



## Department of State.

### CERTIFICATE OF INCORPORATION

LOUIS E. CLAPP

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

~~Boise, Inc.~~

was filed in the office of the Secretary of State on the

Twenty-third

day

June

A.D. One Thousand Nine Hundred

Sixty-six

and

will be ~~Microfilm~~ duly recorded on Film No. ~~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 23rd day of June ,

A.D., 19

Secretary of State.

ARTICLES OF INCORPORATION

OF

UNISHOPS, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the Idaho Business Corporation Act, and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

FIRST: The name of the corporation is UNISHOPS, INC.

SECOND: The purposes and objects for which the corporation is formed are:

To design, create, manufacture, contract for, buy, sell, import, export, distribute, job, and generally deal in and with, whether at wholesale or retail, and as principal, agent, broker, factor, commission merchant, licensor, licensee or otherwise, any and all kinds of wearing apparel for men and boys, and any and all kinds of accessories, novelties, shoes, toys, jewelry, personal and household items, articles and furnishings, and without limiting the generality of the foregoing, men's and boys' shirts, sports-wear, undergarments, pajamas, neckwear, gloves, headgear, hosiery, footwear, clothing, wearing apparel, textiles, and articles of any and all kinds, whether made from or with cotton, wool, silk, fur, rayon, plastics, metals, or any other natural or synthetic material or materials, and, in connection therewith or independent thereof, to construct, establish and maintain, by any manner or means, factories, mills, buying offices, distribution centers, haberdashery, specialty, and other shops, stores, mail-order establishments, concessions, and any and all other departments, sites, and locations necessary, convenient or useful in the furtherance of any businesses of the corporation.

To operate, maintain, manage, license the use of, and generally deal in and with, whether

as principal or agent or otherwise any and all haberdashery and specialty stores and shops in all their branches and to carry on all or any of the business of cloth, dress or clothing manufacturers, dry goods merchants, furriers, haberdashers, hosiers, manufacturers, importers, exporters, wholesale and retail dealers of and in textile fabrics of all kinds, tailors, hatters, clothiers, furnishers, outfitters, glove and boot and shoe makers and dealers.

To acquire by purchase, lease, gift, devise, or otherwise, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, improve, develop, divide and otherwise handle, deal in and dispose of real estate, real property and any interest or right therein, whether as principal, agent, broker, or otherwise.

To manage, operate, service, equip, furnish, alter, and keep in repair dwellings, apartment houses, hotels, office buildings and real and personal property of every kind, nature and description, whether as principal, agent, broker, or otherwise, and generally to do anything and everything necessary and proper and to the extent permitted by law in connection with the business of managing and operating real and personal property of any and all kinds.

To lend money or make advances from time to time to such extent, to such borrowers, on such terms, and on such security, if any, as the Board of Directors of the corporation may determine, but only to the extent permitted corporations organized under the Idaho Business Corporation Act.

To purchase, exchange, hire, or otherwise acquire such personal property, chattels, rights, easements, permits, privileges, and franchises as may lawfully be purchased, exchanged, hired, or acquired under the Idaho Business Corporation Act.

To borrow money for its corporate purposes, and to make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures or other obligations from time to time, for the purchase of property or for any purpose

in or about the business of the corporation, and, if deemed proper, to secure the payments of any such obligations by mortgage, pledge, deed of trust or otherwise.

To underwrite, purchase, acquire, hold, pledge, hypothecate, exchange, sell, deal in and dispose of, alone or in syndicates or otherwise in conjunction with others, stocks, bonds and other evidences of indebtedness and obligations of any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, and evidences of any interest, in respect of any such stocks, bonds and other evidences of indebtedness and obligations; to issue in exchange therefor its own stocks, bonds or other obligations; and, while the owner or holder of any such, to exercise all the rights, powers and privileges of ownership in respect thereof; and, to the extent now or hereafter permitted by law, to aid by loan, subsidy, guaranty or otherwise  those issuing, creating or responsible for any such stocks, bonds or other evidences of indebtedness or obligations or evidences of any interest in respect thereof.

To purchase, hold, sell, transfer, reissue or cancel the shares of its own capital stock or any securities or other obligations of the corporation in the manner and to the extent now or hereafter permitted to corporations organized under the laws of the State of Idaho; provided, that the corporation shall not use its funds or other assets for the purchase of its own shares of stock when such use would cause any impairment of the capital of the corporation, except as otherwise permitted by law, and provided further, that shares of its own capital stock belonging to the corporation shall not be voted upon directly or indirectly.

To apply for, purchase, register, or in any manner to acquire, and to hold, own, use, operate and introduce, and to sell, lease, assign, pledge, or in any manner dispose of, and in any manner deal with patents, patent rights, licenses, copyrights, trade-marks, trade names, and to acquire, own, use or in any manner dispose of any

and all inventions, improvements and processes, labels, designs, brands, or other rights, and to work, operate, or develop the same, and to carry on any similar business, manufacturing or otherwise, which may, directly or indirectly, effectuate these objects or any of them.

To acquire and to take over as a going concern and thereafter to carry on the business of any person, firm, or corporation engaged in any business which this corporation is authorized to carry on, and in connection therewith, to acquire the good will and all or any of the assets and to assume or otherwise provide for all or any of the liabilities of any such business.

To carry on business at any place or places within the jurisdiction of the United States, and in any and all foreign countries, and to purchase, hold, mortgage, convey, lease or otherwise dispose of and deal with real and personal property at any such place or places.

To undertake, contract for or carry on any business incidental to or in aid of, or advantageous in pursuance of, any of the objects or purposes of the corporation.

To do any of the things hereinbefore enumerated for itself or for account of others and to make and perform contracts for doing any part thereof.

To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or convenient for the business of this corporation, or business of a similar nature, with any person, corporation, private, public or municipal, body politic under the government of the United States or any state, territory or colony thereof, or any foreign government, so far as and to the extent that the same may be done and performed by corporations organized under the Idaho Business Corporation Act.

To do all and everything necessary, suitable, or proper for the accomplishment of any of the purposes, the attainment of any of the objects or the furtherance of any of the powers

hereinbefore set forth, either alone or in connection with other corporations, firms or individuals and either as principals, or agents, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects, purposes or powers or any of them.

The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Idaho upon corporations organized under the provisions of the Idaho Business Corporation Act.

THIRD: The corporation is to have perpetual existence.

FOURTH: The location and post-office address of the registered office of the corporation is First Security Building, c/o Hawley, Troxell, Ennis & Hawley, in the City of Boise, County of Ada, Idaho.

FIFTH: The total authorized number of shares is Two Hundred Fifty of a par value of One Hundred Dollars each. The aggregate par value of said shares is Twenty-Five Thousand Dollars. All shares are to be of the same class and are to be Common Stock.

The shares of the corporation may not be subject to assessment.

SIXTH: The name and post-office address of each of the incorporators and the number of shares subscribed by each are as follows:

<u>NAMES</u>	<u>POST-OFFICE ADDRESS</u>	<u>NUMBER OF SHARES</u>	<u>CLASS OF STOCK</u>
Frances A. Wrigley	90 Broad Street New York, N. Y.	1	Common
Margaret A. Ruiss	90 Broad Street New York, N. Y.	1	Common
Catherine McKenna	90 Broad Street New York, N. Y.	1	Common

SEVENTH: The Board of Directors shall have the power to repeal and amend the Code of By-Laws and to adopt a new Code of By-Laws.

EIGHTH: The following provisions are inserted for the regulation and conduct of the affairs of the corporation, and it is expressly provided that they are intended to be in furtherance and not in limitation or exclusion of the powers conferred by law.

No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the directors or officers of this corporation is or are interested in, or is a member, stockholder, director, or officer, or are members, stockholders, directors, or officers of such other firm or corporation; and any director or officer or officers, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested, and no contract, act, or transaction of this corporation with any person or persons, firm, association or corporation, shall be affected or invalidated by reason of the fact that any director or directors or officer or officers of this corporation is a party or are parties to, or interested in, such contract, act or transaction, or in any way connected with such person or persons, firm, association or corporation, and each and every person who may become a director or officer of this corporation is relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

The Board of Directors shall have power, in its discretion, to provide for and to pay to directors rendering unusual or exceptional services to the corporation special compensation appropriate to the value of such services.

By resolution duly adopted by the holders of not less than a majority of the shares of stock then issued and outstanding and entitled to vote at any regular or special meeting of the stockholders of the corporation duly called and held as provided in the By-Laws of the corporation, any director or directors of the corporation may be removed from office at any time or times, with or without cause. The Board of Directors may at any time remove any officer of the corporation with or without cause.

Any person made a party to any action, suit or proceeding by reason of the fact that he, his testator or intestate, is or was a director, officer or employee of the corporation or of any corporation which he served as such at the request of the corporation shall be indemnified by the corporation against the reasonable expenses, including attorney's fees, ac-

tually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his duties. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer or director or employee may be entitled apart from the provisions of this section.

NINTH: No holder of any of the shares of the corporation shall be entitled as of right to purchase or subscribe for any unissued shares of any class or any additional shares of any class to be issued by reason of any increase of the authorized shares of the corporation or bonds, certificates of indebtedness, debentures or other securities convertible into shares of the corporation or carrying any right to purchase shares of any class, but any such unissued shares or such additional authorized issue of any shares or of other securities convertible into shares, or carrying any right to purchase shares, may be issued and disposed of pursuant to resolution of the Board of Directors to such persons, firms, corporations or associations and upon such terms as may be deemed advisable by the Board of Directors in the exercise of its discretion.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 8th day of June, 1966.

Frances A. Wrigley (SEAL)  
Frances A. Wrigley

Margaret A. Ruiss (SEAL)  
Margaret A. Ruiss

Catherine McKenna (SEAL)  
Catherine McKenna

STATE OF NEW YORK }  
COUNTY OF NEW YORK } SS.:

On this 8th day of June, in the year 1966, before  
me, Adrian N. Balstra, a Notary Public, in and for said  
County and State, personally appeared Frances A. Wrigley,  
Margaret A. Ruiss, and Catherine McKenna, known to me to be  
the persons whose names are subscribed to the within instru-  
ment and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and  
affixed my Notarial Seal, the day and year in this Certificate  
above written.

Adrian N. Balstra  
Notary Public

ADRIAN N. BALSTRA  
NOTARY PUBLIC, STATE OF NEW YORK  
No. 43-5165400  
Qualified in Richmond County  
Cert. filed in N. Y. Co. Clerk  
Term Expires March 30, 1968