

Department of State.

**CERTIFICATE OF AUTHORITY
OF
SERAC, INC.**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of SERAC, INC.

_____ for a Certificate of Authority to transact business in this State,
duly signed and verified 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 Authority to SERAC, INC.

to transact business in this State under the name SERAC, INC.

_____ and attach hereto a duplicate original of the Application
for such Certificate.

Dated January 7, 19 81



Robt. J. Casarena

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

RECEIVED

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Serac, Inc.
2. *The name which it shall use in Idaho is Serac, Inc.
3. It is incorporated under the laws of State of Washington
4. The date of its incorporation is July 28, 1975 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 2133 Third Avenue, Seattle, Washington 98121
6. The address of its proposed registered office in Idaho is 1123 Lake Street, Sandpoint, Idaho 83864, and the name of its proposed registered agent in Idaho at that address is R. John Kubiak
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: sportswear and clothing manufacture, sales and distribution
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>R. John Kubiak</u>	<u>Director, President</u>	<u>1123 Lake Street, Sandpoint, ID</u>
<u>Douglas Clerget</u>	<u>Director, Secretary/ Treasurer</u>	<u>2133 Third Avenue, Seattle, WA</u>
<u>Russell John Kubiak</u>	<u>Director</u>	<u>1123 Lake Street, Sandpoint, ID</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>25,000</u>	<u>common</u>	<u>shares are without par value</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>16,900</u>	<u>common</u>	<u>shares are without par value</u>

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated December 29, 19 80.

SERAC INC.

By

R. John Kubiak

Its _____ President

and

Douglas L. Clerget

Its _____ Secretary

STATE OF WASHINGTON)

COUNTY OF KING) ss:

I, DAVID C. STEWART, a notary public, do hereby certify that on this 29th day of December, 19 80, personally appeared before me R. JOHN KUBIAK, who being by me first duly sworn, declared that he is the President of Serac, Inc., a Washington corporation,

that he signed the foregoing document as President and of the corporation and that the statements therein contained are true. authorized representative

David C. Stewart
David C. Stewart Notary Public

*Pursuant to section 30-1-108(b)(1), **Idaho Code**, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

MEMO



OFFICIAL CERTIFICATION OF THIS DOCUMENT, AS PREPARED
BY THE OFFICE OF THE SECRETARY OF STATE, APPEARS ON
THE BACK OF THE LAST PAGE.

STATE OF WASHINGTON
OFFICE OF SECRETARY OF STATE
BRUCE K. CHAPMAN
CORPORATIONS & TRADEMARKS DIVISION
OLYMPIA WASHINGTON 98504

SF-79

D-248823

FILE NUMBER



RECEIVED

DOMESTIC

JAN 2 AM 8:47

SECRETARY OF
STATE
STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **BRUCE K. CHAPMAN**, Secretary of State of the State of Washington and custodian of its seal,
hereby certify that

AMENDED

ARTICLES OF INCORPORATION

of SUPER-VISOR, INC.

a domestic corporation of Federal Way, Washington,
(Changing name to SERAC, INC.)

was filed for record in this office on this date, and I further certify that such Articles remain
on file in this office.

Filed at request of
The State of Washington,
Office of the Secretary of State,
Seattle, WA

Attn: Arthur W. [illegible]

Filing and recording fee \$10.00

License to June 30, 19 \$

Excess pages @ 25¢ \$

Microfilmed, Roll No.

Page

In witness whereof I have signed and have
affixed the seal of the State of Washington to
this certificate at Olympia, the State Capitol,

July 28, 1975

BRUCE K. CHAPMAN
SECRETARY OF STATE

ARTICLES OF AMENDMENT
OF
SUPER-VISOR, INC.

FILED
JUL 28 1975
SECRETARY OF STATE
STATE OF WASHINGTON

THE UNDERSIGNED, being the President and Secretary of Super-Visor, Inc., do hereby certify that by a unanimous written consent of the shareholders of Super-Visor, Inc., executed on July __, 1975, it has been resolved that Article I of the Articles of Incorporation of Super-Visor, Inc. shall be amended to read as follows:

ARTICLE I

The name of the corporation shall be SERAC, INC.
Article I as presently formulated reads as follows:

ARTICLE I

The name of the corporation shall be SUPER-VISOR, INC.

Super-Visor, Inc. presently has 17,400 shares of stock outstanding and entitled to vote on the above Article of Amendment, and all of which were in fact voted for the Article of Amendment.

SUPER-VISOR, INC.

by

R. John Kubiak
Its President

by

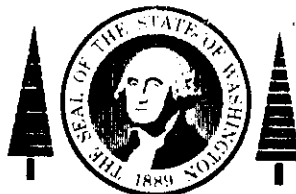
Douglas L. Clerget
Its Secretary

STATE OF WASHINGTON,)
) ss:
County of King.)

On this 11 day of July 1975 personally appeared before me R. John Kubiak, to me known to be the President of Super-Visor, Inc., the corporation that executed the above instrument, and

acknowledged the said instrument to be the free and voluntary act and deed of said corporation, for the uses and purposes therein stated, and on oath stated that he was authorized to execute said instrument and that the seal affixed is the corporate seal of said corporation.

Robert M. Harg
NOTARY PUBLIC in and for the State
of Washington
Residing at Seattle, Wash.



STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **A. LUDLOW KRAMER**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

ARTICLES OF INCORPORATION

of SUPER-VISOR, INC.
a domestic corporation of Federal Way, Washington,

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.

Filed at request of
De Garmo, Leedy, Oles & Morrison
Suite 3108, 1001 4th Avenue
Seattle, Washington 98104

Filing and recording fee \$ 50.00

License to June 30, 19 72 \$ 30.00

Excess pages @ 25¢ \$

Microfilmed, Roll No. 16927

Page 2413-2417

In witness whereof I have signed and have
affixed the seal of the State of Washington to
this certificate at Olympia, the State Capitol,
October 20, 1971

A. LUDLOW KRAMER
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
SUPER-VISOR CORPORATION

FILED
OCT 20 1971

A. LUDLOW KRAMER
SECRETARY OF STATE

The undersigned person, being over the age of twenty-one years, and for the purpose of forming a corporation under the Washington Business Corporation Act, does hereby sign and adopt the following Articles of Incorporation.

ARTICLE I.

The name of the corporation shall be SUPER-VISOR, INC.

ARTICLE II.

The period of duration of the corporation shall be perpetual.

ARTICLE III.

The purpose for which the corporation is organized is as follows:

To originate, design, devise, compose, formulate, introduce, develop, buy, sell, manage and contract with respect to, both as principal and agent, clothing items, headgear, belts, accessories and related items of all kinds; advertising and publicity matter for the same, programs and campaigns of all kinds, and any and all services, plans and methods in connection therewith; to manufacture and arrange for manufacturing, distribute, buy and sell, display, promote and introduce, and to cause or secure the publication, display, promotion and introduction of the

same by any and all means whatsoever; to enter into, perform, enforce and carry out contracts and agreements of all kinds with artists, designers, manufacturers, distributors, wholesalers and retailers of all kinds, and generally to act as agent and representative for clothing, headgear, belts and accessories, and related items of all kinds, and the designers and manufacturers of same, and to transact any other lawful business.

ARTICLE IV.

The capital stock of this corporation shall consist of 25,000 shares of common stock of no par value.

ARTICLE V.

The amount of the paid-in capital with which this corporation shall begin business shall not be less than \$500.00 in consideration received for the issuance of shares.

ARTICLE VI.

Shareholders of this corporation shall not have pre-emptive rights to acquire additional shares offered for sale by the corporation.

ARTICLE VII.

The address of the initial registered office of the corporation shall be as follows:

34837 Sixteenth Avenue South
Post Office Box 3046
Federal Way, Washington 98002

The name of the initial registered agent of the corporation at such address is Douglas L. Clerget.

ARTICLE VIII.

1. The number of directors of the corporation shall be fixed as provided in the By-Laws, and may be changed from time to time by amending the By-Laws, as therein provided, but the number of directors shall not be less than three nor more than nine.

2. In furtherance of and not in limitation of the powers conferred by the laws of the State of Washington, the Board of Directors is expressly authorized to make, alter and repeal the By-Laws of the corporation, subject to the power of the stockholders of the corporation to change or repeal such By-Laws.

3. The names and addresses of the persons who are to serve as directors until their successors be elected and qualify are as follows:

<u>Name</u>	<u>Address</u>
DOUGLAS L. CLERGET	1643 South 352nd Federal Way, Washington
R. JOHN KUBIAK	1824-37th East Seattle, Washington
DENNIS P. CORRIGAN	West 105-21st Spokane, Washington

ARTICLE IX.

The name and address of the incorporator is as follows:

DOUGLAS L. CLERGET	1643 South 352nd Federal Way, Washington
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IN WITNESS WHEREOF, the incorporator has hereunto set his hand this _____ day of _____, 1971.

Douglas L. Clerget
Douglas L. Clerget

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AFFIDAVIT AS TO VALUE OF NON PAR STOCK

State of Washington)
) ss
County of King

David L. Ashbaugh, being first duly sworn
on oath deposes and says:

That he is attorney of
(incorporator or representative)

Super-Visor, Inc.
(name of corporation)

and that to the best of his knowledge and belief the value received and to be received by said corporation in return for the issuance of its non-par value stock does not exceed the sum of \$ 50,000.

Annals of the

SUBSCRIBED and sworn to before me this 29th day of October, 1974.

Marcelline Child

Notary Public in and for the State
of Washington, residing at Seattle.

(Seal)