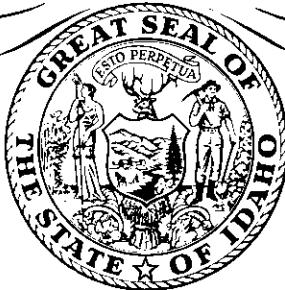


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

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

BUD'S, INC.

was filed in the office of the Secretary of State on the **Twentieth** day of **April** A.D. One Thousand Nine Hundred **Sixty-one** and duly recorded on Film No. **114** 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

Twin Falls in the County of **Twin Falls.**

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 **20th** day of **April**, A.D., 19**61**.

Secretary of State.

ARTICLES OF INCORPORATION

BUD'S, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all being citizens of the United States and of full age have this day, voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we hereby certify as follows:

I.

That the name of said corporation should be:

"BUD'S, INC."

II.

That the purposes for which said corporation was formed are:

(1) To buy, sell, trade, manufacture, deal in, and deal with goods, wares, and merchandise of every kind and nature and to carry on such business as wholesalers, retailers, importers, and exporters; including but not limited to dry goods, coats, suits, shoes and footwear, and all types of men's and women's and children's clothing; to buy, sell, deal in, and deal with either at wholesale or retail, all other goods, furniture, furnishings, appliances, equipment, toys, lotions, toilet articles, cosmetics, manufactured goods, and merchandise generally bought and sold in the operation of a department store.

(2) To acquire all such merchandise, supplies, materials, and other articles as may be necessary or incidental to such business; to hold, acquire, mortgage, lease, and convey real and personal property wherever it may be situated so far as necessary or expedient in conducting the business of the corporation; and to have any and all powers above set forth as fully as natural persons.

(3) To conduct any other kind of business activities that the Board of Directors may from time to time by resolution deem to be advisable for the corporation to conduct in relation to the general merchandising business.

(4) To purchase its own stock for the following purposes:

To re-organize its capital stock; to enter such stock on its books as treasury stock; to re-issue such stock; to redeem such stock; and to deal and trade in such stock.

(5) To act as surety and guarantor in any and all types of engagements, including the power to execute, endorse, and deal stocks and to guarantee the prompt and satisfactory performance and payment of deeds, notes, agreements, contracts, and undertakings of any other person, firms, partnerships, or corporations, and including also the power to act as an accommodation co-maker, guarantor, or secondary obligor.

None of the purposes enumerated herein shall be a limitation on the powers and authorities granted to the corporation by the laws and statutes of the State of Idaho.

III.

The term for which said corporation shall exist is perpetual.

IV.

That the registered office of said corporation in the State of Idaho shall be located in Twin Falls, in the County of Twin Falls, and that the said office address of the registered office of said corporation shall be in Twin Falls, Idaho.

V.

That the amount of capital stock of the said corporation should be Fifty-Thousand Dollars (\$50,000.00) divided into Five Hundred (500) shares of a par value of One Hundred Dollars (\$100.00) each, and that the total authorized number of shares shall be 500

1 in their aggregate par value of \$50,000.00. Said shares shall be
2 non-assessable and the holders of said shares shall at no time,
3 unless declared by the Board of Directors, have pre-emptive rights
4 to purchase newly issued stock of the corporation.

5 VI.

6 That the amount of the capital stock of said corporation
7 which has actually been subscribed for, is Three Hundred Dollars,
8 (\$300.00) and the following are the names and the office addresses
9 of each of the incorporators and the number of shares subscribed by
10 each:

<u>NAME OF INCORPORATOR</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. OF SHARES SUBSCRIBED</u>
Connie Forrester,	Twin Falls, Idaho.	1
F. M. Brown,	Twin Falls, Idaho.	1
Juanita Bolinger,	Twin Falls, Idaho.	1

16 IN WITNESS WHEREOF, We have hereunto set our hands and
17 seals this 18th day of April, 1961.

18 Connie Forrester
19 F. M. Brown
20 Juanita Bolinger

23
24 STATE OF IDAHO,)
25 County of Twin Falls.) ss.

26 On this 18th day of April, 1961, before me, the undersigned,
27 a Notary Public in and for said County and State, personally appeared
28 CONNIE FORRESTER, F. M. BROWN and JUANITA BOLINGER, known to me to
be the persons whose names are subscribed to the foregoing instrument,
and acknowledged to me that they executed the same.

29 IN WITNESS WHEREOF, I have hereunto set my hand and affixed
30 my official seal, the day and year in this certificate first above
written.

31 John Blalum
32 Notary Public for the State of Idaho,
Residing at Twin Falls, Idaho.