



Department of State

CERTIFICATE OF INCORPORATION

LOUIS K. CHAFF
I, **LOUIS K. CHAFF**, 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

E EAST SPORTING GOODS OF IDAHO, INC.

was filed in the office of the Secretary of State on the **fifth** day
of **June** A.D. One Thousand Nine Hundred **Sixty-six** and
will be **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
Boise, in the County of **Ada.**

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 **9th** day of **June**,
A.D., 19**66**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
K mart Sporting Goods of Idaho, Inc.

* * *

We, the undersigned, all of whom are of full age, and citizens of the United States of America, hereby sign and acknowledge the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Idaho.

FIRST: The name of the corporation is
K mart Sporting Goods of Idaho, Inc.

SECOND: The purposes are:

To buy, sell, trade and deal in sporting goods and all other articles of merchandise commonly sold in a general mercantile or department store business, at wholesale or retail.

THIRD: The duration is to be perpetual.

FOURTH: The location and post office address of its registered office in the State of Idaho is 711 1/2 Bannock Street, Boise.

FIFTH: The total number of shares of stock which the corporation shall have authority to issue shall be one hundred (100) of the par value of One Hundred Dollars (\$100) per share, amounting in the aggregate to Ten Thousand Dollars (\$10,000.00).

SIXTH: The names and post office addresses of the incorporators and the number of shares and class of stock subscribed for by each, are as follows:

NAMES	POST OFFICE ADDRESS	NUMBER OF SHARES Common
George B. Mullin	2112 Dime Building Detroit, Michigan	1
James L. Mulvihill	2112 Dime Building Detroit, Michigan	1
Sharon L. Gahlau	2112 Dime Building Detroit, Michigan	1

SEVENTH: In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To repeal and amend the by-laws of the corporation and to adopt new by-laws subject to the right of the shareholders to alter or repeal said by-laws.

By resolution passed by a majority of the whole board, to designate two or more of the directors to constitute an executive committee, which to the extent provided in such resolution shall have and exercise the authority of the board of directors in the management of the business of the corporation.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a shareholders' meeting duly called for that purpose, the board of directors shall have power and authority to sell, lease or exchange all the assets of the corporation, other than its franchise of being a corporation, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

EIGHTH: This corporation reserves the right to amend, alter, change or repeal any provision contained in these articles of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

In Witness Whereof, we do make and execute this certificate in triplicate, this 8th day of June, 1966.

George B. Mullin
George B. Mullin

James L. Mulvihill
James L. Mulvihill

Sharon L. Gahlan
Sharon L. Gahlan

STATE OF MICHIGAN }
COUNTY OF WAYNE } SS:

On this *8th* day of *June*, A. D. 1966,
before me *Mary Kathleen Kelly*, Notary Public, personally
appeared George B. Mullin, James L. Mulvihill and Sharon L.
Gahlau, known to me to be the persons whose names are
subscribed to the within instrument 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.

(SEAL)

Mary Kathleen Kelly
Notary Public
Wayne County, Michigan
Commission Expires August 5, 1966