

Department of State

CERTIFICATE OF INCORPORATION

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 the original of the articles of incorporation of

BROTHERSON'S, INC.

was filed in the office of the Secretary of State on the **Twenty-third** day
of **December,** A.D. One Thousand Nine Hundred **Sixty-four** and
~~will be~~
duly recorded on ~~FMM-70~~ **microfilm** of Record of Domestic Corporations, of the State of Idaho,
and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and
successors are hereby constituted a corporation, by the name hereinbefore stated, for
perpetual existence from the date hereof, with its registered office in this State located at
Lewiston in the County of **Nez Perce.**

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 **23rd** day of **December**,
A.D., 19 **64**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
BROTHERTON'S, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, Elbert A. Brotherton, LaFern I. Brotherton, and Sylvia F. Brotherton, all of whom are of the age of majority, citizens of the United States of America, and residents of the State of Idaho, do hereby make, certify, execute, acknowledge, and deliver the following Articles of Incorporation for the purpose of organizing a private corporation for profit under the laws of the State of Idaho, and we do hereby certify:

I

The name of this corporation shall be: Brotherton's, Inc.

II

The purposes for which this corporation is formed are:

- (a) To sell, rent, deal with, service, purchase and repair all types of office furniture, equipment, supplies, appliances, sundries, accessories, novelties, jewelry, timepieces, glassware, household items, home furnishings and decorations on a wholesale and retail basis and to do all things legal and necessary and proper to be done for the successful conduct of the business herein contemplated and any act coincidental thereto or appertaining to said business.
- (b) To buy, sell, deal in, lease, hold or improve real estate, and the fixtures and personal property incidental thereto or connected therewith, and with that end in view, to acquire by purchase, lease, hire, or otherwise, lands, tenements, hereditaments, or any interest therein, and to improve the same, and generally to hold, manage, deal with and improve the property of the company, and to sell, lease, mortgage,

pledge, or otherwise dispose of the lands, tenements and hereditaments or other property of the company; to advance money to, and enter into contracts and arrangements of all kinds with builders, property owners and others; to carry on in all their respective branches the business of builders, contractors, decorators, dealers in stone, brick, timber, hardware and other building materials or requisites.

- (c) In the purchase or acquisition of property, business, rights or franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount, to incur debt, and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.
- (d) To carry on business in the United States or elsewhere as factors, agents, commission merchants or merchants to buy, sell, manipulate and deal in, at wholesale or retail, merchandise, goods, wares, and commodities of every sort, kind or description and to carry on any other business whether manufacturing or otherwise which can be conveniently carried on with any of the company's objects; to open stores, offices or agencies throughout the United States or elsewhere, or to allow or cause the legal estate in interest in any properties or business acquired, established, or carried on by the company to remain or be vested in the name of, or carried on by, any other company formed or to be formed either upon trust for, or as agents or nominees of, this company, and to manage the affairs or take over and carry on the business of any such other company formed or to be formed, and to exercise all or any of the powers of any such company, or of holders of shares of stock or securities thereof, and to receive and to distribute as profits the dividends and interest on such shares of stock and securities; to purchase or otherwise acquire and undertake all or any part of the business, property, and liabilities of any persons or company, carrying on any kind of business which this company is authorized to carry on; to enter into a partnership or any arrangement for sharing profits, union of interests, reciprocal concessions, or co-operate with any person or company carrying on or about to carry on any business which this company is authorized to carry on, or any business or transaction capable of being conducted so as, directly or indirectly, to benefit this company.

- (e) To enter into contracts or arrangements with any government or authority national, state, municipal, or otherwise, conducive to any of the purposes of this corporation, and to obtain from such government or authority any and all rights, easements, privileges, subsidies, gifts, franchises, charters, grants, patents, or concessions relating to or for the promotion or protection of such purposes; to carry out, exercise, comply with and enforce the same; to sell, lease, or otherwise dispose of the same or any interest therein to others, where such sale, lease, or disposal shall be lawful under the laws of the government power granting the same.
- (f) To use and apply its surplus earnings or accumulated profits authorized by law to be reserved to the purchase or acquisition of its own capital stock from time to time and to such extent and in such manner, and upon such terms as its Board of Directors shall determine; and neither such property nor the capital stock so purchased and acquired, nor any of its capital stock taken in payment or satisfaction of any debt due to the company shall be regarded as profits for the purpose of declaration or payment of dividends, unless otherwise determined by a majority of the Board of Directors, or by a majority of the stockholders.
- (g) To do generally each and every necessary, proper, and requisite thing to be done in carrying out any of the objects of this corporation herein provided for and incidental thereto.
- (h) The foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers of the company and enjoyment thereof as conferred by the laws of the State of Idaho upon corporations organized under the provisions of the laws of the State of Idaho.

III

The place where the principal business of this corporation shall be transacted is Lewiston, Nez Perce County, State of Idaho.

IV

The term for which this corporation shall exist is a perpetual term.

V

The Board of Directors of this corporation shall be three (3) in number and said Board may be authorized by the By-Laws to hold meetings outside of the State of Idaho, at such places as may be determined.

VI

The amount of the capital stock of this corporation shall be \$50,000.00 divided into 500 shares of common stock, with a par value of \$100.00 per share.

The amount of the stock actually subscribed by each of the incorporators and their post office addresses is as follows:

NAME	ADDRESS	SHARES COMMON STOCK
Elbert A. Brotherton	858 Main Street Lewiston, Idaho	One
LaFern I. Brotherton	858 Main Street Lewiston, Idaho	One
Sylvia F. Brotherton	858 Main Street Lewiston, Idaho	One

IN WITNESS WHEREOF, We the aforesaid incorporators have hereunto set our hands and affixed our seals in triplicate this 21st day of December, 1964.

Elbert A. Brotherton (SEAL)
Elbert A. Brotherton

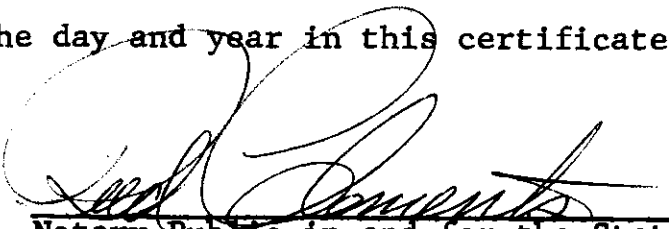
LaFern I. Brotherton (SEAL)
LaFern I. Brotherton

Sylvia F. Brotherton (SEAL)
Sylvia F. Brotherton

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

On this *21st* day of December, 1964, before me, the undersigned Notary Public in and for the State of Idaho, personally appeared ELBERT A. BROTHERTON, LA FERN I. BROTHERTON, and SYLVIA F. BROTHERTON, known to me to be the persons whose names are subscribed to the within and foregoing ARTICLES OF INCORPORATION OF BROTHERTON'S, INC., and acknowledged to me that they 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.



Notary Public in and for the State
of Idaho, residing at Lewiston.