



Department of State.

**CERTIFICATE OF AUTHORITY
OF**

JUDY'S, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of JUDY'S, 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 JUDY'S, INC. to transact business in this State under the name SHELLEY'S, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated October 16, 19 79.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

FILED
10-5-79
3:42 PM

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 JUDY'S, INC.
2. *The name which it shall use in Idaho is SHELLEY'S, INC.
3. It is incorporated under the laws of Washington.
4. The date of its incorporation is 8/29/72 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 1530 - 5th Avenue, Seattle, Washington 98101
6. The address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Retail clothing.

8. The names and respective addresses of its directors and officers are:

Name	Office	Address
Douglas A. Swerland	Pres. & Dir.	1530 5th Ave., Seattle, WA 98101
David A. Friedt	V.P. & Dir.	1530 5th Ave., Seattle, WA 98101
Shelley L. Swerland	Secy. & Dir.	1530 5th Ave., Seattle, WA 98101
Judith S. Friedt	Treas. & Dir.	1530 5th Ave., Seattle, WA 98101

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
50,000	Common	\$1.00

(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
500	Common	\$1.00

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 21st August, 19 79

JUDY'S, INC.

By

Douglas A. Swerland

Douglas A. Swerland Its _____ President

and

Shelley L. Swerland

Shelley L. Swerland Its _____ Secretary

STATE OF WASHINGTON)

COUNTY OF KING) ss:

I, Maxine Houston

, a notary public, do hereby certify that on this 21st day of August, 19 79, personally appeared before

me Douglas A. Swerland, who being by me first duly sworn, declared that he

is the President of JUDY'S, INC.

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

Maxine Houston

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



STATE OF WASHINGTON
OFFICE OF SECRETARY OF STATE

BRUCE K. CHAPMAN

CORPORATIONS & TRADEMARKS DIVISION
OLYMPIA, WASHINGTON 98504

58-79

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

RECEIVED
JUL 27 1979

BOGLE & PATTERSON



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 JUDY'S, INC.
a domestic corporation of Seattle, 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
Bogle, Gates, Dobrin, Wakefield & Long
14th Floor Norton Building
Seattle, Washington 98104
Attn: Irwin L. Treiger

Filing and recording fee . . . \$ **50.00**

License to June 30, 1973 . . . \$ **30.00**

Excess pages @ 25¢ \$

Microfilmed, Roll No. **1247**

Page **423-428**

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

August 29, 1972

A. LUDLOW KRAMER
SECRETARY OF STATE

FILED

AUG 29 1972

ALTO
510
PER
STATE

ARTICLES OF INCORPORATION

OF

JUDY'S, INC.

ARTICLE I

The name of this corporation shall be JUDY'S,
INC.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

The purpose or purposes for which this corporation is organized are to engage anywhere in any lawful business or activity whatsoever which may hereafter from time to time be authorized by the Board of Directors; and in furtherance thereof this corporation has and shall have all of the powers granted by law to corporations generally.

ARTICLE IV

The address of the registered office of the corporation is 1530 Fifth Avenue, Seattle, Washington 98101 and the name of the registered agent at such address is Jay Jacobs.

ARTICLE V

The total authorized number of par value shares of the corporation is fifty thousand (50,000) shares of the

par value of One Dollar (\$1.00) per share, amounting in the aggregate to Fifty Thousand Dollars (\$50,000.00).

ARTICLE VI

The amount of paid-in capital with which the corporation will begin business is Five Hundred Dollars (\$500.00) and the corporation will not commence business until consideration of that value has been received for issuance of its shares.

ARTICLE VII

Shareholders of this corporation shall not have preemptive rights to acquire additional shares issued by the corporation.

ARTICLE VIII

The first directors of the corporation shall be four (4) in number and their names and addresses are as follows:

<u>Name</u>	<u>Address</u>
Douglas A. Swerland	17318 N. E. 18th Place
Shelley L. Swerland	Bellevue, Washington 98008
Judy S. Friedt	4237 East Lee Street
David A. Friedt	Seattle, Washington 98102

The first directors shall serve until the first annual meeting of shareholders and until their successors are elected and qualified.

ARTICLE IX

The name and address of the incorporator is as follows: Irwin L. Treiger, 14th Floor Norton Building, Seattle, Washington 98104.

ARTICLE X

At each election for directors, every shareholder entitled to vote at such election shall have the right to vote in person or by proxy the number of shares of stock held by him for as many persons as there are directors to be elected and for whose election he has a right to vote, but no shareholder shall have the right to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, nor shall any shareholder have the right to cumulate his votes by distributing such votes on the same principle among any number of such candidates.

ARTICLE XI

(1) The directors of this corporation need not be residents of the State of Washington or shareholders of the corporation.

(2) The Board of Directors shall have authority to fix the compensation of the directors.

(3) The Board of Directors is authorized to make, alter, amend or repeal the Bylaws of this corporation, subject to the power of the shareholders having voting power to alter, amend or repeal such Bylaws.

ARTICLE XII

(1) No contracts or other transactions between the corporation and any other corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation;

(2) Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contracts or transactions of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and

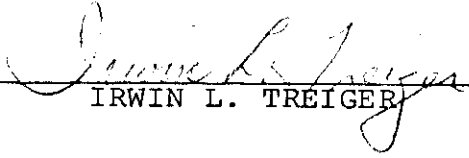
(3) Any director of the corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence

of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contracts or transactions with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

ARTICLE XIII

The 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 law, and all rights and powers conferred herein on shareholders and directors are subject to this reserved power.

IN WITNESS WHEREOF, the incorporator hereinabove named has hereunto set his hand in triplicate this 24th day of August, 1972.



IRWIN L. TREIGER

DIRECTORS' CONSENT RESOLUTION

OF

JUDY'S, INC.

Pursuant to RCW 23A.08.345, the undersigned directors, being all of the directors of JUDY'S, INC., a Washington corporation (the "corporation"), acting without a meeting in their respective capacities as said directors and as a board of directors, DO HEREBY UNANIMOUSLY ADOPT the following corporate resolution and DO HEREBY UNANIMOUSLY CONSENT to the taking of the action therein set forth.

RESOLVED: That the corporation be and is hereby authorized to make application to do business in the State of Idaho under the assumed name of SHELLEY'S, INC.

The execution of this Consent shall constitute a written waiver of any notice required by the Washington business corporation act and this corporation's Articles of Incorporation and Bylaws.

DATED this 21st day of August, 1979.


Douglas A. Swerland


David A. Friedt


Shelley L. Swerland


Judith S. Friedt