



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

THE BOOTERY, INC.,

was filed in the office of the Secretary of State on **December 13th**, 19 **78**
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 **Sandpoint, Idaho** in the county of **Bonner**

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 **13th**
day of **December**, A.D., 19 **78**

Pete T. Cenarrusa

Secretary of State

Corporation Clerk

ARTICLES OF INCORPORATION
OF
THE BOOTERY, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of whom are full age citizens of the United States of America, and all of whom are residents of the State of Idaho, being desirous of forming a corporation under and pursuant to the laws of the State of Idaho, do hereby enter into and adopt the following Articles of Incorporation.

ARTICLE I.

The name of the corporation shall be THE BOOTERY, INC.

ARTICLE II.

The names and post office addresses of each of the incorporators are as follows:

<u>Name:</u>	<u>Address:</u>
Robert G. Kalb	109 Cedar Street Sandpoint, Idaho 83864
Geneva A. Kalb	109 Cedar Street Sandpoint, Idaho 83864
Steven R. Kalb	109 Cedar Street Sandpoint, Idaho 83864.

ARTICLE III.

The period of existence and duration of the life of this corporation shall be perpetual.

ARTICLE IV.

The purposes for which this corporation are formed are as follows:

1.

(a) To generally engage in a general merchandising business.

(b) To own, hold, buy and sell stock in other corporations, associations and partnerships.

(c) To purchase, subscribe for or otherwise acquire and to own, hold, use, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of real and personal property of every kind and description, including shares of stock, bonds, debentures, notes, evidences of indebtedness and other securities, contracts or obligations of any corporation or corporations, association or associations, domestic or foreign and to pay therefor in whole or in part in cash or by exchange therefor of stocks, bonds, or other evidences of indebtedness, or securities of this or any other corporation, and while owning debentures, notes, evidences of indebtedness or other securities, contracts, or obligations, to receive, collect and dispose of the interest, dividends and income arising from such property and to exercise in respect thereof all the rights, powers and privileges of ownership, including all voting powers of any stock so owned.

(d) To aid, either by loans or by guaranty of securities or in any other manner, any corporation, domestic or foreign, any share of stock, bonds, debentures, evidences of indebtedness or other securities whereof as held by this corporation or in which it shall have any interest and to do any acts designed to protect, preserve, improve or enhance the value of the property at any time held or controlled by this corpora-

tion or in which it may be interested.

(e) To enter into, make, perform and carry out contracts of every kind for any lawful purpose of any persons, firms, associations or corporations.

ARTICLE V.

The principal place of business of this corporation and principal offices shall be at 109 Cedar Street, Sandpoint, Bonner County, State of Idaho.

The board of directors may from time to time establish and maintain within or without the State of Idaho such other place of business and such other offices as may be useful or convenient in transacting the business affairs of the corporation.

ARTICLE VI.

The total authorized number of shares of the corporation shall be One Thousand (1000) shares of common stock having a par value of One Hundred Dollars (\$100.00) per share, for a total amount of stock of One Hundred Thousand Dollars (\$100,000.00). The owner of a share of stock shall be entitled to one vote at shareholders' meetings for each share owned and every share shall entitle its owner to voting rights equal to every other share of the corporation.

ARTICLE VII.

The number of directors who shall manage the business of the corporation shall be not less than three.

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

To make, alter or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By resolution or resolutions passed by a majority of the whole board to designate one or more committees, such committee to consist of two or more of the directors of the corporation, which, to the extent provided in said resolution or resolutions or in the by-laws of the corporation, shall have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation, and may have power to authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the by-laws of the corporation or as may be determined from time to time by resolution adopted by the board of directors.

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 stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions

and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

ARTICLE VIII.

That the names of the subscribers with their addresses, together with the number of shares subscribed by each are as follows:

<u>Names and P. O. Addresses:</u>	<u>No. of Shares:</u>
Robert G. Kalb 109 Cedar Street Sandpoint, Idaho 83864	1
Geneva A. Kalb 109 Cedar Street Sandpoint, Idaho 83864	1
Steven R. Kalb 109 Cedar Street Sandpoint, Idaho 83864	1.

ARTICLE IX.

The names and addresses of the initial board of directors are as follows:

<u>Names and P. O. Addresses:</u>
Robert G. Kalb 109 Cedar Street Sandpoint, Idaho 83864
Geneva A. Kalb 109 Cedar Street Sandpoint, Idaho 83864
Steven R. Kalb 109 Cedar Street Sandpoint, Idaho 83864.

ARTICLE X.

The registered agent of this corporation shall be
Steven R. Kalb.

DATED this 8th day of December, 1978.

Robert G. Kalb

Geneva A. Kalb

Steven R. Kalb

STATE OF IDAHO,)
 :SS.
County of Bonner,)

On this 8th day of December, 1978, before me, the undersigned, a Notary Public for said State, personally appeared ROBERT G. KALB, GENEVA A. KALB, and STEVEN R. KALB, known to me to be the persons whose names are subscribed to the above and foregoing instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and date last above written.

Lucas McBurney
Notary Public in and for the State of Idaho,
Residing at Sandpoint therein.

STATE OF IDAHO,)
 :SS.
County of Bonner,)

ROBERT G. KALB being first duly sworn, on oath deposes
and says:

That he is one of the incorporators to the above and
foregoing Articles of Incorporation, and that all of the in-
corporators therein, to-wit: Robert G. Kalb, Geneva A. Kalb,
and Steven R. Kalb, are full age citizens of the United States
of America.

Robert G. Kalb

Subscribed and sworn to before me this 8th day of
December, 1978.

Lucia McBurney
Notary Public in and for the State of Idaho,
Residing at Sandpoint therein.