



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

BYRON'S SEWING CENTERS, INC.

was filed in the office of the Secretary of State on the **Twenty-sixth** day
of **November**, A.D. One Thousand Nine Hundred **Sixty-three** and
duly recorded on Film No. **125** 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
Pocatello in the County of **Bannock**.

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 **26th** day of **November**,
A.D., 19 **63**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

BYRON'S SEWING CENTERS, INC.

WE, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators under the laws of the State of Idaho, adopt the following Articles of Incorporation:

ARTICLE I

CORPORATE NAME

The name of this corporation is BYRON'S SEWING CENTERS, INC., and its duration shall be perpetual.

ARTICLE II

OBJECT AND PURPOSES

The objects and purposes for which this corporation is formed shall be and are as follows:

- (1) To engage in the business of buying and selling, at wholesale and retail, sewing machines, typewriters, office equipment, household appliances of any and all kinds and descriptions.
- (2) To purchase or otherwise acquire, and to sell, mortgage, pledge, or otherwise dispose of, and generally to deal in stocks, bonds, and all forms of securities issued or created by private or public corporations, partnerships, individuals, national governments or other political subdivisions, or other entities whatsoever, either domestic or foreign. To make payment therefore in any lawful manner consistent with these Articles of Incorporation and to exercise any and all rights and powers of individual ownership with

respect to any such securities. To do any and all acts and things for the preservation, protection and enhancement in value of any and all such securities.

- (3) To endorse, underwrite, become surety for, and guarantee in any lawful manner the performance of a public corporation, partnership, individual, national government or other political subdivision or other entity whatsoever, either domestic or foreign.
- (4) To create, merge, consolidate, reorganize, liquidate, dissolve and operate in any lawful manner corporations, associations or other organizations in which this corporation may have an interest, or for such purposes as may advance the objects and purpose of this corporation.
- (5) To make and enter into all manner and kind of contracts and obligations for the purchasing and otherwise acquiring, using, selling or otherwise disposing of any and all kinds of real and personal property wherever situated in the world.
- (6) To borrow money, credit and other property and to issue in exchange therefore notes, bonds or other obligations, secured or unsecured; to secure any of such obligations by any security device hypothecating any or all of the property, rights and privileges of the corporation. To purchase or otherwise acquire shares of its own capital stock and other securities and to hold, sell or re-issue any or all of such shares and securities.
- (7) To apply for, obtain, purchase, lease, take licenses in respect of or otherwise acquire, and to hold, own, use, operate, enjoy, turn to account, grant licenses in respect of, manufacture under, introduce, sell, assign, mortgage, pledge or otherwise dispose of:
 - (a) Any and all inventions, devices, processes and any improvements and modifications thereof.
 - (b) Any and all letters patent of the United States or of any other country, state, territory or locality as aforesaid, and all rights

connected therewith or appertaining thereto.

- (c) Any and all copyrights granted by the United States or any other country, state, territory, or locality as aforesaid.
- (d) Any and all trademarks, trade names, trade symbols and other indications of origin and ownership granted by or recognized under the laws of the United States or of any other country, state, territory or locality.
- (8) Generally to carry on and undertake any other lawful business, either within or without the territorial limits of the United States of America, which may from time to time seem to the directors of the corporation capable of being conveniently carried on in connection with these objects and purposes, or calculated directly or indirectly to enhance the value of any of the corporation's properties, rights or privileges.
- (9) To have and exercise all the powers now or hereafter to be conferred by the laws of the State of Hawaii upon corporations and any and all acts amendatory thereof and supplemental thereto.

The foregoing clauses shall be construed as powers, objects and purposes. It is the intention that the powers, objects and purposes specified in any paragraph of this Article II, except as otherwise expressly provided herein, shall not in any wise be limited or restricted by reference to or inference from the terms of any other paragraph of this article, or any other articles of these Articles of Incorporation, but each of the powers, objects and purposes specified in this Article II shall be ranked as independent powers, objects and purposes.

ARTICLE III

TIME OF EXISTENCE

The time of existence of this corporation shall be perpetual.

ARTICLE IV

CAPITAL STOCK

(1) The aggregate number of shares which the corporation shall have authorized to issue shall be ten thousand (10,000), divided into two (2) classes, two thousand (2,000) shares thereof being known as Class A common stock, and eight thousand (8,000) shares thereof being known as Class B common stock. The Class B common stock shall be distinguished from the Class A common stock, in that it shall have no voting privileges or powers. In all other instances the Class B common stock shall have full rights, privileges and powers with Class A common stock. All of said stock shall be of the par value of one dollar (\$1.00) per share. The aggregate par value of the total authorized stock is \$10,000.00.

(2) No stockholder of this corporation shall, because of his ownership of stock have a preemptive or other right to purchase, subscribe for, or take any part of any stock or any part of the notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase stock of this corporation issued, optioned, or sold by it after its incorporation. Any part of the capital stock and any part of the notes, debentures, bonds, or other securities convertible into or

carrying options or warrants to purchase stock of this corporation authorized by these Articles of Incorporation or by an amended article duly filed, may at any time be issued, optioned for sale, and sold or disposed of by this corporation pursuant to resolution of its Board of Directors to such persons and upon such terms as may to such Board seem proper without first offering such stock or securities or any part thereof to existing stockholders.

ARTICLE V

REGISTERED OFFICE

The address of the initial registered office of the corporation is 211 East Center Street, Pocatello, Idaho, and the name of its initial registered agent at such address is _____
Earl Foster.

ARTICLE VI

DIRECTORS

The number of directors of the corporation shall not be less than three (3) nor more than seven (7), and said number may be altered from time to time by amendment to the By-Laws adopted by the Board of Directors, or by the stockholders in the manner provided therein, or said number of directors may be increased at any time by a majority vote of the stockholders, and the following named individuals will serve as directors of said corporation until the first Monday in October, 1964 or until their

successors are elected and shall qualify:

BYRON A. SMITH

13004 - 8th Avenue Northwest
Seattle, Washington 98107

HELEN M. SMITH

~~13004 - 8th Avenue Northwest~~
Seattle, Washington 98107

FRED H. HOOVER

2814 - 40th Avenue West
Seattle, Washington 98109

ARTICLE VII

INCORPORATORS

The names and respective post office addresses of the incorporators, and the number of shares subscribed by each, and the class of shares, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES OF STOCK</u>
BYRON A. SMITH	13004 - 8th Avenue N. W. Seattle, Washington 98107	123 Class A 375 Class B
HELEN M. SMITH	13004 - 8th Avenue N. W. Seattle, Washington 98107	1 Class A
IVAN P. PARKHURST	1510 - 24th Avenue East Seattle, Washington 98102	1 Class A

IN WITNESS WHEREOF, we have set our hands and seals in triplicate this 31st day of October, 1963.


Byron A. Smith


Helen M. Smith


Ivan P. Parkhurst

STATE OF WASHINGTON)

COUNTY OF KING)

This is to certify that on this 31st day of October,

1963, before me, the undersigned, a Notary Public in and for

the State of Washington, duly commissioned and sworn, personally

appeared before me BYRON A. SMITH, HELEN M. SMITH and IVAN P.

PAREKHURST, to me known to be the individuals described in and who

executed the within and foregoing instrument, and acknowledged

to me that they signed and sealed the same as their free and

voluntary act and deed for the uses and purposes therein men-

closed.

WITNESS my hand and official seal the day and year in this

certificate first above written.

Eleanor Bryan
NOTARY PUBLIC in and for the State
of Washington, residing at Seattle

**NOTARY PUBLIC in and for the State
of Washington, residing at Seattle**