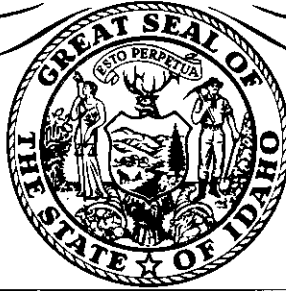


State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

LOUIS E. CLAPP
~~LOUIS E. CLAPP~~, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

U. R. M. STORES, INC.

a corporation duly organized and existing under the laws of Washington has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the 3rd day of October 1966, a properly authenticated copy of its articles of incorporation, and on the 3rd day of October 1966, a designation of T. H. Eberle or W. C. Roden in the County of Ada as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 3rd day of October, A.D. 19 66.



CERTIFICATE No. 5922

STATE OF WASHINGTON | DEPARTMENT OF STATE

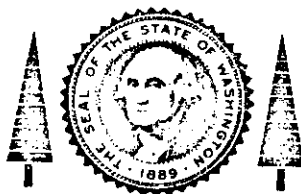
I, **A. LUDLOW KRAMER**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that according to the records on file in my office the annexed is a true and correct copy of the Amended Articles of U. R. M. STORES changing its corporate name to U. R. M. STORES, INC., as received and filed in this office on September 15, 1966; and I further certify that U. R. M. STORES, INC. is in good standing with all annual license fees paid to July 1, 1967.



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

September 15, 1966

A. LUDLOW KRAMER
SECRETARY OF STATE



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

AMENDED
ARTICLES OF INCORPORATION

of U. R. M. STORES
a domestic corporation of Spokane Washington,
(Amending Article VI; amending Article V and changing name to U. R. M. Stores, Inc.)

were filed for record in this office at 8:00 o'clock AM., on this date, and
I further certify that such Articles remain on file in this office.

Filed at request of Underwood, Campbell & Zellmer
Attorneys at Law
529 Morgan Street
Davenport, Washington 99122

Filing and recording fee \$ 10.00

License to June 30, 19 \$

 Excess pages @ 25¢ \$

Microfilmed, Roll No.

Page

In witness whereof I have signed and have
affixed the seal of the State of Washington to
this certificate at Olympia, the State Capitol,
September 15, 1966

A. LUDLOW KRAMER
SECRETARY OF STATE

CERTIFICATE OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
U. R. M. STORES, A CORPORATION
- - -

APPROVED
AS TO FORM AND FILED

SEP 15 1966

A. LUDLOW KRAMER
SECRETARY OF STATE

BY M. C. [Signature]
SUPERVISOR OF CORPORATIONS

IT IS HEREBY CERTIFIED by the undersigned, the president and the secretary, respectively, of the U.R.M. Stores, a corporation, that, at the annual meeting of the stockholders of the U.R.M. Stores held at Spokane, Washington on the 11th day of September, 1966, pursuant to proper notice, the following amendments to the Articles of Incorporation were adopted by more than two-thirds of the voting power of all stockholders:

That Article I of the Articles of Incorporation, which provides that the name of the corporation shall be U. R.M. Stores, a corporation, be amended to read as follows: "The name of this corporation shall be U. R.M. Stores, Inc."

That Article V of the Articles of Incorporation, which provides that the principal office of the corporation shall be located in the City and County of Spokane, State of Washington, be amended to read as follows: "The location of this corporation shall be in Spokane County, State of Washington, and the post office address of this corporation shall be at N. 7511 Freya Street, Spokane, Spokane County, State of Washington."

That Article VI of the Articles of Incorporation providing the number of directors be amended to read as follows: "The business and affairs of the corporation shall be managed by a board of ten directors commencing after July 1, 1967. At the annual meeting of the shareholders in September of 1967, five directors shall be elected; the director receiving the smallest number of votes shall serve a term of one year; the remaining four newly elected directors shall serve terms of three years. At the annual meeting of the shareholders in the year 1968, three directors shall be elected; at the annual meeting of the shareholders in the year 1969, three directors shall be elected. At each annual meeting after the annual meeting in the year 1969, the number of directors equal to the number of the class whose term expires at the time of such meeting shall be elected to hold office until the third succeeding annual meeting. Each director, including existing directors, shall hold office for the term for which he was elected and until his successor shall have been elected and qualified. Vacancies occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term

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of his predecessor in office."

M. L. Adkins
President

J. J. Wauters
Secretary

Subscribed and sworn to before me this 11th day of September, 1966.

Frederic G. Campbell
Notary Public in and for the State of
Washington, residing at ~~Spokane~~ Edmond, Mont



CERTIFICATE No. 5871

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 according to the records on file in my office **the annexed are true and correct copies of the Articles of Incorporation and all amendments thereto of U. R. M. STORES**, which have been duly filed and recorded in my office in accordance with law; I further certify that U. R. M. STORES has not been dissolved and is in good standing as a subsisting corporation in the State of Washington with all of its license fees paid to July 1, 1967; and I further certify that I am the officer having the legal custody of the official record of the original Articles of Incorporation and all amendments to the Articles of said corporation.



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 31, 1966

A. LUDLOW KRAMER
SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

U. R. M. STORES.

223562

* * * *

BE IT KNOWN that the undersigned, John McGonigle, C. E. Benedict, O. J. Johnson, C. H. Andrus and S. A. Bartlett, citizens of the City and County of Spokane, State of Washington, have associated themselves together for the purpose of forming a corporation under the laws of the State of Washington, and for that purpose have executed these Articles of Incorporation in triplicate.

1.

The name of this corporation shall be and it is hereby declared to be U. R. M. STORES.

11.

The object and purposes for which this corporation is formed are as follows: To acquire, hold, own, improve, lease, sell, and convey, real estate in the State of Washington, and elsewhere; to buy, sell, own and deal in real estate, to engage in and buy fruit products of all kinds and natures, either for the corporation itself, or acting as the agent of its members, and of others; to buy, build, construct, equip, maintain and operate warehouses, cold storage, canning or evaporating plants, factories, or other mills or enterprises, in the State of Washington.

To conduct a general advertising business, either in its own behalf or that of its members; to buy, sell and deal in all kinds and classes of merchandise whatsoever, including dry goods, groceries, hardware, and sell and buy such merchandise for the use and benefit of its members and such others as the Board of Directors may permit; and to engage in any business of any nature or kind whatsoever, either retail or wholesale, which, in the

opinion of the Board of Trustees will tend to aid or accomplish the purposes for which this company is organized, and to engage in any business whatsoever not inconsistent with the laws of the State of Washington.

III.

The amount of the capital stock of this corporation shall be Two Thousand Five Hundred (\$2,500) Dollars, divided into one hundred (100) shares each of the par value of Twenty Five (\$25) Dollars.

IV.

The term of the existence of this corporation shall be fifty (50) years from and after the date of the filing and execution hereof.

V.

The principal office and place of business of this corporation shall be located in the City and County of Spokane, State of Washington.

VI.

The trustees of this corporation shall be five in number, and the names and post office addresses of the trustees who shall serve for the first six months and until the first stockholders meeting, are as follows:

John McGonigle,	E. 1628 Mallon Ave., Spokane;
C. E. Benedict,	Opportunity, Wash.;
O. J. Johnson,	N. 2228½ Astor St., Spokane;
C. H. Andrus,	N. 1629 Howard St., Spokane;
S. A. Bartlett,	E. 2130 Sprague Ave., Spokane;

VII.

That the amount of said capital stock which has been actually subscribed is one hundred (100) shares, of the par value of Twenty Five (\$25) Dollars per share, and the following

are the names of the persons by whom the same has been subscribed:

John McGonigle,	20 Shares	\$500.00
C. E. Benedict,	20 "	\$500.00
O. J. Johnson,	20 "	\$500.00
C. H. Andrus,	20 "	\$500.00
S. A. Bartlett,	20 "	\$500.00

IN WITNESS WHEREOF, we have hereunto set our hands
and seals in triplicate this 4th day of February, A. D. 1921.

John McGonigle (SEAL)
C. E. Benedict (SEAL)
O. J. Johnson (SEAL)
C. H. Andrus (SEAL)
S. A. Bartlett (SEAL)

STATE OF WASHINGTON, }
County of Spokane, } ss.

THIS IS TO CERTIFY that before me, John Salisbury, a
Notary Public in and for the State of Washington, duly commission-
ed and sworn, personally came John McGonigle, C. E. Benedict,
O. J. Johnson, C. H. Andrus and S. A. Bartlett, to me known to be
the individuals described in and who executed the within and
foregoing Articles of Incorporation, and acknowledged to me that
they signed and sealed the same freely and voluntarily, for the
uses and purposes therein mentioned.

John Salisbury
Notary Public in and for the State
of Washington, residing at Spokane,
Washington.

OATH OF TRUSTEES.

STATE OF WASHINGTON,)
County of Spokane,) ss.

John McGonigle, C. E. Benedict, O. J. Johnson, C. H. Andrus and S. A. Bartlett, being first duly sworn, each for himself and not the other, deposes and says:

That he is a citizen of the State of Washington and of the United States; that he will support the Constitution of the United States and of the State of Washington, and will faithfully discharge his duties as trustee of U. R. M. STORES, abovenamed, a corporation, of the State of Washington, with its principal office in the City of Spokane, Washington.

John McGonigle
C. E. Benedict
O. J. Johnson
C. H. Andrus
S. A. Bartlett

Subscribed and sworn to before me this 4th day of
February, A. D. 1921.

John Salisbury
Notary Public in and for the State of
Washington, residing at Spokane, Wash.

MINUTES OF A MEETING OF

THE U. R. M. STORES, A Corporation

Held Monday Evening, November 6, 1922
at Eight O'clock, P.M.

A special meeting of the Stockholders of the U. R. M. Stores, a corporation, was held Monday Evening, November 6, 1922 at eight o'clock at the place of business of said company in the McAllister Warehouse in Spokane, Washington, at which more than two thirds of the outstanding stock possessing voting power on the question to come before said meeting, was present; the meeting having been called by the full Board of Trustees for the purpose of authorizing an increase of the Capital Stock of said company from twenty-five hundred Dollars (\$2500.00) to seven thousand dollars (\$7,000.00), and notice of the meeting, setting forth the time, place and object thereof, and the increase proposed, signed by the full Board of Trustees, having been published once a week for two successive weeks in the Spokane Weekly Chronicle in the City and County of Spokane, State of Washington, and a copy of which notice having been mailed to each stockholder at his present Post Office address in the City of Spokane, County of Spokane, more than two weeks before the meeting, and the meeting having been called to order by C. E. Benedict, President, and the purpose for which said meeting was called, having been duly stated,

It was regularly moved, seconded and unanimously carried that the Articles of said corporation be amended by amending Article Three of the Articles of Incorporation so that when amended Section One of Article Three shall read:

"The amount of the Capital Stock of this corporation shall be Seven Thousand Dollars (\$7,000.00) divided into two hundred eighty (280) shares of the par value of twenty-five dollars (\$25.00) each."

There being no further business to come before said meeting, upon motion duly made, seconded and carried, it was adjourned.

C. E. Benedict
President

E. A. Smith
Secretary

AMENDMENT OF ARTICLES
TO ARTICLES OF INCORPORATION
Of
U. R. M. STORES, a Corporation

Held November 6, 1932

For increasing the Capital Stock from twenty-five hundred dollars to seven thousand dollars as hereinafter set forth.

KNOW ALL MEN BY THESE PRESENTS that we, the President and Secretary of U. R. M. Stores, a corporation, citizens and residents of the State of Washington, do hereby certify in triplicate that the stockholders of said corporation did, at a special meeting, duly and regularly called and held in accordance with the By-Laws of said corporation, on the 5th day of November, 1932, authorize and direct the amendment of Section One of Article Three of the Articles of Incorporation of said corporation by increasing the Capital Stock from twenty-five hundred dollars (\$2500.00) to seven thousand dollars (\$7000.00) said amendment to be made by changing Section One of Article Three of said Articles of Incorporation so that said Articles shall read as follows:

"The amount of the Capital Stock of this corporation shall be seven thousand dollars (\$7,000.00) divided into two hundred eighty (280) shares of the par value of twenty-five (\$25.00) Dollars each."

We further certify that the stockholders of said corporation unanimously voted for the said amendment of the Articles of Incorporation on the 5th day of November, 1932 as shown by a copy of the Minutes of the meeting of the stockholders on said date which is hereunto attached and made a part hereof; and herunto attached and made a part hereof is a copy of the Minutes of the meeting of the Board of Trustees of said corporation showing the unanimous vote of the Board of Trustees in favor of said amendment.

We further certify that the stockholders' meeting and the meeting of the Board of Trustees was called for the purpose of considering and authorizing said amendment and that said meetings were held in accordance with the By-Laws of said corporation.

We further certify that the amendment of said Articles of Incorporation so authorized and directed by the Board of Trustees and stockholders of the corporation is true and correct, and was duly and regularly authorized as aforesaid and hereby executed in triplicate to be filed in the same manner as in the case of the original Articles of Incorporation.

We further certify that C. E. Benedict and E. F. Smith are President and Secretary, respectively of said U. R. M. Stores.

IN WITNESS WHEREOF, the parties hereto have executed the within certificate in triplicate this 15th day of November, 1932, and attested the same under the corporate seal of said corporation.

ATTEST:

E. F. Smith

Secretary

C. E. Benedict

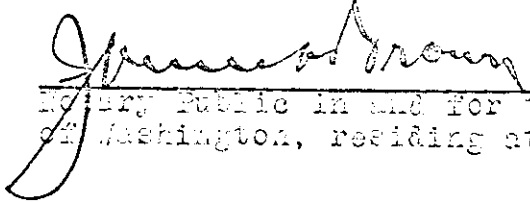
President

STATE OF WASHINGTON)
County of Spokane) ss.

On this 15th day of November, 1921, I have personally appeared C. E. Benedict and E. F. Smith to me known to be the President and Secretary respectively of the corporation, on behalf of whom the foregoing instrument was executed, to-wit: U. R. M. Stores, a corporation, and acknowledged the said instrument to be the free and voluntary act and deed of said corporation for the uses and purposes therein mentioned, and on oath stated that they were authorized to execute said instrument, and that the seal affixed is the corporate seal of said corporation.

I further certify that C. E. Benedict and E. F. Smith personally appeared before me and are to me known to be the individuals described in and who executed the within instrument and acknowledged to me that they signed and sealed the same for the uses and purposes therein mentioned.

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


Notary Public in and for the State
of Washington, residing at Spokane

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS
of the

U. R. M. STORES, A CORPORATION

Held October 2, 1922

A meeting of the Board of Trustees of U. R. M. Stores a corporation, was duly and regularly held as provided by the by-laws of said corporation, at Spokane, Washington on October 2nd, 1922, at eight o'clock P.M. all directors being present, namely: C. E. Benedict, O. J. Johnson, John McCongle, C. H. Andrus, and E. W. Lester, each respectively waiving the time, place and manner of calling said meeting, and the Chairman announcing that said meeting was called for the purpose of considering, determining, and, in fact, authorizing and directing an amendment to the Articles of Incorporation of said corporation by increasing the capital stock from Twenty-five Hundred Dollars (\$2500.00) to ~~25,000~~ ²⁵⁰ thousand Dollars (\$25000.00), said amendment to be made by changing Article three of the Articles of Incorporation as hereafter set forth. E. W. Lester offered the following resolution:

"Be it resolved that the Articles of Incorporation of U. R. M. Stores be amended by changing Section One of Article Three of said articles of Incorporation so that said Section One of said Article, when amended, shall be and read as follows:

'The amount of the Capital Stock of this corporation shall be ~~25,000~~ ²⁵⁰ thousand Dollars (\$25000.00) divided into Two Hundred ~~legally~~ (200) shares of the par value of Twenty-five Dollars (\$25.00) each.'"

A motion was duly made and seconded that said resolution be passed and adopted, which said motion was carried unanimously and said resolution adopted by the unanimous vote of the trustees of said Corporation.

There being no further business before said meeting, the same, was, upon motion duly made, seconded, and carried, adjourned.

Dated at Spokane, Washington, this second day of October, 1922.

C. E. Benedict

Trustee

O. J. Johnson

Trustee

John McCongle

Trustee

C. H. Andrus

Trustee

E. W. Lester

Trustee

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5 MINUTES OF A MEETING OF THE BOARD OF TRUSTEES
6 OF THE

7 U. R. M. STORES, A CORPORATION

8 Held January 19, 1925

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10 A Meeting of the Board of Trustees of U. R. M. Stores,
11 a corporation, was duly and regularly held as provided by the
12 By-laws of said corporation at Spokane, Washington on January
13 19, 1925 at eight o'clock P. M., all trustees being present,
14 namely: Sam Lowe, F. J. Bordwell, ~~J. P. Deady~~, Fred Horseman, ~~John McGee~~, William
15 Prince, and O. J. Johnson, each respectively waiving
16 the time, place and manner of calling said meeting and consent-
17 ing to the transaction of such business as might come before
18 it, and the Chairman announcing that the meeting was called
19 for the purpose of discussing, and in fact authorizing and
20 directing the amendment of the Articles of Incorporation of said
21 corporation by increasing the capital stock from Seven Thousand
22 Dollars to Fifty Thousand Dollars, said amendment to be made by
23 changing Section One of Article Three of the Articles of In-
24 corporation as hereinafter set forth.

25 O. J. Johnson offered the following
26 resolution:

27 "Be it resolved that the Articles of Incorporation
28 of U. R. M. Stores be amended by changing Section
29 One of Article Three of said Articles of Incorpor-
30 ation so that said Section One of said article
31 when amended shall be and read as follows: The
amount of the capital stock of this corporation
shall be Fifty Thousand Dollars divided into Two
thousand shares of the par value of Twenty-five
Dollars each."

32 A motion was duly made and seconded that said resolu-
33 tion be passed and adopted, which said motion was carried un-
34 animously, and said resolution adopted by the unanimous vote
35 of said corporation.

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There being no further business to come before said meeting, the same was upon motion duly made and seconded, duly adjourned.

Dated this 19th day of January, 1925.

Ward H. Haggensen
Trustee.
H. H. Haggensen
Trustee.
O. F. Haggensen
Trustee.
John Haggensen
Trustee.
W. H. Haggensen
Trustee.

5 MINUTES OF A MEETING OF THE STOCKHOLDERS
6 OF THE
7 U. R. M. STORES, A CORPORATION
8

9 Held Monday Evening, February 9, 1925
10 at eight o'clock.

11 A special meeting of the stockholders of U. R. M. Stores,
12 a corporation, was held Monday evening, February 9, 1925 at
13 eight o'clock at the place of business of said company in
14 Spokane, Washington, at which more than two thirds of the out-
15 standing stock possessing voting power on the question to come
16 before said meeting was present, the meeting having been called
17 by the full board of trustees for the purpose of authorizing
18 an increase of the capital stock of said company from seven
19 thousand Dollars to fifty thousand Dollars, and notice of the
20 meeting setting forth the time, place and object thereof,
21 and the increase proposed, signed by the full board of trustees
22 having been published once a week for two successive weeks in
23 the Spokane Weekly Chronicle in the City and County of Spokane,
24 State of Washington, and a copy of said notice having been
25 mailed to each stockholder at his correct post office address
26 more than two weeks before the meeting, and the meeting having
27 been called to order by Fred Horseman, President, and the pur-
28 pose for which said meeting was called having been stated,

29 It was regularly moved, seconded and unanimously carried
30 that the Articles of Incorporation of said corporation be amended
31 by amending Section One of Article Three of said Articles so
32 that when amended Section One of said Article Three shall
33 read:

34 "The amount of the capital stock of this corporation
35 shall be Fifty Thousand Dollars divided into two
thousand shares of the par value of twenty-five
dollars each."

There being no further business to come before the
meeting, upon motion duly made, seconded and carried, it was
adjourned.

Fred Horseman
President

J. D. McEwen
Secretary.

CERTIFICATE OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF

U. R. M. STORES, a corporation

Held February 9, 1925

For increasing the Capital Stock from
Seven Thousand Dollars to Fifty Thou-
sand Dollars as hereinafter set forth.

KNOW ALL MEN BY THESE PRESENTS: That we, the President and Chairman, and Secretary of U. R. M. Stores, a corporation, citizens and residents of the State of Washington, do hereby certify in triplicate that the stockholders of said corporation did, at a special meeting, duly and regularly called and held in accordance with the By-laws of said corporation, on the 9th day of February, 1925, authorize and direct the amendment of Section One of Article Three of the Articles of Incorporation of said corporation by increasing the capital stock from seven thousand dollars (\$7000.00) to fifty thousand dollars (\$50,000.00), said amendment to be made by changing Section One of Article Three of said Articles of Incorporation so that said Article shall be and read as follows:

"The amount of the Capital Stock of this corporation shall be fifty thousand dollars (\$50,000.00) divided into two thousand (2000) shares of the par value of twenty-five dollars (\$25.00) each."

We further certify that the stockholders of said corporation unanimously voted for the said amendment to the Articles of Incorporation on the 9th day of February, 1925, as shown by a copy of the minutes of the meeting of the stockholders on said date, which is hereto attached and made a part hereof; and hereunto attached and made a part hereof is a copy of the minutes of the meeting of the Board of Trustees of said corporation showing the unanimous vote of the board of trustees in favor of said amendment.

That the amount of capital actually paid in at this time is Seven Thousand Dollars (\$7000.00).

We further certify that the stockholders' meeting and the meeting of the Board of Trustees was called for the purpose of considering and authorizing said amendment and that said meetings were held in accordance with the By-laws of said corporation.

We further certify that the amendment of said Articles of Incorporation so authorized and directed by the board of Trustees and stockholders of the corporation is true and correct, and was duly and regularly authorized as aforesaid, and hereby executed in triplicate to be filed in the same manner as in the case of the original Articles of Incorporation.

We further certify that Fred Horseman is the Chairman and President, and that J. C. McEachran is the Secretary of said U. R. M. Stores.

4
5 IN WITNESS WHEREOF, the parties hereto have executed the
6 within certificate in triplicate this 9th day of February, 1925
7 and attested the same under the corporate seal of said corpora-
8 tion.

9
10 Fred Horseman
11 Chairman

12 ATTEST:

13
14 J. C. McLachlan
15 Secretary.

16 STATE OF WASHINGTON)
17 County of Spokane) ss.

18 On this 9th day of February, 1925, before me person-
19 ally appeared Fred Horseman and J. C. McLachlan, to me known to
20 be the Chairman and Secretary respectively, of the corporation,
21 on behalf of whom the foregoing instrument was executed, to-
22 wit: U. R. M. Stores, a corporation, and acknowledged the said
23 instrument to be the free and voluntary act and deed of said
24 corporation for the uses and purposes therein mentioned, and
25 on oath stated that they were authorized to execute said in-
26 strument, and that the seal affixed is the corporate seal of
27 said corporation.

28 I further certify that Fred Horseman and J. C. McLachlan
29 personally appeared before me and are known to me to be the
30 individuals described in and who executed the within instru-
31 ment, and acknowledged to me that they signed and sealed the
32 same for the uses and purposes therein mentioned.

33 IN WITNESS WHEREOF, I have hereunto set my hand and
34 seal the day and year first above written.

35
36 James A. Brown
37 Notary Public in and for the State
38 of Washington, residing at Spokane

39 amogony of

40 We, the undersigned, comprising the Board of Trustees
41 of the U. R. M. Stores, a corporation, hereby certify that the
42 foregoing certificate is correct in all respects.

43 Fred Horseman

44 J. J. Bordwell

45 W. J. Johnson

46 Larry Low
47 Trustees.

4
5 STATE OF WASHINGTON)
6 COUNTY OF SPOKANE) ss.

7
8 FRED HORSHEIM and J. C. McDONNELL, Chairman and Secretary
9 respectively of the meeting at which the aforesaid resolution
10 was passed, being duly sworn, each for himself deposes and says:
11 That he has read said certificate, knows the contents thereof,
12 and the same is true as he verily believes.
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Test hereunder
J. C. McDonnell

17 Subscribed and sworn to before me
18 this 9th day of February, 1925.

19 *James A. Brown*
20 Notary Public in and for the State
of Washington, residing at Spokane
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WRITTEN ASSENT OF THE STOCKHOLDERS FOR THE AMENDMENT
OF THE ARTICLES OF INCORPORATION OF U. R. M. STORES,
a corporation.

We, the undersigned, stockholders and owners of all of the capital stock of U. R. L. Stores, a corporation organized under the laws of the State of Washington, do hereby assent in writing to an amendment of and to the Articles of Incorporation of said corporation by increasing the capital stock thereof from \$50,000 to \$150,000, all of said increase to be preferred stock.

Dividends of seven per cent per annum, payable semi-annually on the first days of February and August each year shall be paid on the preferred stock from net earnings. Said dividends shall be cumulative. Said preferred stock shall be non-voting and non-participating, but shall be preferred as to assets and earnings of said company. All of said preferred stock shall be redeemed August 1, 1939, and right is hereby reserved to the company to call ten per cent of said preferred stock each year from the date of its issuance by paying par plus accrued interest. The stock called shall be at the option of the company.

Said amendment shall be made by changing Article III of said Articles of Incorporation, so that said article when amended shall be and read as follows:

"The capital stock of this corporation shall be \$150,000, \$50,000 of which shall be common stock of the par value of \$25.00 per share, and \$100,000 of said stock shall be preferred stock of the par value of \$50.00 per share. Said preferred stock shall pay dividends at the rate of seven per cent per annum from the net earnings of said company on the 1st days of February and August of each year for the preceding six months. Said dividends shall be cumulative. Said preferred stock shall be non-participating and non-voting, but preferred as to assets and earnings. All of said stock shall be redeemed on August 1, 1939. Right is reserved by the company to call and redeem ten per cent of said stock each year by paying par plus accrued interest.

No dividend shall be declared or paid on any common stock at any time unless there is at such time or times sufficient net earnings to pay all dividends earned for said period on the preferred stock. Dividends may be declared and paid on the common stock from net earnings as and when the Board of Trustees shall determine, provided there is nothing past due or delinquent on said preferred stock."

We certify that we have, hold and own the entire capital stock of said corporation.

We and each of us hereby waive the calling, holding and notice of a stockholders meeting as provided by the laws of the State of Washington, and hereby certify that we have all the knowledge or information we could have or receive if said laws were literally complied with.

Name of Stockholder

Address

W. J. Haden

2437 1/2 Main St.

Edward C. Haden

W. J. Haden

Chillicothe, Mo.

Z. R. Haden

W. J. Haden

Carl Haden

Chillicothe, Mo.

WRITTEN ASSENT OF STOCKHOLDERS FOR THE AMENDMENT OF
ARTICLES OF INCORPORATION OF U. R. M. STORES,
a corporation

I, the undersigned, owner of the number of shares of the capital stock of U. R. M. Stores, a corporation, set opposite my name, do hereby assent in writing to an amendment of the Articles of Incorporation of said corporation by increasing the capital stock thereof from \$50,000 to \$150,000, all of said increase to be preferred stock of the par value of \$50.00 per share.

Said amendment shall be made by changing Article III of said Articles of Incorporation, so that said article when amended shall be and read as follows:

"The capital stock of this corporation shall be \$150,000, \$50,000 of which shall be common stock of the par value of \$25.00 per share, and \$100,000 of said stock shall be preferred stock of the par value of \$50.00 per share. Said preferred stock shall pay dividends at the rate of seven per cent per annum from the net earnings of said company on the 1st days of February and August of each year for the preceding six months. Said dividends shall be cumulative. Said preferred stock shall be non-participating and non-voting, but preferred as to assets and earnings. All of said stock shall be redeemed on August 1, 1939. Right is reserved by the company to call and redeem ten per cent of said stock each year by paying par plus accrued interest.

No dividend shall be declared or paid on any common stock at any time unless there is at such time or times sufficient net earnings to pay all dividends earned for said period on the preferred stock. Dividends may be declared and paid on the common stock from net earnings as and when the Board of Trustees shall determine, provided there is nothing past due or delinquent on said preferred stock."

I hereby waive the calling, holding and notice of a stockholders meeting as provided by the laws of the State of Washington, and certify that I have all the knowledge or information I could have or receive if said laws were literally complied with.

Dated the 1st day of July, 1929.

Name of Stockholder

No. of Shares

E. E. Riddle

12

J. H. Hanson

5

Hillyard and Grocery R-5708 Markish St

Frank Miller

W. J. Miller E 1000 R. 1000 R. 1000 R. 1000

James Miller

C. E. Bentler 1420 Morse St

Allen Roub E 4 ft Roub

E. Robinson 1520 R. 1000

Allen Roub E

E. J. Gillett R. 530 R. 1000

W. A. Moore R. 1000 R. 1000

Durley R. 1000 R. 1000

By R. 1000 R. 1000

Forster R. 1000 R. 1000

By R. 1000 R. 1000

Hestline R. 1000 R. 1000

By R. 1000 R. 1000

THE STATE OF CALIFORNIA, COUNTY OF LOS ANGELES, ss.
I, the undersigned, Clerk of the said County, do hereby certify that the within and foregoing is a true and correct copy of the original as the same appears in the records of the said County.

I, the undersigned, Clerk of the said County, do hereby certify that the within and foregoing is a true and correct copy of the original as the same appears in the records of the said County.

Said certificate shall be valid to the extent of the amount of the stock of the said company, and shall not be subject to any other or further conditions.

The amount of the stock of the said company shall be \$100,000, divided into 100,000 shares of the par value of \$1.00 per share, and 100,000 of said stock shall be paid for in cash, and the value of the said stock shall be \$100,000. The said stock shall be subject to the same conditions as the stock of the said company, and shall not be subject to any other or further conditions.

The said stock shall be subject to the same conditions as the stock of the said company, and shall not be subject to any other or further conditions.

I hereby certify that the within and foregoing is a true and correct copy of the original as the same appears in the records of the said County.

Dated the 1st day of July, 1900.

Name of stockholder

No. of shares

A. P. Moore

3

3713 Grand

V. A. Tenny

E 30th St - 29

7

7

Fred J. Kopp E 2502 Boone av

MINUTES OF A MEETING OF THE BOARD OF TRUSTEES
OF

U. R. M. Stores, a corporation

Held July 1, 1929

A meeting of the Board of Trustees of U. R. M. Stores, a corporation, was duly and regularly held as provided by the laws of said corporation at the office of the company in Spokane, Washington on July 1, 1929, all directors being present, namely: John McGonigle, Angus MacDonald, Earl B. Parris, W. W. Gilbert, George H. Hurd, L. R. Oneal and J. W. Adams, and each expressly waiving the time, place and manner of calling said meeting, and the Chairman announcing that said meeting was called for the purpose of considering, determining and in fact authorizing and directing an amendment to the Articles of Incorporation of said company by increasing the capital stock from \$50,000 to \$150,000 of which all of the \$100,000 increase shall be preferred stock, said amendment to be made by changing Article III of said Articles of Incorporation as hereinbefore set forth. Whereupon, Angus MacDonald offered the following resolution, to-wit:

BE IT RESOLVED that the Articles of Incorporation of U. R. M. Stores, a corporation, be amended by changing Article III thereof so that said Article III when amended shall be and read as follows, to-wit:

"The capital stock of this corporation shall be \$150,000, \$50,000 of which shall be common stock of the par value of \$25.00 per share, and \$100,000 of said stock shall be preferred stock of the par value of \$50.00 per share. Said preferred stock shall pay dividends at the rate of seven per cent per annum from the net earnings of said company on the 1st days of February and August each year for the preceding six months. Said dividends shall be cumulative. Said preferred stock shall be non-participating and non-voting, but preferred as to assets and earnings. All of said stock shall be redeemed on August 1, 1939. Right is reserved by the company to call and redeem ten per cent of said stock each year by paying par plus accrued interest.

No dividend shall be declared or paid on any common stock at any time unless there is at such time or times sufficient net earnings to pay all dividends earned for said period on the preferred stock. Dividends may be declared and paid on the common stock from net earnings as and when the Board of Trustees shall determine, provided there is nothing past due or delinquent on said preferred stock."

BE IT FURTHER RESOLVED that the President and Secretary of said corporation shall certify said amendment to the said Articles of Incorporation in triplicate under the seal of said corporation to be correct and file and keep the same as in the

case of the original Articles of Incorporation.

A motion was duly made and seconded that said resolution be passed and adopted, which said resolution was adopted by the unanimous vote of the Board of Trustees of the said corporation.

There being no further business before the meeting, the same was upon motion duly made, seconded and carried, adjourned.

Trustee

Trustee

Trustee

Trustee

Trustee

Trustee

Trustee

CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION

OF

U. R. M. STORES, a corporation

(By increasing the capital stock from \$50,000 to \$150,000, of which \$100,000 shall be preferred stock.)

KNOW ALL MEN BY THESE PRESENTS: That we, the President and Secretary of U. R. M. Stores, a corporation, citizens and residents of the State of Washington, do hereby certify in triplicate that the stockholders of said corporation did, at a special meeting held in accordance with the By-laws of the company and the laws of the State of Washington, on the 1st day of July, 1929, authorize and direct the amendment of Article III of the Articles of Incorporation of said corporation by increasing the capital stock from \$50,000 to \$150,000, of which \$100,000 shall be preferred stock as hereinafter set forth. Said amendment to be made by changing Article III of said Articles of Incorporation so that said article when amended shall be and read as follows:

"The capital stock of this corporation shall be \$150,000, \$50,000 of which shall be common stock of the par value of \$25.00 per share and \$100,000 of said stock shall be preferred stock of the par value of \$50.00 per share. Said preferred stock shall pay dividends at the rate of seven per cent per annum from the net earnings of said company on the 1st days of February and August of each year for the preceding six months. Said dividends shall be cumulative. Said preferred stock shall be non-participating and non-voting, but preferred as to assets and earnings. All of said stock shall be redeemed on August 1, 1939. Right is reserved by the company to call and redeem ten per cent of said stock each year by paying par plus accrued interest.

No dividend shall be declared or paid on any common stock at any time unless there is at such time or times sufficient net earnings to pay all dividends earned for said period on the preferred stock. Dividends may be declared and paid on the common stock from net earnings as and when the Board of Trustees shall determine, provided there is nothing past due or delinquent on said preferred stock."

That said Article III of the Articles of Incorporation of said U. R. M. Stores under and in pursuance of the authority and direction of the stockholders at a stockholders meeting duly held, and also by the unanimous vote of the trustees of the corporation and by the unanimous written assent of all the stockholders, Article III of the Articles of Incorporation of said corporation is authorized to be amended and is hereby amended by increasing the capital stock from \$50,000 to \$150,000, of which \$100,000

shall be and is preferred stock as above set forth, and the said Article III is hereby amended to read as above set forth.

We further certify that the stockholders of said corporation unanimously voted for the said amendment of the Articles of Incorporation on the 1st day of July, 1929, or assented thereto in writing as shown by copy of the minutes of the meeting of stockholders on said day, which is hereto attached and made a part hereof, and that the stockholders in writing unanimously assented to this amendment as shown by the assent hereunto attached and made a part hereof, and hereunto attached and made a part hereof is a copy of the minutes of the meeting of the Board of Trustees of said corporation, showing the unanimous consent of the Board of Trustees in favor of said amendment.

We further certify that all proceedings done and had in connection with this authorization was done in keeping with the By-laws of the corporation and the laws of the State of Washington.

We further certify that the amendment of said Articles of Incorporation so authorized, and directed, by the Board of Trustees and stockholders of the corporation, is true and correct and was duly and regularly authorized as aforesaid, and hereby executed in triplicate to be filed in the same manner as in the case of the original Articles of Incorporation.

We further certify that we, John McGough and J. Barrington, are respectively President and Secretary of said U. K. M. Stores.

IN WITNESS WHEREOF, the parties hereto have executed the within Certificate in triplicate this 1st day of July, 1929, and attested the same under the corporate seal of said corporation.

ATTEST:

J. Barrington
Secretary.

John McGough
President

STATE OF WASHINGTON)
County of Spokane) ss.

On this 1st day of July, 1929, before me personally appeared John McGough and J. Barrington to me known to be respectively the President and Secretary of the corporation, on behalf of which the foregoing instrument was executed, and acknowledged the said instrument to be their free and voluntary act and deed, and for the uses and purposes therein mentioned, and on oath stated that they were authorized to execute said instrument, and that the seal affixed is the corporate seal of said corporation.

In witness whereof, I have hereunto set my hand and seal the day and year first above written.

James A. Murray
Notary Public in and for the State of
Washington, residing at Spokane

STATE OF WASHINGTON)

County of Spokane)

ss.

JOHN McCONIGLE and FRANK BARNINGTON, being first
duly sworn, on oath depose and say: That they are respectively
Chairman and Secretary of the meeting; that the foregoing
statement is true and correct.

Subscribed and sworn to before
me this 10th day of July, 1929

James A. [Signature]
Notary Public in and for the State
of Washington, residing at Spokane

11-A

STATE OF WASHINGTON)
County of Spokane) ss.

John McGonigle and Frank Barrington, President and Secretary of the U. R. M. Stores, a corporation, hereby certify that there is now subscribed of the proposed new issue of preferred stock in the U. R. M. Stores, a corporation, approximately \$23,000.00 of said stock; that no money has been actually paid in; that it is intended to forthwith sell to their present members approximately \$60,000.00 of the preferred stock, which said sum of \$60,000.00 it is expected to have subscribed and paid in forthwith on authorization; that of the common stock authorized in said company, there is now \$24000.00 worth of said common stock ~~subscribed and~~ paid for.

John McGonigle
Barrington

STATE OF WASHINGTON)
County of Spokane) ss.

JOHN MCGONIGLE and FRANK BARRINGTON, each being first duly sworn, upon oath depose and say: That they are respectively President and Secretary of U. R. M. Stores, a corporation; that the foregoing statement is true and correct.

John McGonigle
Barrington

Subscribed and sworn to before
me this 10th day of July, 1929

James H. Barrington
Notary Public in and for the State
of Washington, residing at Spokane

CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION
OF

U. R. M. STORES, a corporation

(By increasing the capital common stock to \$150,000.00, and decreasing the preferred stock to \$50,000.00.)

KNOW ALL MEN BY THESE PRESENTS: That we, the President and Secretary of U. R. M. Stores, a corporation, citizens and residents of the State of Washington, do hereby certify in triplicate that the stockholders of said corporation did, at a special meeting held in accordance with the By-laws of the company and the laws of the State of Washington, on the 26th day of June, 1933, authorize and direct the amendment of Article III of the Articles of Incorporation of said corporation by increasing the capital common stock to \$150,000.00 of the par value of \$25.00 per share, and decreasing the preferred stock from \$100,000.00 to \$50,000.00 with a par value of \$50.00 per share. Said amendment to be made by changing Article III of said Articles of Incorporation so that said Article III, when amended, shall be and read as follows:

"The capital stock of this corporation shall be \$200,000.00, \$150,000.00 of which shall be common stock of the par value of \$25.00 per share, and \$50,000.00 of said stock shall be preferred stock of the par value of \$50.00 per share; said preferred stock shall pay dividends at the rate of seven per cent per annum from the net earnings of said company on the first days of February and August of each year for the preceding six months. Said dividends shall be cumulative. Said preferred stock shall be non-participating and non-voting, but preferred as to assets and earnings. All of said stock shall be redeemed on August 1st, 1939. Right is reserved by the company to call and redeem ten per cent of said stock each year by paying par plus accrued interest.

No dividend shall be declared or paid on any common stock at any time unless there is at such time or times sufficient net earnings to pay all dividends earned for said period on the preferred stock. Dividends may be declared and paid on the common stock from net earnings as and when the Board of Trustees shall determine, provided there is nothing past due or delinquent on said preferred stock."

That said Article III of the Articles of Incorporation of said U. R. M. Stores under and in pursuance of the authority and direction of the stockholders at a stockholders' meeting duly held, and also by the unanimous vote of the trustees of the corporation, Article III of the Articles of Incorporation of said corporation is authorized to be amended and is hereby amended by increasing

the capital stock to \$200,000.00, \$150,000.00 of which shall be and is common stock of the par value of \$25.00 per share, and \$50,000.00 of which shall be and is preferred stock of the par value of \$50.00 per share to a preference as set forth in the directors and stockholders resolution.

We further certify that at a special meeting of the stockholders of said corporation the stockholders by more than a two-thirds majority voted for said amendment of the Articles of Incorporation on the 26th day of June, 1933; all of which is shown by the minutes of the meeting of the stockholders on said day, which is hereby attached and made a part hereof; and hereunto attached and made a part hereof is a copy of the minutes of the meeting of the Board of Trustees of said corporation, showing the unanimous consent of the trustees in favor of said amendment.

We further certify that all proceedings done and had in connection with this authorization was done in keeping with the By-laws of the corporation and the laws of the State of Washington.

We further certify that the amendment of said Articles of Incorporation so authorized, and directed, by the Board of Trustees and stockholders of the corporation, is true and correct and was duly and regularly authorized as aforesaid, and hereby executed in triplicate to be filed in the same manner as in the case of the original Articles of Incorporation.

We further certify that we, L. R. O'Neal and R. F. Frank, are respectively President and Secretary of said U. R. M. Stores.

IN WITNESS WHEREOF, the parties hereto have executed the within Certificate in triplicate this day of July, 1933, and attested the same under the corporate seal of said corporation.

L. R. O'Neal
President.

Attest:
R. F. Frank
Secretary.

STATE OF WASHINGTON)
County of Spokane) ss.

On this 31st day of July, 1933, before me personally appeared L. R. O'Neal and R. F. Frank to me known to be respectively the President and Secretary of the corporation, on behalf of which the foregoing instrument was executed, and acknowledged the said instrument to be their free and voluntary act and deed, and for the uses and purposes therein mentioned, and on oath stated that they were authorized to execute said instrument, and that the seal affixed is the corporate seal of said corporation.

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

[Signature]
Notary Public in and for the State
of Washington, residing at Spokane.

MINUTES OF MEETING OF BOARD OF TRUSTEES OF

U. R. M. STORES, a corporation

Held On Monday the 26th day of June, 1933.

A meeting of the Board of Trustees of United Retail Merchants, commonly known as U. R. M. Stores, a corporation, was duly and regularly held as provided by the laws of said corporation at the office of said company in Spokane, Washington, on June 26th, 1933, all directors being present, namely: Peter Triesch, Earl B. Farris, L. R. Oneal, Walter A. Ryder, George S. Hurd, O. J. Johnson and R. F. Frank, and each expressly waiving the time, place and manner of calling said meeting, and the Chairman announcing that said meeting was called for the purpose of considering, determining and in fact authorizing and directing an amendment to the Articles of Incorporation of said Company by increasing the common stock thereof to one hundred fifty^{thousand} dollars (\$150,000.) at twenty-five dollars (\$25.00) per share and decreasing the preferred stock from one hundred thousand dollars (\$100,000.00) to fifty thousand dollars (\$50,000.00).

WHEREUPON, the following resolution was offered:

BE IT RESOLVED that the Articles of Incorporation of U. R. M. Stores, a corporation, be amended by changing Article III thereof so that said Article III when amended shall be and read as follows,

to-wit: "The capital stock of this corporation shall be \$200,000.00, \$150,000.00 of which shall be common stock of the par value of \$25.00 per share, and \$50,000.00 of said stock shall be preferred stock of the par value of \$50.00 per share; said preferred stock shall pay dividends at the rate of seven per cent per annum from the net earnings of said company on the first days of February and August of each year for the preceding six months. Said dividends shall be cumulative. Said preferred stock shall be non-participating and non-voting, but preferred as to assets and earnings. All of said stock shall be redeemed on August 1st, 1939. Right is reserved by the company to call and redeem ten per cent of said stock each year by paying par plus accrued interest. No dividend shall be declared or paid on any common stock at any time unless there is

at such time or times sufficient net earnings to pay all dividends earned for said period on the preferred stock. Dividends may be declared and paid on the common stock from net earnings as and when the Board of Trustees shall determine, provided there is nothing past due or delinquent on said preferred stock."

BE IT FURTHER RESOLVED that the President and Secretary of said corporation shall certify said amendment to the said Articles of Incorporation in triplicate under the seal of said corporation to be correct and file and keep the same as in the case of the original Articles of Incorporation.

A motion was duly made and seconded that said resolution be passed and adopted, which said resolution was adopted by the unanimous vote of the Board of Trustees of the said corporation.

There being no further business before the meeting, the same was upon motion duly made, seconded and carried, adjourned.

Peter Smith
Trustee

E. R. Brown
Trustee

A. F. Frank
Trustee

W. A. Smith
Trustee

James H. Smith
Trustee

C. J. Johnson
Trustee

E. A. Smith
Trustee

MINUTES OF SPECIAL MEETING OF
STOCKHOLDERS AND MEMBERS OF
OF U. R. M. STORES, a corporation

Held in Spokane, Washington,
On Monday the 26th day of June, 1933 at 8:00 o'clock p.m.

A special meeting of the stockholders and members of the United Retail Merchants, commonly known as U. R. M. Stores, a corporation, was held in the City of Spokane, State of Washington on the 26th day of June, 1933, at 8:00 o'clock p.m. of said day, pursuant to a call duly made for said meeting; that the call was duly and properly mailed to each member and advertised in the Spokane Press, a paper of general circulation in the County of Spokane, State of Washington, as provided by law. At said meeting more than a majority of the members and stockholders was present. The Chairman announcing that said meeting had been called for the purpose of considering an amendment to the Articles of Incorporation so as to increase the total capital stock of said Company to two/hundred thousand dollars (\$200,000.00) by increasing the common stock of said Company to one hundred fifty thousand dollars (\$150,000.00) to be divided into shares of the par value of twenty-five dollars (\$25.00) per share, and decreasing the preferred stock from one hundred thousand dollars (\$100,000.00) to fifty thousand dollars (\$50,000.00) at fifty dollars (\$50.00) per share; said preferred stock to pay dividends at the rate of seven per cent per annum (7%) from the net earnings of said Company and payable on the first days of February and August of each year for the preceding six months; said dividends to be cumulative; said preferred stock to be non-participating and non-voting, but preferred as to assets and earnings. All of said preferred stock shall be redeemed on August 1st, 1939. The right is reserved by the Company to call and redeem ten per cent (10%) of said stock each year by paying par plus accrued interest.

No dividends shall be declared or paid on any common stock at any time unless there is at such time, or times, 5

sufficient net earnings to pay all dividends earned for said period on the preferred stock. Dividends may be declared and paid on the common stock from the net earnings as and when the Board of Trustees shall determine, provided there is nothing past due or delinquent on said preferred stock.

The meeting was called to order by _____
presiding, and after some discussion it was regularly moved, seconded and carried that the Articles of Incorporation of said Company be amended as aforesaid.

Dated at Spokane, Washington, this 26th day of June,
1933.

L. P. Quail

President

R. J. French

Secretary.

APPROVED

JUL 31 1936

ERNEST A. HUYCKSON,

Secretary of State
Washington, D. C.

CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION
of

U. R. M. STORES, a corporation.

(By increasing the capital stock from \$200,000.00
to \$350,000.00, of which \$5000.00 is preferred stock.)

KNOW ALL MEN BY THESE PRESENTS: That we, the President and Secretary of U. R. M. Stores, a corporation, citizens and residents of the state of Washington, do hereby certify in triplicate that the stockholders of said corporation did at a special meeting duly and regularly called and held in accordance with the by-laws of said corporation on the 1st day of July, 1936, authorize and direct the amendment of Article III of said Articles of Incorporation by increasing the capital stock from \$200,000.00 to \$350,000.00, of which \$300,000.00 thereof shall be common stock as hereinafter set forth; said amendment to be made by changing Article III of said Articles of Incorporation so that said Article III, when amended, shall be and read as follows:

"That the capital stock of this corporation shall be \$350,000.00, \$300,000.00 of which shall be common stock of the par value of \$25.00 per share and \$50,000.00 of said stock shall be preferred stock at the par value of \$50.00 per share; said preferred stock shall pay dividends at the rate of seven per cent per annum from the net earnings of said company on the first days of February and August of each year for the preceding six months.

"Said dividends shall be cumulative. Said preferred stock shall be non-participating and non-voting, but preferred as to assets and earnings. All of said stock shall be redeemed on August 1st, 1939. Right is reserved by the company to call and redeem ten per cent of said stock each year by paying par plus accrued interest.

"No dividend shall be declared or paid on any common stock at any time unless there is at such time or times sufficient net earnings to pay all dividends earned for said period on the preferred stock. Dividends may be declared and paid on the common stock from net earnings as and when the board of trustees shall determine, provided there is nothing past due or delinquent on said preferred stock."

WE FURTHER CERTIFY that more than two-thirds of the stockholders of said corporation unanimously voted for said amendment of Articles of Incorporation on the 1st day of July, 1936 as shown by a copy of the minutes of the meeting of the stockholders on said day, which is hereunto attached and made a part hereof, and that hereunto attached and made a part hereof is a copy of the minutes of the meeting of the board of trustees of said corporation, showing the unanimous vote of the board of trustees in favor of said amendment.

WE FURTHER CERTIFY that the stockholders' meeting and the meeting of the board of trustees were called for the purpose of considering and authorizing said amendment and that said meetings were held in accordance with the by-laws of said company.

WE FURTHER CERTIFY that the amendment of said Articles of Incorporation so authorized and directed by the board of directors and the stockholders of the company, is true and correct and was duly and regularly authorized as aforesaid and hereby executed in triplicate to be filed in the same manner as in the case of the original Articles of Incorporation.

WE FURTHER CERTIFY that we, E. H. Roeders and Oscar Reinemer, are respectively the President and Secretary of said U. R. M. Stores, a corporation.

IN WITNESS WHEREOF, the parties hereto have executed the within certificate in triplicate this 1st day of July, 1936 and attested the same under the corporate seal of said corporation.

E. H. Roeders

President

Attest:

Oscar Reinemer

Secretary

STATE OF WASHINGTON)
County of Spokane) ss.

E. H. Roeders and Oscar Reinemer, each being first duly sworn, deposes and says: That they are the President and Secretary, respectively of U. R. M. Stores, a corporation; that they have read the foregoing Articles of Amendment to the Articles of Incorporation of U. R. M. Stores, a corporation; that the same are true as they verily believe.

E. H. Roeders

Oscar Reinemer

Subscribed and sworn to before me
this 1st day of July, 1936.

James A. Brown
Notary Public in and for the state
of Washington, residing at Spokane.

MINUTES OF A MEETING OF THE BOARD OF TRUSTEES

- of -

U. R. M. STORES, a corporation.

A special meeting of the board of trustees of U. R. M. Stores, a corporation, was duly and regularly held as provided for in the by-laws of the company at the office of the company in Spokane, Washington on July 1st, 1936 at 8:00 o'clock p.m. All trustees being present; namely, Earl B. Farris, R. W. Anderson, E. H. Roeders, O. D. Reinemer, R. J. Frank, J. R. Triesch, and W. B. Turnley.

each consenting to the time and place of holding the meeting and consenting to the transaction of business. The meeting was called to order by E. H. Roeders, he presiding. He stated that said meeting had been called for the purpose of adopting a resolution authorizing an amendment to the articles of incorporation of the company pursuant to a resolution passed by the stockholders of said company on the 1st day of July, 1936, and upon motion duly made, seconded and unanimously carried, the following resolution was made and adopted:

RESOLVED, that the capital stock of U. R. M. Stores, a corporation, be increased to a total capitalization of \$350,000.00, which shall be represented by 12,000 shares of common stock at the par value of \$25.00 per share and 1,000 shares of preferred stock at the par value of \$50.00 per share; and that in order to provide for this increase in capitalization the following changes be made in the Articles of Incorporation; namely, Article III shall be amended to read as follows, to-wit:

"The capital stock of this corporation shall be \$350,000.00, \$300,000.00 of which shall be common stock of the par value of \$25.00 per share and \$50,000.00 of said stock shall be preferred stock at the par value of \$50.00 per share; said preferred stock shall pay dividends at the rate of seven per cent per annum from the net earnings of said company on the first days of February and August of each year for the preceding six months.

Said dividends shall be cumulative. Said preferred stock shall be non-participating and non-voting, but preferred as to assets and earnings. All of said stock shall be redeemed on August 1st, 1939. Right is reserved by the company to call and redeem ten per cent of said stock each year by paying par plus accrued interest.

"No dividend shall be declared or paid on any common stock at any time unless there is at such time or times sufficient net earnings to pay all dividends earned for said period on the preferred stock. Dividends may be declared and paid on the common stock from net earnings as and when the board of trustees shall determine, provided there is nothing past due or delinquent on said preferred stock."

RESOLVED, further, that the President and Secretary of said company shall certify said amendment to the articles of incorporation in triplicate under the seal of said corporation to be correct and file and keep the same as in the case of the original articles of incorporation.

A motion was duly made, seconded and carried that said Resolution be passed and adopted, which said Resolution was adopted by the unanimous vote of the board of trustees of said corporation.

There being no further business to come before the meeting, the same was, upon motion duly made, seconded and carried, adjourned.

Earl A. Davis
Trustee

R. W. Anderson
Trustee

E. H. Roeder
Trustee

O. Meinert
Trustee

R. F. Frank
Trustee

J. R. Trisch
Trustee

W. B. Lundy
Trustee

MINUTES OF SPECIAL MEETING OF STOCKHOLDERS OF
U. R. M. STORES, a corporation.

A special meeting of the stockholders of U. R. M. Stores, a corporation, was duly held in the office of the company in Spokane, Washington the 1st day of July 1938 at 8:00 o'clock pm. More than two-thirds of the outstanding capital stock was present. The meeting was called to order.

WHEREUPON, a resolution was offered to increase the capital stock of said company by amending Article III of the Articles of Incorporation of said company; and upon motion duly made, seconded and unanimously carried, the following resolution was offered and adopted:

RESOLVED, that the capital stock of U. R. M. Stores, a corporation, be increased to a total capitalization of \$350,000.00, which shall be represented by 12,000 shares of common stock at the par value of \$25.00 per share and 1,000 shares of preferred stock at the par value of \$50.00 per share; and that in order to provide for this increase in capitalization the following changes be made in the Articles of Incorporation; namely, article III shall be amended to read as follows, to-wit:

"The capital stock of this corporation shall be \$350,000.00, \$300,000.00 of which shall be common stock of the par value of \$25.00 per share and \$50,000.00 of said stock shall be preferred stock at the par value of \$50.00 per share; said preferred stock shall pay dividends at the rate of seven per cent per annum from the net earnings of said company on the first days of February and August of each year for the preceding six months. Said dividends shall be cumulative. Said preferred stock shall be non-participating and non-voting, but preferred as to assets and earnings. All of said stock shall be redeemed on August 1st, 1939. Right is reserved by the company to call and redeem ten per cent of said stock each year by paying par plus accrued interest.

"No dividend shall be declared or paid on any common stock at any time unless there is at such time or times sufficient net earnings to pay all dividends earned for said period on the preferred stock. Dividends may be declared and paid on the common stock from net earnings as and when the board of trustees shall determine, provided there is nothing past due or delinquent on said preferred stock."

Upon motion being duly made and seconded more than two-thirds of the outstanding capital stock of said corporation voted affirmatively for said resolution.

There being no further business to come before the meeting, it was duly adjourned.

E. H. Riden

Chairman

Attest:

Oscar Reinman

Secretary.

APPROVED
AND FILED

CERTIFICATE OF RETIREMENT OF PREFERRED SHARES
CONSTITUTING AMENDMENT TO THE ARTICLES OF INCORPORATION

FEB 8 - 1947

OF

BRILLE REEVES
SECRETARY OF STATE

U.R.M. STORES, A CORPORATION

BY *Ray J. Geoman*
Secretary of State

KNOW ALL MEN BY THESE PRESENTS: That we, the president and secretary of the U.R.M. Stores, a corporation, organized and existing under the laws of the State of Washington, do hereby certify, in triplicate, that in compliance with the provisions adopted by said corporation concerning the calling in and redemption of preferred shares on or before August 1, 1939, said corporation called in, redeemed and retired 1000 preferred shares, having a par value of \$50.00 per share, being all preferred shares authorized and issued by virtue of its Articles of Incorporation and amendments thereto;

That said shares have been cancelled and retired in entirety;

That the assets of said corporation on the date of redemption, and as of the present date, exceed its capital stock plus its debts and liabilities, and the redemption of the preferred stock has not and does not reduce the fair value of the assets of said corporation to an amount less than the total amount of its debts and liabilities, plus the amount of its capital stock as so reduced;

That the number of preferred shares called in and cancelled were 1000 shares, having a par value of \$50.00 per share, and providing for 7% dividends, cumulative, non-voting and non-participating;

That the total number of shares which the U.R.M. Stores will be authorized to have will be 12,000 shares of capital common stock of the par value of \$25.00 per share, a total of \$300,000 in capital common stock.

We further certify that all proceedings had and done in connection with the redemption of preferred shares were done in keeping with the by-laws of said corporation and articles of incorporation and the laws of the State of Washington.

IN WITNESS WHEREOF the parties hereto executed the within certificate in triplicate this 3 day of February, 1947 and attested the same under

the corporate seal of said corporation.

W. A. Grossett
President

ATTEST:

H. D. Landreth
Secretary

STATE OF WASHINGTON)
County of) ss.

On this 3 day of February, 1947, before me personally appeared W. A. Grossett and H. D. Landreth, to me known to be, respectively, the president and secretary of the corporation on behalf of which the foregoing instrument was executed, and acknowledged the said instrument to be the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned, and on oath stated that they were authorized to execute said instrument and that the seal affixed is the corporate seal of said corporation.

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

F. V. Kanto
Notary Public in and for the State
of Washington, residing at
Spokane, Wash.

APPROVED
AND FILED

CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION

OF

APR 1 - 1947

BEALE REEVES
SECRETARY OF STATE

U. R. M. STORES, a corporation

(By increasing the capital stock from \$300,00 to \$500,000)

KNOW ALL MEN BY THESE PRESENTS: That we, the President and Secretary of U.R.M. Stores, a corporation, citizens and residents of the State of Washington, do hereby certify in triplicate that the stockholders of said corporation did at a special meeting duly and regularly called and held in accordance with the by-laws of said corporation on the 24 day of February, 1947, authorize and direct the amendment of Article III of said Articles of Incorporation by increasing the capital stock from \$300,000.00 to \$500,000.00, all of which shall be common stock; said amendment to be made by changing Article III of said Articles of Incorporation so that said Article III, when amended, shall be and read as follows:

"The amount of the capital stock of this corporation shall be Five Hundred Thousand (\$500,000.00) Dollars, all of which shall be common stock, divided into twenty thousand (20,000) shares each of the par value of twenty-five (\$25.00) dollars."

WE FURTHER CERTIFY that more than two-thirds of the stockholders of said corporation unanimously voted for said amendment of Articles of Incorporation on the 24 day of February, 1947, as shown by a copy of the minutes of the meeting of the stockholders on said day, which is hereunto attached and made a part hereof, and that hereunto attached and made a part hereof is a copy of the minutes of the meeting of the board of trustees of said corporation, showing the unanimous vote of the board of trustees in favor of said amendment.

WE FURTHER CERTIFY that the stockholder's meeting and the meeting of the board of trustees were called for the purpose of considering and authorizing said amendment and that said meetings were held in accordance with the by-laws of said company.

WE FURTHER CERTIFY that the amendment of said Articles of Incorporation so authorized and directed by the board of directors and the stockholders of the company, is true and correct and was duly and regularly authorized as aforesaid and hereby executed in triplicate to be filed in the same manner as in the case of the original Articles of Incorporation.

WE FURTHER CERTIFY that we, W. A. Crossett and H. D. Landreth, are respectively the President and Secretary of said U. R. M. Stores, a corporation.

IN WITNESS WHEREOF, the parties hereto have executed the within certificate in triplicate this 13 day of March, 1947 and attested the same under the corporate seal of said corporation.

Attest:

H. D. Landreth
Secretary

W. A. Crossett
President

STATE OF WASHINGTON)
County of Spokane) ss.

W. A. Crossett and H. D. Landreth, each being first duly sworn, deposes and says: That they are the President and Secretary, respectively of U. R. M. Stores, a corporation; that they have read the foregoing Articles of Amendment to the Articles of Incorporation of U.R.M. Stores, a corporation; that the same are true as they verily believe.

W. A. Crossett
H. D. Landreth

Subscribed and sworn to before me this 13 day of March 1947
1947.

R. V. [Signature]
Notary Public in and for the State of
Washington, residing at Spokane

MINUTES OF SPECIAL MEETING OF SHAREHOLDERS

OF

U. R. M. STORES, A Corporation

A special meeting of the shareholders of the U. R. M. Stores, a corporation, was duly held in the office of the company in Spokane, Washington on the 24th day of February, 1947 at 3 o'clock P.M., pursuant to notice being given therefor as provided by the by-laws of said corporation. Holders of in excess of two-thirds of the voting power of all shareholders were present in person or by proxy. W. A. Crossett acted as chairman of the meeting and H. D. Landreth as secretary. The president stated that the purpose of the meeting was to amend Article III of the by-laws as provided in the notice of the meeting.

WHEREUPON, a resolution was offered to increase the capital stock of said company by amending Article III of the Articles of Incorporation of said company; and upon motion duly made, seconded and unanimously carried, the following resolution was offered and adopted:

RESOLVED, that the capital stock of U. R. M. Stores, a corporation, be increased to a total capitalization of \$500,000.00, which shall be represented by 20,000 shares of common stock at the par value of \$25.00 per share, and that in order to provide for this increase in capitalization the following changes be made in the Articles of Incorporation, namely, Article III shall be amended to read as follows, to-wit:

"The amount of the capital stock of this corporation shall be Five Hundred Thousand (\$500,000.00) Dollars, all of which shall be common stock, divided into twenty thousand (20,000) shares each of the par value of twenty-five (\$25.00) dollars."

Upon motion being duly made and seconded, more than two-thirds of the outstanding capital stock of said corporation noted affirmatively for said resolution.

There being no further business to come before the meeting, it was duly adjourned.

R. J. Frank
Chairman

Attest:

H. D. Landreth
Secretary

MINUTES OF MEETING OF THE BOARD DIRECTORS

-of-

U. R. M. STORES, a Corporation

A special meeting of the board of directors of U.R.M. Stores, a corporation, was duly and regularly held as provided for in the by-laws of the company at the office of the company in Spokane, Washington on 13th March, 1947 at 8:00 o'clock P M. Directors being present were as follows: H. D. Landreth, A. E. McVay, R. J. Frank,
B. J. Turnley, W. C. Quinn, K. T. Campbell
W. A. Crossett
each consenting to the time and place of holding the meeting and consenting to the transaction of business. The meeting was called to order by W. A. Crossett, who presided. He stated that said meeting has been called for the purpose of adopting a resolution authorizing an amendment to the articles of incorporation of the company pursuant to a resolution passed by the shareholders of said company on the 24th day of February, 1947, and upon motion duly made, seconded and unanimously carried, the following resolution was made and adopted:

RESOLVED, that the capital stock of U. R. M. Stores, a corporation, be increased to a total capitalization of \$500,000.00, which shall be represented by 20,000 shares of common stock at the par value of \$25.00 per share; and that in order to provide for this increase in capitalization the following changes be made in the Articles of Incorporation, namely, Article III shall be amended to read as follows, to-wit:

"The amount of the capital stock of this corporation shall be Five Hundred Thousand (\$500,000.00) Dollars, all of which shall be common stock, divided into twenty thousand (20,000) shares each of the par value of twenty-five (\$25.00) Dollars."

RESOLVED, further, that the President and Secretary of said company shall certify said amendment to the articles of incorporation in triplicate under the seal of said corporation to be correct and file and keep the same as in the case of the original articles of incorporation.

A motion was duly made, seconded and carried that said Resolution be passed and adopted, which said Resolution was adopted by the unanimous vote of

the board of directors of said corporation.

There being no further business to come before the meeting, the same was, upon motion duly made, seconded and carried, adjourned.

W. C. Quinn

Director

B. J. Turnley

Director

R. J. Frank

Director

A. E. McVay

Director

H. D. Landreth

Director

K. T. Campbell

Director

W. A. Crossett

Director

MINUTES OF SPECIAL MEETING OF SHAREHOLDERS

OF

U. R. M. STORES, A CORPORATION

A special meeting of the shareholders of the U. R. M. Stores, a corporation, was duly held in the office of the company in Spokane, Washington on the 28th day of June, 1948 at 8 o'clock P. M., pursuant to notice being given therefor as provided by the by-laws of said corporation. Holders of in excess of two-thirds of the voting power of all shareholders were present in person or by proxy. W. A. Crosssett acted as chairman of the meeting and H. D. Landreth as secretary. The president stated that the purpose of the meeting was to amend Article III of the by-laws as provided in the notice of the meeting.

WHEREUPON, a resolution was offered to increase the capital stock of said company by amending Article III of the Articles of Incorporation of said Company; and upon motion duly made, seconded and unanimously carried, the following resolution was offered and adopted:

RESOLVED, that the capital stock of U.R.M. Stores, a corporation, be increased to a total capitalization of \$1,000,000.00, which shall be represented by 40,000 shares of common stock at the par value of \$25.00 per share, and that in order to provide for this increase in capitalization the following changes be made in the Articles of Incorporation, namely, Article III shall be amended to read as follows, to-wit:

"The amount of the capital stock of this corporation shall be One Million (\$1,000,000.00) Dollars, all of which shall be common stock, divided into forty thousand (40,000) shares, each of the par value of twenty-five (\$25.00) dollars."

Upon motion being duly made and seconded, more than two-thirds of the outstanding capital stock of said corporation voted affirmatively for said resolution.

There being no further business to come before the meeting, it was duly adjourned.


Chairman

Attest:


Secretary

MINUTES OF MEETING OF THE BOARD OF DIRECTORS

of

U. R. M. STORES, a Corporation

A special meeting of the board of directors of U.R.M. Stores, a corporation, was duly and regularly held as provided for in the by-laws of the company at the office of the company in Spokane, Washington on the 26th day of June, 1948, at Eight o'clock P. M. Directors present were as follows: W. A. Crossett B. J. Turnley

R. E. Frank E. H. Valther W. C. Quinn
H. D. Landrath K. T. Campbell

each consenting to the time and place of holding the meeting and consenting to the transaction of business. The meeting was called to order by W. A. Crossett, who presided. He stated that said meeting had been called for the purpose of adopting a resolution authorizing an amendment to the articles of incorporation of the company pursuant to a resolution passed by the shareholders of said company on the 28th day of June, 1948, and upon motion duly made, seconded and unanimously carried, the following resolution was made and adopted:

RESOLVED, that the capital stock of U. R. M. Stores, a corporation, be increased to a total capitalization of \$1,000,000.00, which shall be represented by 40,000 shares of common stock at the par value of \$25.00 per share; and that in order to provide for this increase in capitalization the following changes be made in the Articles of Incorporation, namely, Article III shall be amended to read as follows, to-wit:

"The amount of the capital stock of this corporation shall be One Million (\$1,000,000.00) Dollars, all of which shall be common stock, divided into forty-thousand (40,000) shares each of the par value of twenty-five (\$25.00) Dollars."

RESOLVED further, that the President and Secretary of said company shall certify said amendment to the articles of incorporation in triplicate under the seal of said corporation to be correct, and file and keep the same as in the case of the original articles of incorporation.

A motion was duly made, seconded and carried that said Resolution be passed and adopted, which said Resolution was adopted by the unanimous vote of the board of directors of said corporation.

There being no further business to come before the meeting, the same was, upon motion duly made, seconded and carried, adjourned.

W. A. Crossett
Director

B. J. Turnley
Director

R. F. Frank
Director

E. H. Valther
Director

V. C. Quinn
Director

H. D. Landreth
Director

K. T. Campbell
Director

CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION
OF

U. R. M. STORES, A CORPORATION

(By increasing the capital stock from \$1,000,000 to \$1,500,000)

KNOW ALL MEN BY THESE PRESENTS, That we, the President and Secretary of U. R. M. Stores, a corporation, citizens and residents of the State of Washington, do hereby certify in triplicate that the stockholders of said corporation did at a regular annual meeting duly and regularly called and held in accordance with the by-laws of said corporation, on the 19th day of September, 1954, authorize and direct the amendment of Article III of said Articles of Incorporation by increasing the capital stock from \$1,000,000.00 to \$1,500,000.00, all of which shall be common stock; said amendment to be made by changing Article III of said Articles of Incorporation so that said Article III, when amended, shall be and read as follows:

"The amount of the capital stock of this corporation shall be One Million Five Hundred Thousand (\$1,500,000.00) Dollars, all of which shall be common stock, divided into sixty thousand (60,000) shares, each of the par value of Twenty-five (\$25.00) Dollars."

WE FURTHER CERTIFY that more than two-thirds of the stockholders of said corporation unanimously voted for said amendment of Articles of Incorporation on the 19th day of September, 1954, as shown by an excerpt of the minutes of the annual meeting of the stockholders on said day, duly certified by the secretary of the corporation, which is hereto attached and made a part hereof, and that hereunto attached and made a part hereof is a copy of an excerpt of the minutes of the meeting of the board of directors of said corporation, showing the unanimous vote of the board of directors in favor of said amendment.

WE FURTHER CERTIFY that the stockholder's meeting and the meeting of the board of directors were called, among other things, for the purpose of considering and authorizing said amendment and that said meetings were held in accordance with the by-laws of said company.

WE FURTHER CERTIFY that the amendment of said Articles of Incorporation so authorized and directed by the board of directors and the stockholders of the company, is true and correct and was duly and regularly authorized as aforesaid and hereby executed in triplicate to be filed in the same manner as in the case of the original Articles of Incorporation.

WE FURTHER CERTIFY that we, W. A. Crossett and F. F. Vawter, are respectively the President and Secretary of said U. R. M. Stores, a corporation.

IN WITNESS WHEREOF, the parties hereto have executed the within certificate in triplicate this 20 day of September, 1954 and attested the same under the corporate seal of said corporation.

W. A. Crossett
President

Attest:

F. F. Vawter
Secretary

APPROVED
AND FILED

OCT 7 - 1954
EARL COE
SECRETARY OF STATE
BY Ray J. Leonard
Assistant Secretary of State

STATE OF WASHINGTON)

County of Spokane)

ss.

W. A. CROSSETT and F. F. VAWTER, each being first duly sworn,
deposes and says: That they are the President and Secretary, respectively,
of U. R. M. Stores, a corporation; that they have read the foregoing Articles
of Amendment to the Articles of Incorporation of U. R. M. Stores, a corporation;
that the same are true as they verily believe.

W. A. Crossett

F. F. Vawter

Subscribed and sworn to before me this 20 day of Sept, 1954.

Frederick Campbell

Notary Public in and for the State of
Washington, residing at Davenport.

EXCEPTS FROM MINUTES OF ANNUAL MEETING OF THE BOARD OF DIRECTORS
OF

U. R. M. STORES, A CORPORATION.

I, F. F. Vawter, do certify: That I am the secretary of U. R. M. Stores, a corporation, hereinafter called corporation; that the following is a true and correct excerpt from the minutes of the annual meeting of the board of directors held on September 19, 1954; that the meeting was duly and regularly held in accordance with the by-laws of the corporation;


"A motion was duly made, seconded and carried that the following Resolution be passed and adopted, which said Resolution was adopted by the unanimous vote of the board of directors of said corporation:

RESOLVED, that the capital stock of U.R.M. Stores, a corporation, be increased to a total capitalization of \$1,500,000.00, which shall be represented by 60,000 shares of common stock at the par value of \$25.00 per share; and that in order to provide for this increase in capitalization the following changes be made in the Articles of Incorporation, namely, Article III shall be amended to read as follows, to-wit:

'The amount of the capital stock of this corporation shall be One Million Five Hundred Thousand (\$1,500,000) Dollars, all of which shall be common stock, divided into sixty thousand (60,000) shares each of the par value of twenty-five (\$25.00) Dollars.'

RESOLVED further, that the President and Secretary of said company shall certify said amendment to the articles of incorporation in triplicate under the seal of said corporation to be correct, and file and keep the same as in the case of the original articles of incorporation."

IN WITNESS WHEREOF I have hereunto set my hand and affixed the seal of the Corporation this 20 day of September, 1954.


Secretary

EXCERPTS FROM MINUTES OF ANNUAL MEETING OF SHAREHOLDERS
OF

U. R. M. STORES, A CORPORATION

I, F. F. Vawter, do certify: That I am the secretary of U. R. M. Stores, a corporation, hereinafter called corporation; that the following is a true and correct excerpt from the minutes of the annual meeting of the shareholders held on September 19, 1954; that the meeting was duly and regularly held in accordance with the by-laws of the corporation; that holders of in excess of two-thirds of the voting power of all shareholders were present in person or by proxy:

"WHEREUPON, a resolution was offered to increase the capital stock of said company by amending Article III of the Articles of Incorporation of said Company; and upon motion duly made, seconded and unanimously carried, the following resolution was offered and adopted:

RESOLVED, that the capital stock of U.R.M. Stores, a corporation, be increased to a total capitalization of \$1,500,000.00, which shall be represented by 60,000 shares of common stock at the par value of \$25.00 per share, and that in order to provide for this increase in capitalization the following changes be made in the Articles of Incorporation, namely, Article III shall be amended to read as follows, to-wit:

'The amount of the capital stock of this corporation shall be One Million Five Hundred Thousand (\$1,500,000) Dollars, all of which shall be common stock, divided into sixty thousand (60,000) shares, each of the par value of twenty-five (\$25.00) dollars.'

Upon motion duly made and seconded, more than two-thirds of the outstanding capital stock of said corporation voted affirmatively for said resolution."

IN WITNESS WHEREOF I have hereunto set my hand and affixed the seal of the Corporation this 20 day of September, 1954.


Secretary

United States of America
State of Washington



I, VICTOR A. MEYERS, Secretary of State of the State of Washington, do hereby certify that

AMENDED

ARTICLES OF INCORPORATION
OF THE

U. R. M. STORES

(Increasing capital to \$2,000,000.00 and adding a new article -

Article VIII)

a Domestic Corporation, of Spokane, Washington, was, on
the 17th day of September, A. D. 1964, at 4:06 o'clock P. M.,
filed for record in this office and now remains on file herein.

Filed at request of

Underwood, Campbell & Zellmer

529 Morgan Street

Davenport, Washington 99122

Filing and recording fee \$ 200.00

License to June 30, 19__ \$

Excess pages @ 25¢ \$

Microfilmed, Roll No. 1073

Page 701 - 702

IN TESTIMONY WHEREOF, I have hereunto set

my hand and affixed hereto the Seal of the
State of Washington. Done at the Capitol, at
Olympia, this 17th day of September,
A. D. 1964.

Victor A. Meyers
VICTOR A. MEYERS, Secretary of State

APPROVED
AS TO FORM AND FILED

CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION

SEP 17 1964

OF

U. R. M. STORES, A CORPORATION
- - - -

VICTOR A. MEYERS
SECRETARY OF STATE
BY *J. C. Dunker*
(MRS.) JEAN C. DUNKER
ASSISTANT SECRETARY OF STATE

It is hereby certified by the undersigned, the president and the secretary, respectively, of the U. R. M. Stores, a corporation, that at the annual meeting of the shareholders of the U. R. M. Stores held at Spokane, Washington on the 13th day of September, 1964, pursuant to proper notice, the following amendments to the Articles of Incorporation were adopted by more than two-thirds vote of all shares affected by such amendments:

"That Article III of the Articles of Incorporation, providing that 'The amount of the capital stock of this corporation shall be One Million Five Hundred Thousand (\$1,500,000.00) Dollars, all of which shall be common stock, divided into sixty thousand (60,000) shares, each of the par value of Twenty-five (\$25.00) Dollars.' shall be amended to provide that 'The amount of the capital stock of this corporation shall be Two Million (\$2,000,000.00) Dollars, all of which shall be common stock, divided into eighty thousand (80,000) shares, each of the par value of Twenty-five (\$25.00) Dollars.' "

"That a new Article be added to the Articles of Incorporation designated as Article VIII to read as follows: 'At every shareholders' meeting, each shareholder of record shall have the right and be entitled to one vote, and no more, irrespective of the number of shares of stock standing in his name on the books of the corporation. ' "

It is further certified that as a result of these amendments to the Articles of Incorporation, the total authorized shares of the corporation are:

1. Total number of shares, including those previously authorized - 80,000;
2. Total number of shares having a par value - 80,000. Par value of each share - \$25.00;
3. The aforementioned shares are all of the same class, the voting power, however, being restricted to one vote for each shareholder of record, irrespective of the number of shares of stock standing in his name on the books of the corporation.

J. C. Dunker

President

J. H. Wauter

Secretary

Subscribed and sworn to before me this 16th day of September, 1964.

Howard Campbell

Notary Public in and for the State of
Washington, residing at Rayport

CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION

OF

U. R. M. STORES, A CORPORATION

(By increasing the capital stock from \$500,000 to \$1,000,000)

KNOW ALL MEN BY THESE PRESENTS, That we, the President and Secretary of U. R. M. Stores, a corporation, citizens and residents of the State of Washington, do hereby certify in triplicate that the stockholders of said corporation did at a special meeting duly and regularly called and held in accordance with the by-laws of said corporation, on the 28th day of June, 1948, authorize and direct the amendment of Article III of said Articles of Incorporation by increasing the capital stock from \$500,000.00 to \$1,000,000.00, all of which shall be common stock; said amendment to be made by changing Article III of said Articles of Incorporation so that said Article III, when amended, shall be and read as follows:

"The amount of the capital stock of this corporation shall be One Million (\$1,000,000.00) Dollars, all of which shall be common stock, divided into forty thousand (40,000) shares, each of the par value of Twenty-five (\$25.00) Dollars."

WE FURTHER CERTIFY that more than two-thirds of the stockholders of said corporation unanimously voted for said amendment of Articles of Incorporation on the 28th day of June, 1948, as shown by a copy of the minutes of the meeting of the stockholders on said day, which is hereunto attached and made a part hereof, and that hereunto attached and made a part hereof is a copy of the minutes of the meeting of the board of trustees of said corporation, showing the unanimous vote of the board of trustees in favor of said amendment.

WE FURTHER CERTIFY that the stockholder's meeting and the meeting of the board of trustees were called for the purpose of considering and authorizing said amendment and that said meetings were held in accordance with the by-laws of said company.

WE FURTHER CERTIFY that the amendment of said Articles of Incorporation so authorized and directed by the board of directors and the stockholders of the company, is true and correct and was duly and regularly authorized as aforesaid and hereby executed in triplicate to be filed in the same manner as in the case of the original Articles of Incorporation.

WE FURTHER CERTIFY that we, W. A. Crossett and H. D. Landreth, are respectively the President and Secretary of said U. R. M. Stores, a corporation.

IN WITNESS WHEREOF, the parties hereto have executed the within certificate in triplicate this 26th day of July, 1948 and attested the same under the corporate seal of said corporation.

Attest:

H. D. Landreth
Secretary

W. A. Crossett
President

APPROVED
AND FILED

AUG 30 1948
EARL COE
SECRETARY OF STATE

BY _____
Assistant Secretary of State

STATE OF WASHINGTON)
County of Spokane) ss.

W. A. CROSSETT and H. D. LANDRETH, each being first duly sworn, deposes and says: That they are the President and Secretary, respectively, of U. R. M. Stores, a corporation; that they have read the foregoing Articles of Amendment to the Articles of Incorporation of U. R. M. Stores, a corporation; that the same are true as they verily believe.

Subscribed and sworn to before me this 25th day of August, 1948.

Fred Skamphill
Notary Public in and for the State of
Washington, residing at Spokane Davenport

UNITED STATES OF AMERICA
THE STATE OF WASHINGTON
Department Of State

I, A. LOUOW KRAMER, SECRETARY OF STATE
OF THE STATE OF WASHINGTON AND CUSTODIAN
OF THE SEAL OF SAID STATE, DO HEREBY CERTIFY
THAT:

AMENDED



ARTICLES OF INCORPORATION



OF THE DOMESTIC CORPORATION

U. R. M. STORES

(Making time of existence perpetual and increasing capital to

\$2,250,000.00)

OF Spokane, Washington, WAS, ON THE DATE OF
February 25, 1965 11:30 O'CLOCK A.M. FILED FOR RECORD IN
THIS OFFICE AND REMAINS ON FILE HEREIN.

Filed at request of Underwood, Campbell & Zellmer
Attorneys at Law
529 Morgan Street
Davenport, Washington 99122

Filing and recording fee \$ 100.00

License to June 30, 19 \$

 Excess pages @ 25¢ \$

IN TESTIMONY WHEREOF, I
HAVE HEREUNTO SET MY
HAND AND AFFIXED HERETO
THE SEAL OF THE STATE
OF WASHINGTON, DONE AT
THE CAPITOL, AT OLYMPIA
ON THIS THE DATE OF.

February 25, 1965

Microfilmed, Roll No. 1081

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A. LOUOW KRAMER.
SECRETARY OF STATE

FEB 25 1965

A. LUDLOW KRAMER
SECRETARY OF STATE
BY Stanley W. Newswick
ASSISTANT SECRETARY OF STATE

CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION

of

U. R. M. STORES, A CORPORATION
- - -

IT IS HEREBY CERTIFIED by the undersigned, the president and the secretary, respectively, of the U.R.M. Stores, a corporation, that at the annual meeting of the stockholders of the U.R.M. Stores held at Spokane, Washington on the 13th day of January, 1965, pursuant to proper notice, the following amendments to the Articles of Incorporation were adopted by more than two-thirds vote of all shares affected by such amendments:

"That Article III of the Articles of Incorporation, providing that 'The amount of the capital stock of this corporation shall be Two Million (\$2,000,000.00) Dollars, all of which shall be common stock, divided into eighty thousand (80,000) shares, each of the par value of Twenty-five (\$25.00) Dollars.' shall be amended to provide that 'The amount of the capital stock of this corporation shall be Two Million Two Hundred Fifty Thousand (\$2,250,000.00) Dollars, all of which shall be common stock, divided into ninety thousand (90,000) shares, each of the par value of Twenty-five (\$25.00) Dollars.' "

"That Article IV of the Articles of Incorporation, providing that 'The term of the existence of this corporation shall be fifty (50) years from and after the date of the filing and execution thereof.' shall be amended to read as follows: 'That the term for which this corporation is to exist shall be perpetual.' "

It is further certified that as a result of these amendments to the Articles of Incorporation the total authorized shares of the corporation are:

1. Total number of shares, including those previously authorized - 90,000;
2. Total number of shares having a par value - 90,000. Par value of each share - \$25.00;
3. The aforementioned shares are all of the same class, the voting power, however, being restricted to one vote for each stockholder of record, irrespective of the number of shares of stock standing in his name on the books of the corporation.

John Asker
President

W. Hunter
Secretary

Subscribed and sworn to before me this 19 day of January, 1965.

Charlotte McMeade
Notary Public in and for the State of
Washington, residing at Spokane



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

AMENDED
ARTICLES OF INCORPORATION

of U. R. M. STORES
a domestic corporation of Spokane Washington,
(Increasing capital to \$2,500,000.00)

were filed for record in this office at 3:05 o'clock P. M., on this date, and
I further certify that such Articles remain on file in this office.

Filed at request of Underwood, Campbell & Zellmer
Attorneys at Law
529 Morgan Street
Davenport, Washington 99122

Filing and recording fee \$ 100.00

License to June 30, 19 \$

 Excess pages @ 25¢ \$

In witness whereof I have signed and have
affixed the seal of the State of Washington to
this certificate at Olympia, the State Capitol,
January 19, 1966

Microfilmed, Roll No. 1096

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A. LUDLOW KRAMER
SECRETARY OF STATE

CERTIFICATE OF AMENDMENT TO ARTICLES
OF INCORPORATION

APPROVED
AS TO FORM AND FILED

JAN 19 1966

U. R. M. STORES, A CORPORATION

A. LUDLOW KRAMER
SECRETARY OF STATE
BY *[Signature]*
ASSISTANT SUPERVISOR OF CORPORATIONS

IT IS HEREBY CERTIFIED by the undersigned, the president and the secretary, respectively, of the U. R. M. Stores, a corporation, that, at a special meeting of the stockholders of the U. R. M. Stores held at Spokane, Washington on the 29th day of December, 1965, pursuant to proper notice, the following amendment to the Articles of Incorporation was adopted by more than a two-thirds vote of all shares affected by such amendment:

"That Article III of the Articles of Incorporation, providing that 'The amount of the capital stock of this corporation shall be Two Million Two Hundred Fifty Thousand (\$2,250,000.00) Dollars, all of which shall be common stock, divided into ninety thousand (90,000) shares, each of the par value of Twenty-five \$25.00) Dollars.' shall be amended to provide that 'The amount of the capital stock of this corporation shall be Two Million Five Hundred Thousand (\$2,500,000.00) Dollars, all of which shall be common stock, divided into one hundred thousand (100,000) shares, each of the par value of Twenty-five \$25.00) Dollars.' "

It is further certified that, as a result of this amendment to the Articles of Incorporation, the total authorized shares of the corporation are:

1. Total number of shares, including those previously authorized - 100,000;
2. Total number of shares having a par value - 100,000. Par value of each share - \$25.00;
3. The aforementioned shares are all of the same class, the voting power, however, being restricted to one vote for each stockholder of record, irrespective of the number of shares of stock standing in his name on the books of the corporation.

[Signature]

President

[Signature]

Secretary

1966.

Subscribed and sworn to before me this 13 day of JANUARY

[Signature]

Notary Public in and for the State of
~~Washington~~, residing at ~~Spokane~~

~~Montana~~

NOTARY PUBLIC FOR THE STATE OF MONTANA

RESIDING AT LIBBY, MONTANA

MY COMMISSION EXPIRES MARCH 23rd. 1966

NOTICE OF CHANGE OF ADDRESS OF
REGISTERED OFFICE

FILED

AUG 14 1964

VICTOR A. MEYERS
SECRETARY OF STATE

* Filing Fee \$5.00

At a meeting of the Board of Directors of the

URM ~~Stair~~ Inc held
(Name of Corporation)

On August 11, 1964,

at which all members were present, it was duly
resolved to change the address of the registered
office of this corporation to

7511 North Fuya Spokane Wash.
[Signature]
President

[Signature]
Secretary

Subscribed and sworn to before me this 12 day of

August 1964.

(SEAL)

[Signature]
Notary Public in and for the
State of Washington residing
at Spokane, Wash.

REGISTERED OFFICE

FILING FEE \$ 5.00

At a meeting of the Board of Directors of the

U. R. M. STORES held
(name of corporation)

on July 25 1951,

at which all members were present, it was duly

resolved to change the address of the registered

office of this corporation to EAST 108

JACKSON SPOKANE WASH.

W. J. D. Smith
PRESIDENT

J. J. Lamb
SECRETARY

Subscribed and sworn to before me this 7 day of

August, 1951.

Charlotte De Merice

Notary Public in and for the
State of Washington, residing
at Spokane, Wash.

(SEAL)

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