

# State of Idaho



## Department of State

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho and custodian of the Seal of said State, do hereby certify that the annexed is a full, true and complete transcript or certified copy of Articles of Incorporation of  
GENI, LTD. , a Montana  
corporation, received and filed in this office on the 24th day of October  
19 75 at 8:52 o'clock A.M., as appears of record in this office.



IN TESTIMONY WHEREOF, I have  
hereunto set my hand and affixed the  
Great Seal of the State of Idaho.

Done at Boise, Idaho, this 24th day of  
October A.D., 19 75 .

Pete T. Cenarrusa

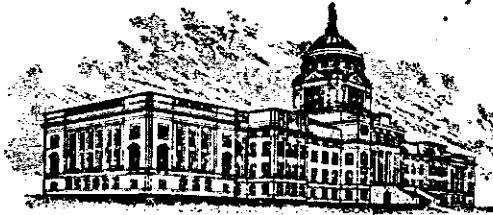
Secretary of State

*Bess C Jenkins*

Corporation Clerk

Certificate of Certified Copy of  
Articles of Foreign Corporation

# Office of the Secretary of State



## OF THE STATE OF MONTANA

I, FRANK MURRAY, Secretary of State of the State of Montana, do hereby certify that the annexed is a full, true and correct copy of Articles of Incorporation of INSTANT EGO, LTD., as received and filed in this office on the 1st day of September A. D. 1971 with Certificate issued thereon; Articles of Amendment to the Articles of Incorporation of INSTANT EGO, LTD. changing name to GENI, LTD. as received and filed in this office on the 8th day of September A. D. 1972 with Certificate issued thereon; Artilces of Merger of INSTANT EGO, LTD. into GENI, LTD.

as received and filed in this office on the first day of October A. D. 19 74 with Certificate issued thereon.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Montana, at Helena, the Capital, this 17th day of September A. D. 19 75

*Frank Murray*  
FRANK MURRAY  
Secretary of State

By:

*Gail M. DeWalt*  
Gail M. DeWalt  
Chief Deputy

# Office of the Secretary of State



## OF THE STATE OF MONTANA

### CERTIFICATE OF INCORPORATION

I, FRANK MURRAY, Secretary of State of the State of Montana, do hereby certify that duplicate originals of Articles of Incorporation for the incorporation of

**INSTANT EGO, LTD.**

duly executed pursuant to the provisions of Section 15-2247 of the Revised Codes of Montana, 1947, have been received in my office and are found to conform to law.

NOW, THEREFORE, I, FRANK MURRAY, as such Secretary of State, by virtue of the authority vested in me by law, hereby issue this Certificate of Incorporation to

**INSTANT EGO, LTD.**

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

(GREAT SEAL)

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Montana, at Helena, the Capital, this **1st** day of **September** A.D. 19 **71**.

*Frank Murray*  
FRANK MURRAY  
Secretary of State

*Gail M. DeWalt*  
By GAIL M. DeWALT  
Chief Deputy

ARTICLES OF INCORPORATION  
OF  
INSTANT EGO, LTD.

\* \* \*

174943  
STATE OF MONTANA  
**FILED**  
SEP - 1 1971  
FRANK MURRAY  
SECRETARY OF STATE  
By *[Signature]*  
Deputy  
*Pe. 70.*

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, in order to form a corporation, does by these presents, pursuant to and in conformity with Title 15 of the Revised Codes of the State of Montana, 1947, and acts amendatory thereof, hereby adopts the following Articles of Incorporation:

FIRST: The name of the corporation is:  
INSTANT EGO, LTD.

SECOND: The period of duration of the corporation is perpetual.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the Montana Business Corporation Act.

Without limiting in any manner the scope and generality of the foregoing, it is hereby provided that the corporation shall have the following purposes, objects and powers:

To buy, sell and otherwise deal in and with, at wholesale and retail, wigs, hairpieces and associated products necessary and convenient to the operation of the business of the corporation and the performance of related services.

To advise, instruct, assist, supervise and render any and all services of every kind and description in the field of public relations, direct mail advertising and solicitation, business consulting, market research, business promotions and distributions, and, to this end, design, prepare and publish brochures, formats and all and any other types of literature, and publish the same by any means whatsoever, lay out plans for and conduct or in any way participate in any campaign, drive, contest or similar activity.

To purchase, exchange, acquire, lease, own, mortgage, incumber, improve, or cause to be improved, use, lend, borrow, produce, manufacture, assemble, construct, operate, service, maintain, convey and otherwise dispose of, sell, handle, import, export, subdivide, plat, trade and deal in, any property, real, personal, or mixed, choses in action, or any interest therein, either directly or indirectly, and generally to engage in and conduct any form of manufacturing, mercantile, service or real estate enterprise

or business as may be necessary or convenient in connection with any business of the company not contrary to law in the various states, territories and dependencies of the United States, in the District of Columbia, and in all or any foreign countries.

To apply for, obtain, register, purchase, lease or otherwise to acquire and to hold, own, use, develop, operate and introduce and to acquire, sell, assign, grant licenses, franchises or territorial rights in respect to, or otherwise to turn to account or dispose of, any copyrights, trade marks, trade names, brands, franchises, labels, patent rights, letters patent of the United States or of any other country or government, inventions, improvements and processes, whether used in connection with or secured under letters patent or otherwise.

To subscribe for, purchase, invest in, hold and own, assign, pledge or otherwise acquire or dispose of, shares of capital stock, bonds, mortgages, debentures, notes and other securities, obligations, contracts and evidences of indebtedness of corporations of the State of Montana, or any other States, and to exercise in respect of such shares of stock, bonds or other securities of corporations or individuals, any and all rights, powers and privileges of individual ownership, including the right to vote; to borrow money and to make and issue notes, bonds, debentures, obligations and evidences of all kinds without limit as to amount, whether secured by mortgage, pledge or otherwise, and to sell or pledge any of such bonds or other obligations for proper corporate purposes and to do any and all acts and things tending to increase the value of the property at any time held by the company; to do any one or more of the acts and things herein set forth and to conduct such business in all its branches or any part thereof outside of the State of Montana, and in other states, territories and dependencies of the United States and in foreign countries; to enter into, make, perform and carry out agreements and contracts of every kind and description which may be necessary and convenient for the business of the company with any person, firm, corporation, private, public or municipal body politic under the government of the United States or any State, territory or colony thereof, or any Government, as far as and to the extent that the same may be done and performed by corporations organized under the Business Corporation Act.

To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, either alone, or in association with, or as agent or representative for, other corporations, whether public, governmental or private, firms or individuals, or to accomplish any other lawful business whatsoever, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.

The enumeration herein of the objects and purposes of the corporation shall be construed as powers as well as objects and purposes and shall not be deemed to exclude by inference any powers, objects or purposes which the corporation is empowered to exercise, whether expressly by force of the laws of the State of Montana now or hereafter in effect, or impliedly by the reasonable construction of the said laws.

3

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is one hundred thousand (100,000) shares common stock, all of which shares shall have a par value of one cent (\$.01) per share.

The holders of shares of stock of the corporation shall have the preemptive right to subscribe for or purchase

(a) any stock of any class, now or hereafter authorized, or any warrants, options, or other instruments that shall confer upon the holders thereof the right to subscribe for or purchase or receive from the corporation any stock of any class which the corporation may issue or sell, whether or not the same shall be exchangeable for any stock of the corporation of any class, or

(b) any obligation which the corporation may issue or sell that shall be convertible into or exchangeable for any shares of the capital stock of the corporation of any class or to which shall be attached or shall appertain any options, or other instruments that shall confer upon the holders of such obligations, warrants, options, or other instruments the right to subscribe for or purchase or receive from the corporation any shares of its capital stock of any class or classes now or hereafter authorized.

FIFTH: The address of the initial registered office is Union Bank Building, P. O. Box 874, Helena, Montana 59601 and the name of its initial registered agent at such address is the United States Corporation Company.

SIXTH: The number of directors constituting the initial Board of Directors of Said Corporation shall be three (3), and the names and addresses of those who are to serve as the first directors until the first annual meeting of shareholders or until their successors are elected and qualified are: •

<u>NAME</u>	<u>ADDRESS</u>
Pauline Adamson	746 Grand, Billings, Montana, 59102
Carolyn R. Badura	409 Terry, Billings, Montana 59102
Lloyd E. Shefsky	6 N. Michigan, Chicago, Illinois 60602

SEVENTH: The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
D. S. Nuter	33 North La Salle Street Chicago, Illinois 60602

WITNESS, my hand and seal, this 26th day of August, 1971.

*D. S. Nuter* (L.S.)  
D. S. Nuter - Incorporator

STATE OF ILLINOIS    }  
COUNTY OF COOK       } ss:

On this 26th day of August 1971, personally appeared before me, J. D. Hanscom, a Notary Public for the State of Illinois, D. S. NUTER, whose name is subscribed to the foregoing instrument as the party thereto, personally known to me to be the same person described in and who executed the said foregoing instrument, as the party thereto, and who executed the same.

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

*J. D. Hanscom*  
J. D. Hanscom - Notary Public

(seal)

Department of the Secretary of State



STATE OF MONTANA

**CERTIFICATE OF AMENDMENT  
TO CERTIFICATE OF INCORPORATION**

I, FRANK MURRAY, Secretary of State of the State of Montana, do hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of

**INSTANT EGO, LTD.**

duly executed pursuant to the provisions of Section 15-2255 of the Revised Codes of Montana, 1947, have been received in my office and found to conform to law.

NOW, THEREFORE, I, FRANK MURRAY, as such Secretary of State, by virtue of the authority vested in me by law, hereby issue this Certificate of Amendment to the Certificate of Incorporation of

**GENI, LTD.**

formerly

**INSTANT EGO, LTD.**

and attach hereto a duplicate original of the Articles of Amendment to the Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Montana, at Helena, the Capital, this 8th

(GREAT SEAL)

day of September A.D. 19 72.

*Frank Murray*  
FRANK MURRAY

Secretary of State

*Gail M. DeWalt*

By GAIL M. DeWALT  
Chief Deputy



186974

STATE OF MONTANA

**FILED**

SEP 8 - 1972

FRANK MURRAY

SECRETARY OF STATE

By *Kenneth W. Brown*  
*Ph 82020* Deputy

ARTICLES OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
INSTANT EGO, LTD.

Adopted in accordance with the provisions  
of Section 15-2255 of the Montana Business  
Corporation Act

FIRST: The name of the Corporation is  
INSTANT EGO, LTD.

SECOND: Pursuant to a resolution adopted by  
the Board of Directors and in accordance with the  
written consent of all of the stockholders of  
INSTANT EGO, LTD., the Articles of Incorporation  
of said Corporation have been amended as follows:

By striking out the whole of Article FIRST  
thereof as it now exists and inserting in lieu and  
instead thereof a new Article FIRST, reading as  
follows:

ARTICLE FIRST:.. The name of the Corporation  
is:

GENI, LTD.

THIRD: The Amendment was adopted by the  
consent of all stockholders on the 29th day of  
August, 1972.

FOURTH: The number of shares outstanding and  
the number of shares entitled to vote thereon are

as follows:

<u>Class</u>	<u>Number of Shares</u>
Common	10,000

FIFTH: The number of shares voted for and against such Amendment are as follows:

<u>Class</u>	<u>Number Voted</u>
	<u>For</u> <u>Against</u>
Common	10,000                      none

Dated this 29th day of August, 1972.

INSTANT EGO, LTD.

Pauline M. Adamson  
President

Carolyn R. Braden  
Secretary

STATE OF MONTANA )  
COUNTY OF YELLOWSTONE ) SS

I, Alpha Richards, a Notary Public, hereby certify that on the 29th day of August, 1972, personally appeared before me Pauline M. Adamson, who being by me first duly sworn, declared that she is the President of INSTANT EGO, LTD., a Montana corporation, that she signed the foregoing document as President of said corporation, and that the statements therein contained are true.

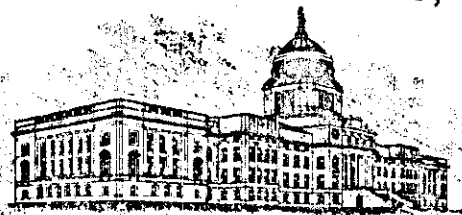
Alpha Richards  
Notary Public

( NOTARIAL  
SEAL )

Notary public for the State of Montana  
Residing at 855 Wicks Lane

My Commission Expires: September 33, 1973

Office of the Secretary of State



OF THE  
STATE OF MONTANA

CERTIFICATE OF MERGER

I, FRANK MURRAY, Secretary of State of the State of Montana, do hereby certify that duplicate originals of Articles of Merger of INSTANT EGO, LTD., a Montana corporation, into GENI, LTD., a Montana corporation, the surviving corporation, duly signed and verified pursuant to the provisions of Section 15-2268, Revised Codes of Montana, 1947, have been received in this office and found to conform to law.

NOW, THEREFORE, I FRANK MURRAY, as such Secretary of State, by virtue of the authority vested in me by law, hereby issue this Certificate of Merger of INSTANT EGO, LTD. into GENI, LTD., the surviving corporation, and attach hereto a duplicate original of the Articles of Merger.

(GREAT SEAL)

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Montana, at Helena, the Capital, this first day of October, A.D. 1974.

*Frank Murray*  
FRANK MURRAY  
Secretary of State

By:

*Gail M. Dewalt*  
GAIL M. DEWALT  
Chief Deputy

ARTICLES OF MERGER

OF

GENI, LTD.

Pursuant to Section 15-2268, R.C.M. 1947, the undersigned,

GENI, LTD., a Montana corporation with registered office and mailing address both at 746 Grand Avenue, Billings, Montana 59102, hereinafter called "Geni";

INSTANT EGO, LTS., a Montana corporation with registered office and mailing address both at 746 Grand Avenue, Billings, Montana, 59102, hereinafter called "Ego";

hereby submit for filing the following "Articles of Merger":

- (a) The plan of merger is the Merger Agreement dated August 15, 1974, attached hereto marked Exhibit "A" and by this reference made a part hereof.
- (b) The number of shares of stock of each corporation issued and outstanding at the time of, and entitled to vote on, the approval of said plan of merger is:
  - (1) Geni, Ltd., 10,000 shares of common stock, no par value;
  - (2) Instant Ego, Ltd., 10,000 shares of common stock, no par value.
- (c) Pursuant to Section 15-22-134, R.C.M. 1947, all shareholders of each of the above listed corporations consented in writing to the merger of said corporations. The number of shares of each corporation voting for and against the plan of merger was as follows:

216162  
STATE OF MONTANA  
**FILED**

FRANK MURRAY  
SECRETARY OF STATE  
OCT - 1 1974

By *[Signature]*  
Deputy

*Pl. 20.*

<u>Corporation</u>	<u>Voting for the Merger</u>	<u>Voting against the Merger</u>
1) Geni, Ltd. Common Stock	10,000	0
2) Instant Ego, Ltd. Common Stock	10,000	0

IN WITNESS WHEREOF, these Articles of Merger are executed this

19 day of ~~August~~ <sup>Sept</sup>, 1974.

ATTEST:

GENI, LTD.

By Pauline M. Adamson  
President

Carol R. Barlow  
Secretary

(Corporate Seal)

ATTEST:

INSTANT EGO, LTD.

By Pauline M. Adamson  
President

Carol R. Barlow  
Secretary

(Corporate Seal)

STATE OF MONTANA )  
: ss.  
County of Yellowstone )

PAULINE M. ADAMSON, being duly sworn, deposes and says:

That she is the President of GENI, LTD. and INSTANT EGO, LTD., the corporations named above; that as such President of said corporations she makes this verification for and on their behalf; that she has read the foregoing Articles of Merger, and knows the contents thereof, and that the matters and things therein contained are true.

Pauline M. Adamson  
Pauline M. Adamson

Subscribed and sworn to before me this 19 day of ~~August~~ <sup>September</sup>, 1974.

(Notarial Seal)

Thomas F. Topel  
Notary Public for the State of Montana  
Residing at Billings, Montana  
My Commission expires August 1, 1977

## MERGER AGREEMENT

AGREEMENT OF MERGER made this 15th day of August, 1974,

by and between the following Montana corporations:

GENI, LTD., a Montana corporation with registered office and mailing address both at 746 Grand Avenue, Billings, Montana, 59102, hereinafter called "Geni";

INSTANT EGO, LTD., a Montana corporation with registered office and mailing address both at 746 Grand Avenue, Billings, Montana, 59102, hereinafter called "Ego";

### W I T N E S S E T H :

The Board of Directors of each of the parties (which parties collectively hereinafter shall sometimes be called "Constituent Corporations") by resolution duly adopted has approved this agreement of statutory merger and has declared it advisable and in the best interest of each respectively and its stockholders that both of the Constituent Corporations be combined by merger as authorized by the corporation laws of the State of Montana on the following terms and conditions:

Section 1. Surviving Corporation. On the effective date of the merger the Constituent Corporations shall be combined by merging Ego into Geni, which shall continue as the Surviving Corporation in accordance with the laws of the State of Montana.

Section 2. ByLaws. The Bylaws of Geni in effect on the effective date of the merger shall be the Bylaws of the Surviving Corporation until they are further amended, altered or repealed as provided therein or by law.

Section 3. Employees of Surviving Corporation. Employees of the Constituent Corporations will be transferred to and become employees of the Surviving Corporation on the effective date of the merger.

Section 4. Manner of Converting Shares.

(a) The manner of converting the shares of each of the Constituent Corporations into shares of the Surviving Corporation is as follows:

- (1) On the effective date of the merger, Geni will have an authorized capitalization of \$1,000, consisting of 100,000 shares of common capital stock with a par value of \$.01 each.
- (2) Each share of the common stock of Geni outstanding immediately prior to the effective date of the merger shall be exchanged for 1 share of its common stock with par value of \$.01 each.
- (3) Each share of the common stock of Ego issued and outstanding on the effective date of the merger shall be exchanged for .1657 shares of the common stock with par value of \$.01 each of the Surviving Corporation.

(b) Fractional shares in the Surviving Corporation will not be issued. The Surviving Corporation shall pay to each shareholder the value of any fractional share of the Surviving Corporation which remains after the exchange for the maximum number of full shares in the Surviving Corporation. Payment for fractional shares shall be made at the rate of \$5.31 per share of the Surviving Corporation.

(c) As soon as convenient after the effective date of the merger, each holder of shares in a Constituent Corporation shall transfer shares to the Surviving Corporation, and such holder shall receive in exchange therefor a certificate or certificates representing the number of full shares of common stock of the Surviving Corporation to which he is entitled. Until so surrendered, the certificates held by each shareholder for shares in a Constituent Corporation shall, in the aggregate, be deemed for all corporate purposes (except the payment of dividends on shares of the Surviving Corporation resulting from former ownership of Ego shares), to evidence ownership of that number of full shares of the Surviving Corporation which such shareholder is entitled to receive in exchange for the certificates of the Constituent Corporations.

(d) No dividend of the Surviving Corporation, payable to the holders of record of its stock after the effective date of the merger, shall be paid to the holder of the outstanding certificates of a Constituent Corporation in respect of such outstanding certificates, until the surrender of such certificates. Upon surrender of such outstanding certificates, however, there shall be paid to the record holder of the certificates of the Surviving Corporation issued in exchange, without interest, the amount of the dividends which would have been paid had such certificates of the Surviving Corporation been outstanding on the record date of the dividends.



(e) Neither of the Constituent Corporations shall issue any additional shares of stock, or any obligation convertible into shares of stock of any Constituent Corporation, between the date of this agreement and the effective date of the merger, unless the issuance of said shares is done as an integral part of this merger.

Section 5. Supplementary Action. If at any time any instrument or document is necessary or desirable to vest or to perfect or to confirm of record in the Surviving Corporation the title to any property or rights of either of the Constituent Corporations, or otherwise to carry out the provisions of this agreement, the proper officers and directors of the respective Constituent Corporations as of the effective date of the merger shall execute and deliver any and all instruments and documents, and do all things necessary or proper to vest, perfect or confirm title to such property or rights in the Surviving Corporation, and otherwise to carry out the provisions of this agreement.

Section 6. Effectiveness of Merger.

(a) The Constituent Corporations agree that this agreement shall be duly submitted to the stockholders of each of the Constituent Corporations, for their approval as required by law.

(b) The merger shall be effective upon the issuance of a certificate of merger pursuant to Section 15-2268, R.C.M. 1947, following the filing with the Montana Secretary of State of Articles of Merger as required. .

(c) The parties agree that the filing of the Articles of Merger shall be made as soon as practicable after accomplishment

of the approval of the merger by the requisite vote of the respective stockholders of the Constituent Corporations.

Section 7. Amendments. Subject to the applicable law, this agreement may be amended upon authorization by the board of directors of the Constituent Corporations before or after the meeting of stockholders of the Constituent Corporations at any time prior to the consummation date of the merger with respect to any of the items contained herein except the terms of exchange provided for in Section 4.

Section 8. Waiver. Any of the terms or conditions of this agreement may be waived at any time by the board of directors of the Constituent Corporation which is, or whose stockholders are, entitled to the benefits thereof, whether before or after approval of this agreement on behalf of the stockholders of the Constituent Corporations, or any of them.

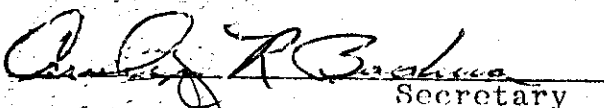
Section 9. Execution of Counterparts. This agreement may be executed in several counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument.

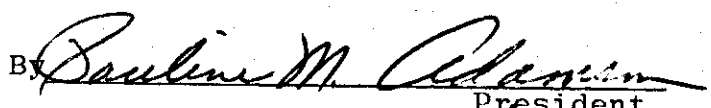
Section 10. This merger agreement constitutes the plan of merger referred to in the Articles of Merger to be filed in the office of the Secretary of State of Montana.

IN WITNESS WHEREOF, the parties have caused this agreement of merger to be executed as of the date first above written.

ATTEST:

GENI, LTD.

  
Secretary  
(Corporate Seal)

By   
President

Executed this 19 day of Sept, 1974.

ATTEST:

INSTANT EGO, LTD.

Carolyn R. Bashua By Pauline M. Shannon  
Secretary President

(Corporate Seal)

Executed this 19 day of Sept, 1974.

(Seal)