

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

TOMORROW'S TREASURES GIFT SHOPPE, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: July 16, 1992



*Pete T. Cenarrusa*

SECRETARY OF STATE

By Walene Flint

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ARTICLES OF INCORPORATION  
OF  
TOMORROW'S TREASURES GIFT SHOPPE, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of legal age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, pursuant to the laws of the State of Idaho, do hereby certify as follows:

I.

Name

The name of the corporation shall be Tomorrow's Treasures Gift Shoppe, Inc.

II.

Registered Office

The location of the registered office of the corporation shall be 621 B Main Street, Lewiston, Idaho 83501.

III.

Registered Agent

The name and address of the registered agent of the corporation are Jan Altmiller, 621 B Main Street, Lewiston, Idaho 83501.

IV.

Duration

The period of existence and duration of the corporation shall be perpetual.

V.

Corporate Purposes

A. To manufacture, purchase, sell and deal in all material related to crafts and craftmaking supplies; to buy, sell, import, export and deal generally in all types of crafts and craft supplies, and any other articles and objects relating to crafts.

B. To manufacture, own, buy, sell, export, import and deal in, both at wholesale and retail, all kind of goods, building or construction supplies and products, building or construction equipment, and generally engage in any mercantile, fabricating, manufacturing, trading or brokerage business of any kind or character, not contrary to law, within or without the State of Idaho, and to do all things incidental to such business.

C. To acquire by purchase or lease, or otherwise, real property and interests in real property, and to own, hold, prove, develop and manage any real property so acquired and to erect or cause to be erected on any real property owned, held, or occupied by the corporation, buildings or other structures with their appurtenances, and to rebuild, enlarge, alter, repair or improve any building or other structures now or hereafter erected on any real property so owned, held or occupied, and to mortgage, sell, lease, or otherwise dispose of any real property or interests in real property and in buildings or other structures at any time owned or held by the corporation.

D. To receive, acquire, hold, purchase, dispose of, convey, mortgage and lease personal property; to dispose of, sell lease and assign, transfer, mortgage or convey any rights, privileges, franchises, or other personal property of the corporation other than its franchise of being a corporation, and to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, pledge or otherwise dispose of and deal in the shares of stock, or bond, securities and debentures and other evidences of indebtedness of other corporations, domestic or foreign, and within or without the United States of America.

E. To cause to be formed, merged or reorganized or liquidated, and to promote, take charge of and aid in any way permitted by law, the formation, merger, reorganization or liquidation of any corporation, association or entity, domestic or foreign, either within or without the United States of America.

F. To generally engage in the business of buying, selling, or otherwise dealing in notes, open accounts or other similar evidence of debt, and any and all other forms of real, personal or mixed property choices in action; to receive and accept transfers, pledges, mortgages and conditional sales contracts and to deal with the same as owner, lender, assignee, factor, or otherwise as a means of security or of recovering money or property advanced, invested or loaned; to conduct investigations and credit or business researches; and to repossess by legal process or otherwise for the enforcement of any property rights, liens, or interest in property.

G. To borrow money and otherwise incur indebtedness without limit as to amount, and to draw, make, accept, endorse, transfer, assign, guarantee, execute and issue loans, debentures, notes, checks, drafts, bills of exchange, negotiable instruments, and all other instruments for the payment of money, negotiable or nonnegotiable, and whether secured or unsecured.

H. To conduct business in this state, other states, District of Columbia, territories or 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, purchase, lease, mortgage, dispose of and convey real or personal property situated therein.

I. To acquire the good will, rights and property; and the whole or any part of the assets, tangible or intangible, and to undertake or in any way assume the liabilities of any person, firm, association or organization; to pay for the good will, rights, property and assets in cash, the stock of this corporation or bonds of this corporation or otherwise, or by undertaking the whole or any part of the liabilities of the transferror; to hold or in any manner to dispose of the whole or any part of the property so acquired; and to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all power necessary or convenient in the conduct and management of such business.

J. To apply for, purchase, register or in any manner to acquire, and hold, own, use, operate and introduce, and to sell, lease, assign, pledge or in any manner dispose of, and in any manner deal with patents, patent rights, licenses, copyrights, trademarks, trade names, and to acquire, own, use or in any manner dispose of any and all inventions, improvements, processes, labels, designs, brands or other rights, and to work, operate or develop the same, and to carry on any business, manufacturing or otherwise, which may directly or indirectly promote these objects or any of them.

K. To purchases, insofar as the same may be done without impairing the capital of the corporation, except as otherwise permitted by law, and to hold, pledge and reissue shares of its own capital stock; provided that such stock, while so acquired and held, shall not be entitled to vote nor receive dividends.

L. To guarantee the performance of contracts, agreements, undertakings, obligations, promises or duties of contractors, subcontractor or other persons.

M. To have exercise and enjoy all of the powers now or hereafter granted to corporations organized under the laws of the State of Idaho, and particularly all of the powers and privileges granted to corporations by Chapter 1 of Title 30 of the Idaho Code, and any present and future amendments thereto, and to do any act or thing necessary or convenient for the transaction of the aforementioned business purposes and the carrying into effect of any and all of the aforesaid objects and purposes.

N. To enter into contracts or obligations of any type or kind essential, necessary, convenient or proper to the transaction of its ordinary business affairs, or for any of the objects and purposes of the corporation. To appoint agents, subagents and salesmen, and to enter into all necessary contracts with agents, subagents, salesmen and dealers.

O. To transact business with exemption from the requirement to have workers compensation unsurance as provided by Idaho Code Section 72-213 part 5 - employment which is not carried on by the employer for the sake of pecuniary gain.

P. All of the foregoing provisions of this Article V are to be construed both as objects and powers, and it is hereby expressly provided that the enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation; provided, however, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do any act which corporations formed under the laws of the State of Idaho may not carry on or do at the time. It is the intention that the purposes, objects and powers specified in each of the paragraphs of this Article V of these Articles of Incorporation shall, except as otherwise provided, in no wise be limited or restricted by reference or inference from the terms of any other clause or paragraph in this Article, or of any other provision of these Articles of Incorporation.

#### VI.

##### Authorized Capital Stock

The corporation shall have 35 shares of no par value common stock. Each share shall have the same rights, privileges and voting power and shall be nonassessable. Each holder of stock in the corporation shall be entitled to have a copy of a certificate, signed by, or in the name of the corporation, by the President or Vice-President and the Treasurer or Secretary of the corporation, certifying one share is owned by the stockholder in the corporation. The certificates will be held on file by the Treasurer. Stockholder certificates shall be forfeited when the stockholder terminates from active membership. No more than thirty-five shares of stock shall be issued.

#### VII.

##### Incorporators

The names and addresses of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
Jan Altmiller	1033 Hemlock Drive Lewiston, Id. 83501
Vicki Haddock	2416 Westward Ho Clarkston, Wa. 99403
Kelly McKeehan	716 Cassel Street Lewiston, Id. 83501
Marion Schmidt	328 12th Avenue Lewiston, Id. 83501
Mary Lou Wayne	1614 Alder Avenue Lewiston, Id. 83501

**VIII.**  
**Directors**

There shall be five directors but the number of directors may be increased or decreased from time to time as provided by the By-Laws. The names and addresses of the initial directors, named by the incorporators, are as follows:

	<u>Name</u>	<u>Address</u>
President	Marion Schmidt	328 12th Avenue Lewiston, Id. 83501
Vice President	Mary Lou Wayne	1614 Alder Avenue Lewiston, Id. 83501
Secretary	Kelly McKeehan	716 Cassel Street Lewiston, Id. 83501
Treasurer	Jan Altmiller	1033 Hemlock Drive Lewiston, Id. 83501
Jury Chairman	Vicki Haddock	2416 Westward Ho Clarkston, Wa. 99403

**IX.**  
**By-Laws**

The Board of Directors, by a majority vote, shall have the power to adopt By-Laws, and to repeal and amend By-Laws.

**X.**  
**Director Liability**

Directors shall not be liable to the corporation or its stockholders for monetary damages.

XI.

Director Conflicts of Interest

No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation, shall be in any way affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any director individually, or any firm of which such director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Director; and the director of the corporation who is also so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize such contract or transaction, with like force and effect as if she were not such directors or officer of such other corporation, or not so interested.

IN WITNESS WHEREOF, the undersigned incorporators of said corporation have hereunto set their hands and seals this 13th day of July, 1992.

Jan Altmiller  
Jan Altmiller

Vicki Haddock  
Vicki Haddock

Kelly McKeehan  
Kelly McKeehan

Marion Schmidt  
Marion Schmidt

Mary Lou Wayne  
Mary Lou Wayne

STATE OF IDAHO )  
:ss.  
County of Nez Perce )

On this 13 day of July, 1992, before me, the undersigned, a Notary Public in and for said State, personally appeared JAN ALTMILLER, known to me to be the person whose name is subscribed to the within instrument and acknowledge to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

Debra R Mundell  
Notary Public for Idaho  
Residing at Leavenston, Idaho  
My Commission Expires: 4-18-97

(SEAL)

STATE OF IDAHO )  
:ss.  
County of Nez Perce )

On this 13 day of July, 1992, before me, the undersigned, a Notary Public in and for said State, personally appeared VICKI HADDOCK, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

Debra R Mundell  
Notary Public for Idaho  
Residing at Leavenston, Idaho  
My Commission Expires: 4-18-97

(SEAL)

STATE OF IDAHO )  
County of Nez Perce ) :ss.

On this 13 day of July, 1992, before me, the undersigned, a Notary Public in and for said State, personally appeared KELLY MCKEEHAN, known to me to be the person whose name is subscribed to the within instrument and acknowledge to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

Debra R Mundell  
Notary Public for Idaho  
Residing at 4-Burston, Idaho  
My Commission Expires: 4-18-97

(SEAL)

STATE OF IDAHO )  
County of Nez Perce ) :ss.

On this 13 day of July, 1992, before me, the undersigned, a Notary Public in and for said State, personally appeared MARION SCHMIDT, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

Debra R Mundell  
Notary Public for Idaho  
Residing at 4-Burston, Idaho  
My Commission Expires: 4-18-97

(SEAL)

STATE OF IDAHO )  
:ss.  
County of Nez Perce )

On this 13 day of July, 1992, before me, the undersigned, a Notary Public in and for said State, personally appeared MARY LOU WAYNE, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

Debra R Mendell  
Notary Public for Idaho  
Residing at Leviston Idaho  
My Commission Expires: 4-18-97

(SEAL)