



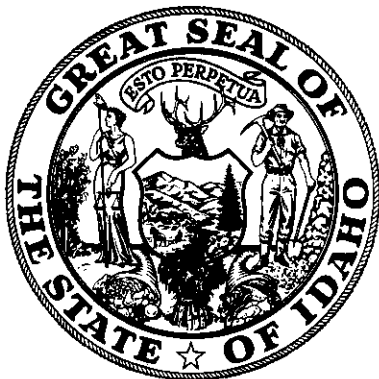
CERTIFICATE OF INCORPORATION  
OF

J.C. & SHE'S, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: May 15, 1986



SECRETARY OF STATE

by: \_\_\_\_\_

RECEIVED  
SEC. OF STATE  
ARTICLES OF INCORPORATION 8 56  
OF MAY 15 PM

J.C. & SHE'S, INC.

The undersigned natural persons acting as incorporators of a Corporation, hereinafter referred to as "CORPORATION" under the provisions of Title 30, Idaho Code, known as the Idaho Business Corporation Act, (this Code as amended from time to time is referred to herein as the "CODE"), adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation is J.C. & SHE'S, INC.

ARTICLE II

PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III

PURPOSES AND POWERS

Section 3.01. Purposes. The purpose for which this Corporation is organized are as follows:

Clause (a). To engage in generally and carry on all lawful business or trade which may in the judgment of the Board of Directors at any time be necessary, useful or advantageous to this Corporation.

Clause (b). In furtherance of and not in limitation of the general powers conferred by the Laws of the State of Idaho, it is expressly provided that this Corporation shall also have the following powers:

(1). To acquire by purchase or otherwise and to own, hold, cancel, reissue, sell, pledge, and otherwise deal in the stock of this Corporation, provided that money or property of the Corporation shall not be used for the purchase of shares of its own stock when use would cause any impairment of the capital of the Corporation. The Corporation shall not be entitled to vote, either directly or indirectly on any share of its own stock which it may hold.

(2). To borrow money and give security therefore.

(3). To enter into, make, perform and carry out contracts of every kind for any lawful purpose pertaining to its business, with any individual, and any firm, association, corporation, or any government, municipality, or public authority, domestic or foreign.

(4). To do everything necessary, proper, convenient or incidental to the accomplishment of the purposes and objects of this Corporation, or which is calculated directly or indirectly to promote the welfare of interests of the Corporation or enhance the value or render profitable any of its properties or rights.

(5). To do any and all things in this article set forth to the same extent a natural person might or could do and in any part of the world as principals, agents, contractors, trustees, or otherwise, either alone or in the company with others.

Clause (c). Auxillary Purposes. To do everything necessary, proper, advisable, or convenient, for the accomplishment of the foregoing purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Code, by any other law, or by the Articles of Incorporation.

Section 3.02. Powers. The Corporation, subject to any specific written limitations or restrictions imposed by the Code or by these Articles of Incorporation, shall have and exercise the following powers:

Clause (a). Statutory Powers. To have and exercise all the powers specified in the Code.

Clause (b). Entry into Profit Sharing Arrangements and Partnerships. To enter into any lawful arrangement for sharing profits, union of interests, reciprocal association, or cooperative association with any domestic Corporation or foreign Corporations, associations, partnerships, individuals, or other entities, and to enter into general or limited partnerships.

Clause (c). Guaranties. To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts, or other obligations created by any domestic or foreign Corporations, associations, partnerships, individuals, or other entities.

Clause (d). Construction of Powers. Each of the foregoing clauses of this section shall be construed as independent powers and the matters expressed in each clause shall not unless otherwise expressly provided, be limited by reference to, or inference from, the terms of any other clause. The enumeration of specific powers shall not be construed as limiting or restricting in any manner either the meaning of general terms used in any of these clauses, or the scope of the general powers of the Corporation created by them; nor shall the expression of one thing in any of these clauses be deemed to exclude another not expressed, although it be of like nature.

Section 3.03. Carrying out of Purposes and Exercise of Powers in any Jurisdiction. The Corporation may carry out its purposes and exercise its

purposes and exercise its powers in any State, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes and powers are not forbidden by the law of the State, territory, district, or possession of the United States, or by the foreign country; and it may limit the purpose or purposes that it proposes to carry out or the powers it proposes to exercise in any application to do business in any State, territory, district, or possession of the United States, or foreign country.

Section 3.04. DIRECTION OF PURPOSES AND EXERCISE OF POWERS BY DIRECTORS. The Board of Directors, or members of the governing board of the corporation shall be styled directors and the number of directors shall not be less than three (3), except that in cases where all of the shares of the corporation are owned beneficially and of record by either one (1) or two (2) stockholders, the number of directors may be less than three (3), but not less than the number of stockholders. The number of directors may from time to time be increased or decreased in such manner as shall be provided by the By-Laws of the Corporation, but shall not be decreased to a number less than the lower of:

- a) the number of stockholders; or
- b) three (3),

and shall be of full age, and at least one (1) shall be a citizen of the United States.

#### ARTICLE IV

##### AUTHORIZED SHARES

Section 4.01. The corporation is authorized to issue only one (1) class of stock; the total number of which is FIVE THOUSAND (5,000) shares of common stock, at no par value.

#### ARTICLE V

##### NON-ASSESSABLE

Section 5.01. The capital stock of the corporation, after the amount of

the subscription price or par value has been paid in money, property or services, as the directors shall determine, shall not be subject to assessment to pay the debts of the corporation nor for any other purpose, and no stock issue as fully paid up shall ever be assessable or assessed and the Articles of Incorporation shall not be amended in the particular.

#### ARTICLE VI

##### PROVISIONS FOR REGULATIONS OF THE INTERNAL AFFAIRS OF THE CORPORATION

Section 6.01. Bylaws. The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or to adopt new Bylaws shall be vested in the Board of Directors. The bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the Code or these Articles of Incorporation.

#### ARTICLE VII

##### ADDRESS OF INITIAL REGISTERED OFFICE

AND

##### NAME OF INITIAL REGISTERED AGENT

Section 7.01. REGISTERED OFFICE. The address of the initial registered office of the Corporation is:

615 Washington  
Spirit Lake, Idaho 83869

Section 7.02. REGISTERED AGENT. The name of the initial registered agent of the Corporation, and individual in Idaho whose business office is at such address is:

JOANNE CASE  
615 Washington  
Spirit Lake, Idaho 83869

#### ARTICLE VIII

##### DATA RESPECTING DIRECTORS


Section 8.01. INITIAL BOARD OF DIRECTOR. The initial Board of Directors shall consist of three (3) members who need not be residents of the

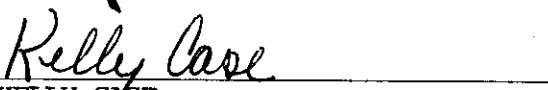
State of Idaho, or shareholders of the Corporation.

Section 8.02. NAMES AND ADDRESSES. The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders and until their successors shall have been elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
JOANNE CASE	615 Washington Spirit Lake, Idaho 83869
KELLY CASE	615 Washington Spirit Lake, Idaho 83869
JULIE CASE	615 Washington Spirit Lake, Idaho 83869

DATED this 5<sup>TH</sup> day of MAY, 1986.

  
JOANNE CASE

  
KELLY CASE

  
JULIE CASE

STATE OF IDAHO           )  
                              : ss,  
County of Kootenai     )

I, the undersigned, a Notary Public duly commissioned to take acknowledgement in the State of Idaho, do hereby certify that on this day, personally appeared before me, JOANNE CASE, KELLY CASE and JULIE CASE, who, being by me first duly sworn, declare that they are the incorporators referred to in Article VIII of the foregoing ARTICLES OF INCORPORATION, and that they signed these ARTICLES as such and that the statements contained therein are true.

WITNESS my hand and notarial seal the 5<sup>th</sup> day of May, 1986.

Sharon Stagnell  
Notary Public for Idaho  
Residing at Coeur d'Alene  
February 14, 1992  
Commission Expires