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STATE OF IDAHO

# ARTICLES OF INCORPORATION OF SOMEPLACE ELSE TOYS INC.,

IDAHO SECRETARY OF STATE

02/03/1998 09:00  
CK: 264 CT: 93848 PH: 79659

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Executed by the undersigned person of legal age, for the purpose of forming a corporation under the provisions of Title 30, Chapter 1, Idaho Code.

## ARTICLE I - NAME

The name of this corporation is SOMEPLACE ELSE TOYS INC.,.

## ARTICLE II - DURATION

This corporation shall have a perpetual existence.

## ARTICLE III - PURPOSES

The purposes shall be to engage in the business of construction and the transaction of any or all lawful business for which corporations may be incorporated under Title 30, Chapter 1 of the Idaho Code.

## ARTICLE IV - STOCK

A. The aggregate number of shares which this corporation shall have authority to issue is Five Thousand (5,000). All stock of the corporation shall be of the same class, to-wit, non-par common stock, and shall be restricted as to transfer as the Board of Directors may prescribe in the by-laws.

B. The shareholders shall have a preemptive right to acquire such additional or treasury stock hereinafter issued by the corporation.

## ARTICLE V - INITIAL OFFICE AND AGENT

The address of the initial registered office of the corporation is 200 West Hanley, Coeur d'Alene, ID 83814, and the name of the initial registered agent of such office is Michael Amkreutz.

#### **ARTICLE VI - DIRECTOR**

There will be one director who shall constitute the initial Board of Directors. The name and address of the person who is to serve as director until the first annual meeting of stockholders, or until his successor is elected and qualified is: Michael Amkreutz, 200 West Hanley, Coeur d' Alene, ID 83814.

#### **ARTICLE VII - INDEMNIFICATION**

No officer or Director shall be personally liable for any obligations of the Corporation or for any duties or obligations arising out of any acts or conduct of said officer or Director performed for or on behalf of the Corporation. The Corporation shall and does hereby indemnify and hold harmless each person and his heirs and administrators who shall serve at any time hereafter as a Director or officer of the Corporation from and against any and all claims, judgments and liabilities to which such person shall become subject by reason of his having been a Director or officer of the Corporation, or by reason of any action alleged to have been taken or omitted to have been taken by him as such Director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with the defense or payment of any such claim or liability; this shall include the duty or power to defend such person from all suits or claims as provided for under the provisions of the Montana Business Corporation Act; provided, however, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of his own criminal, intentional or willful misconduct. The rights accruing to any person under the foregoing provisions of this section shall not exclude any other right to which he may lawfully be entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case, even though not specifically herein provided for. The corporation, its directors, officers, employees and agents shall be fully protected in taking any action or making any payment, or in refusing so to do in reliance upon the advice of counsel.

The indemnification herein provided shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of stockholders or disinterested Directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue after such person has

ceased to be a Director, officer or employee, and shall inure to the benefit of the heirs, executors and administrators of such person.

The corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer or employee of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, either or not the Corporation would have the power to indemnify him against such liability under these provisions or of the Montana Business Corporation Act.

The right of any person to be indemnified shall be subject always to the right of the Corporation by its Board of Directors, in lieu of such indemnity, to settle any such claim, action, suit or proceeding at the expense of the Corporation by the payment of the amount of such settlement and the costs and expenses incurred in connection therewith.

#### ARTICLE VIII - INCORPORATOR

The name and address of the incorporator of this corporation is:

NAME

Randall A. Snyder

ADDRESS

P.O. Box 717, Bigfork, Montana 59911

DATED this 4th day of February, 1998.

  
RANDALL A. SNYDER

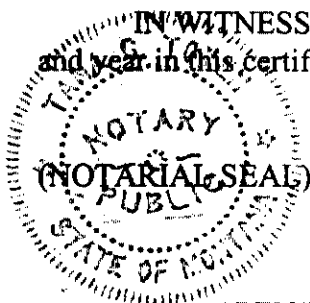
STATE OF MONTANA )

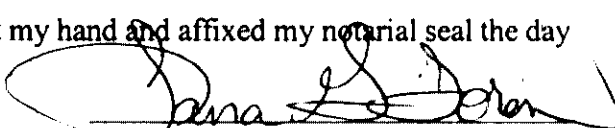
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County of Flathead)

On this 4th day of February, 1998, before me, the undersigned, a notary public for the State of Montana, personally appeared RANDALL A. SNYDER, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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



  
Notary Public for the State of Montana  
Residing at: Bigfork, Montana  
My commission expires: May 16, 2000.