corporation shall have authority to issue is 49,999 shares of common stock, each having a par value of \$1.00 per share. Each shareholder of record shall have one vote for each share of stock standing in his name on the books of the corporation and shall be entitled to vote, except that in the election of directors he shall have the right to vote such number of shares for as many persons as there are directors to be elected.

Cumulative voting shall not be allowed for the election of directors or for any other purpose.

At all meetings of shareholders, the majority of the shares entitled to vote at such meeting, represented in person or by proxy, shall constitute a quorum.

No shareholders of the corporation shall have any preemptive or other right to subscribe for any additional shares of stock or for other securities of any class or for rights, warrants or options to purchase stock or script or for securities of any kind convertible into stock or carrying stock purchase warrants or privileges.

The Board of Directors may from time to time distribute to the shareholders in partial liquidation out of stated capital or capital surplus of the corporation, a portion of its assets in cash or property subject to the limitation contained in the statutes of the State of Colorado.

ARTICLE VI

Directors

The Board of Directors shall consist of a maximum of five directors and the following three directors shall constitute an initial board. Their names and addresses being as follows:

<u>Name</u>	<u>Address</u>
Joseph E. Travis	1028 Colorado Avenue Loveland, Colorado
Ann E. Irby	Route 2, Box 338 Loveland, Colorado
Jesse D. Irby	Route 2, Box 338 Loveland, Colorado

ARTICLE VII

Resident Agent

The address of the initial registered office of the corporation is 1028 Colorado Avenue, Loveland, Colorado. The name of its initial registered agent at such address is Joseph E. Travis.

The corporation may conduct part of its business in any part of the world. It may hold, purchase, mortgage, lease and convey real and personal property in any of such places.

ARTICLE VIII

Incorporators

The name and address of each incorporator are:

<u>Name</u>	<u>Address</u>
Joseph E. Travis	1028 Colorado Avenue Loveland, Colorado
Ann E. Irby	Route 2, Box 338 Loveland, Colorado
Jesse D. Irby	Route 2, Box 338 Loveland, Colorado

Dated September 10 , 1962.

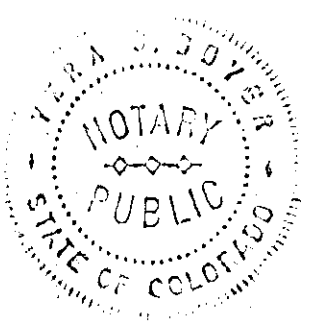


Joseph E. Travis  
Joseph E. Travis  
Ann E. Irby  
Ann E. Irby  
Jesse D. Irby  
Jesse D. Irby  
Incorporators.

STATE OF COLORADO  
COUNTY OF JEFFERSON } SS.

I, Vera C. Boyer, a notary public, hereby certify that on the 10th day of September, 1962, personally appeared before me JOSEPH E. TRAVIS, ANN E. IRBY and JESSE D. IRBY, who being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 10th day of September, A. D. 1962.  
My commission expires March 21, 1963.



Vera C. Boyer  
Notary Public.