



CERTIFICATE OF AUTHORITY
OF

THE SUPER YARN MART

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of THE SUPER YARN MART for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to THE SUPER YARN MART to transact business in this State under the name THE SUPER YARN MART and attach hereto a duplicate original of the Application for such Certificate.

Dated July 14, 19 80.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

RECEIVED

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is THE SUPER YARN MART
2. *The name which it shall use in Idaho is THE SUPER YARN MART
3. It is incorporated under the laws of California
4. The date of its incorporation is August 17, 1949 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 1233 South San Pedro Street, Los Angeles, California 90015
6. The address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Wholesale and retail sale of yarn and related items.

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

Name	Office	Address
Irving Gold	President & Director	1233 South San Pedro Street Los Angeles, California 90015
Barry Gold	Vice President & Director	
Bernice Gold	Secretary, Treasurer & Director	(SAME FOR ALL)
Robert Newman	Director	

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
20,000	Common	\$1.00 Par Value

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
20,000	Common	\$1.00 Par Value

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated _____, 19 80

THE SUPER YARN MART

By Barry Gold
Barry Gold Its Vice President
and Bernice Gold
Bernice Gold Its Secretary

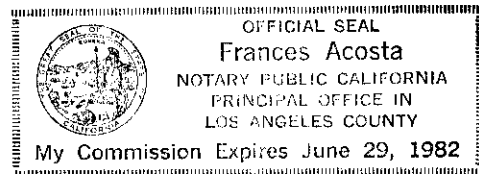
STATE OF CALIFORNIA)
COUNTY OF LOS ANGELES) ss:

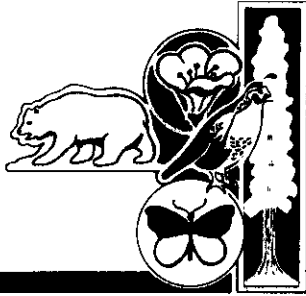
I, Frances Acosta, a notary public, do hereby certify that on
this 27th day of June, 19 80, personally appeared before
me Barry Gold, who being by me first duly sworn, declared that he
is the Vice President of THE SUPER YARN MART

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

Frances Acosta
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.





State
of
California

OFFICE OF THE SECRETARY OF STATE

RECEIVED

'80 JUL 14 AM 8:45

SECRETARY OF
STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

JUN 5 1980



March Fong Eu

Secretary of State

FILED
RECORDED
INDEXED
NOV 1950
U.S. DEPT. OF JUSTICE

UNITED STATES OF AMERICA
SECURITY MATTER - RACIAL MATTERS

The name of this corporation is:

ORGANIZATION FOR THE ABOLITION OF UNLAWFUL

REMOVAL

The purposes for which this corporation is organized are:
(a) To engage in the business of...
(b) To engage in an...
(c) To engage in an...
(d) To engage in an...

(e) To engage in an...
(f) To engage in an...
(g) To engage in an...
(h) To engage in an...

(i) To engage in an...
(j) To engage in an...
(k) To engage in an...
(l) To engage in an...

(m) To engage in an...
(n) To engage in an...
(o) To engage in an...
(p) To engage in an...

(q) To engage in an...
(r) To engage in an...
(s) To engage in an...
(t) To engage in an...

(u) To engage in an...
(v) To engage in an...
(w) To engage in an...
(x) To engage in an...

(y) To engage in an...
(z) To engage in an...
(aa) To engage in an...
(ab) To engage in an...

The principal office for the corporation is to be located in the County of Los Angeles, State of California.

This corporation shall have only one class of shares of stock; the number of shares shall be twenty (20); the aggregate par value of said shares shall be Twenty Thousand Dollars (\$20,000.00); the par value of each of said shares shall be \$1,000.00.

(a) The number of directors of this corporation shall be four (4).

(b) The names and addresses of the persons who are appointed to act as the first directors of this corporation are:

Name	Address
Irving Harshey Gold	1111 West Heights Blvd. Los Angeles, California
Milton Goodman	1111 West Los Angeles, California
Ethel Taylor	1111 West Los Angeles, California
Lillian Tomlinson	1111 West Los Angeles, California

Each of said directors shall be entitled to preemptive rights in the shares of the corporation.

of the corporation shall be
the same as the address of the
corporation at the time of its
incorporation.
The corporation shall have the right
to change its name by filing a
certificate of change of name with
the Secretary of State.

The corporation shall have the right
to change its principal office or
principal place of business by
filing a certificate of change of
office or place of business with
the Secretary of State.

The corporation shall have the right
to change its registered agent or
registered office by filing a
certificate of change of agent or
office with the Secretary of State.

The corporation shall have the right
to change its fiscal year by filing
a certificate of change of fiscal
year with the Secretary of State.

The corporation shall have the right
to change its articles of incorporation
by filing a certificate of amendment
with the Secretary of State.

The corporation shall have the right
to change its bylaws by filing a
certificate of amendment with the
Secretary of State.

The corporation shall have the right
to change its directors by filing
a certificate of election of directors
with the Secretary of State.

The corporation shall have the right
to change its officers by filing a
certificate of election of officers
with the Secretary of State.

The corporation shall have the right
to change its incorporators by filing
a certificate of election of incorporators
with the Secretary of State.

by Lee

Wm. Gardner

1994

1000

W. J. O'Connell

On this 13th day of May, 1964, at New York, New York,

H. F. Birnbaum, a resident of [redacted] and [redacted] state, residing [redacted] personally appeared Irvin, Herman [redacted], Daniel Taylor and Lillian Tomlinson, known to [redacted] whose names are subscribed to the foregoing Articles of Incorporation, and acknowledged to [redacted] executed the same.

[illegible]

A. D. Brinton

County of Los Angeles
State of California
H. F. RIRNBALM

1997, 1998, 1999, 2000, 2001, 2002, 2003, 2004, 2005, 2006, 2007, 2008, 2009, 2010, 2011, 2012, 2013, 2014, 2015, 2016, 2017, 2018, 2019, 2020, 2021, 2022, 2023, 2024, 2025, 2026, 2027, 2028, 2029, 2030, 2031, 2032, 2033, 2034, 2035, 2036, 2037, 2038, 2039, 2040, 2041, 2042, 2043, 2044, 2045, 2046, 2047, 2048, 2049, 2050, 2051, 2052, 2053, 2054, 2055, 2056, 2057, 2058, 2059, 2060, 2061, 2062, 2063, 2064, 2065, 2066, 2067, 2068, 2069, 2070, 2071, 2072, 2073, 2074, 2075, 2076, 2077, 2078, 2079, 2080, 2081, 2082, 2083, 2084, 2085, 2086, 2087, 2088, 2089, 2090, 2091, 2092, 2093, 2094, 2095, 2096, 2097, 2098, 2099, 2100, 2101, 2102, 2103, 2104, 2105, 2106, 2107, 2108, 2109, 2110, 2111, 2112, 2113, 2114, 2115, 2116, 2117, 2118, 2119, 2120, 2121, 2122, 2123, 2124, 2125, 2126, 2127, 2128, 2129, 2130, 2131, 2132, 2133, 2134, 2135, 2136, 2137, 2138, 2139, 2140, 2141, 2142, 2143, 2144, 2145, 2146, 2147, 2148, 2149, 2150, 2151, 2152, 2153, 2154, 2155, 2156, 2157, 2158, 2159, 2160, 2161, 2162, 2163, 2164, 2165, 2166, 2167, 2168, 2169, 2170, 2171, 2172, 2173, 2174, 2175, 2176, 2177, 2178, 2179, 2180, 2181, 2182, 2183, 2184, 2185, 2186, 2187, 2188, 2189, 2190, 2191, 2192, 2193, 2194, 2195, 2196, 2197, 2198, 2199, 2200, 2201, 2202, 2203, 2204, 2205, 2206, 2207, 2208, 2209, 2210, 2211, 2212, 2213, 2214, 2215, 2216, 2217, 2218, 2219, 2220, 2221, 2222, 2223, 2224, 2225, 2226, 2227, 2228, 2229, 2230, 2231, 2232, 2233, 2234, 2235, 2236, 2237, 2238, 2239, 2240, 2241, 2242, 2243, 2244, 2245, 2246, 2247, 2248, 2249, 2250, 2251, 2252, 2253, 2254, 2255, 2256, 2257, 2258, 2259, 2260, 2261, 2262, 2263, 2264, 2265, 2266, 2267, 2268, 2269, 2270, 2271, 2272, 2273, 2274, 2275, 2276, 2277, 2278, 2279, 2280, 2281, 2282, 2283, 2284, 2285, 2286, 2287, 2288, 2289, 2290, 2291, 2292, 2293, 2294, 2295, 2296, 2297, 2298, 2299, 2300, 2301, 2302, 2303, 2304, 2305, 2306, 2307, 2308, 2309, 2310, 2311, 2312, 2313, 2314, 2315, 2316, 2317, 2318, 2319, 2320, 2321, 2322, 2323, 2324, 2325, 2326, 2327, 2328, 2329, 2330, 2331, 2332, 2333, 2334, 2335, 2336, 2337, 2338, 2339, 2340, 2341, 2342, 2343, 2344, 2345, 2346, 2347, 2348, 2349, 2350, 2351, 2352, 2353, 2354, 2355, 2356, 2357, 2358, 2359, 2360, 2361, 2362, 2363, 2364, 2365, 2366, 2367, 2368, 2369, 2370, 2371, 2372, 2373, 2374, 2375, 2376, 2377, 2378, 2379, 2380, 2381, 2382, 2383, 2384, 2385, 2386, 2387, 2388, 2389, 2390, 2391, 2392, 2393, 2394, 2395, 2396, 2397, 2398, 2399, 2400, 2401, 2402, 2403, 2404, 2405, 2406, 2407, 2408, 2409, 2410, 2411, 2412, 2413, 2414, 2415, 2416, 2417, 2418, 2419, 2420, 2421, 2422, 2423, 2424, 2425, 2426, 2427, 2428, 2429, 2430, 2431, 2432, 2433, 2434, 2435, 2436, 2437, 2438, 2439, 2440, 2441, 2442, 2443, 2444, 2445, 2446, 2447, 2448, 2449, 2450, 2451, 2452, 2453, 2454, 2455, 2456, 2457, 2458, 2459, 2460, 2461, 2462, 2463, 2464, 2465, 2466, 2467, 2468, 2469, 2470, 2471, 2472, 2473, 2474, 2475, 2476, 2477, 2478, 2479, 2480, 2481, 2482, 2483, 2484, 2485, 2486, 2487, 2488, 2489, 2490, 2491, 2492, 2493, 2494, 2495, 2496, 2497, 2498, 2499, 2500, 2501, 2502, 2503, 2504, 2505, 2506, 2507, 2508, 2509, 2510, 2511, 2512, 2513, 2514, 2515, 2516, 2517, 2518, 2519, 2520, 2521, 2522, 2523, 2524, 2525, 2526, 2527, 2528, 2529, 2530, 2531, 2532, 2533, 2534, 2535, 2536, 2537, 2538, 2539, 2540, 2541, 2542, 2543, 2544, 2545, 2546, 2547, 2548, 2549, 2550, 2551, 2552, 2553, 2554, 2555, 2556, 2557, 2558, 2559, 2560, 2561, 2562, 2563, 2564, 2565, 2566, 2567, 2568, 2569, 2570, 2571, 2572, 2573, 2574, 2575, 2576, 2577, 2578, 2579, 2580, 2581, 2582, 2583, 2584, 2585, 2586, 2587, 2588, 2589, 2590, 2591, 2592, 2593, 2594, 2595, 2596, 2597, 2598, 2599, 2600, 2601, 2602, 2603, 2604, 2605, 2606, 2607, 2608, 2609, 2610, 2611, 2612, 2613, 2614, 2615, 2616, 2617, 2618, 2619, 2620, 2621, 2622, 2623, 2624, 2625, 2626, 2627, 2628, 2629, 2630, 2631, 2632, 2633, 2634, 2635, 2636, 2637, 2638, 2639, 2640, 2641, 2642, 2643, 2644, 2645, 2646, 2647, 2648, 2649, 2650, 2651, 2652, 2653, 2654, 2655, 2656, 2657, 2658, 2659, 2660, 2661, 2662, 2663, 2664, 2665, 2666, 2667, 2668, 2669, 2670, 2671, 2672, 2673, 2674, 2675, 2676, 2677, 2678, 26

Name changed to Gold's - The [illegible] [illegible]

FILED

In the Office of the Secretary of State
of the State of California

JAN 5 - 1956

FRANK M. JORDAN, Secretary of State

[Signature]
Deputy

H. B. Birnbaum & Hemmerting, 421 [illegible] Spring Street,
Los Angeles, California, at 2:00 o'clock P. M. on the
23rd day of December, 1955, at which meeting there
was at all times present and acting a quorum of the
members of said board, the following resolutions were
duly adopted:

One: At a special meeting of the board of
directors of said corporation duly held at the office
of Birnbaum & Hemmerting, 421 [illegible] Spring Street,
Los Angeles, California, at 2:00 o'clock P. M. on the
23rd day of December, 1955, at which meeting there
was at all times present and acting a quorum of the
members of said board, the following resolutions were
duly adopted:

"WHEREAS, it is deemed by the board of
directors of this corporation to be to its best
interests and to the best interests of its
shareholders that its articles of incorporation
be amended as hereinafter provided:

"NOW, THEREFORE, BE IT RESOLVED, that Article
ONE of the articles of incorporation of this
corporation be amended as hereinafter provided:

The name of the corporation shall be

GOLD'S - THE [illegible] [illegible]

and

"RESOLVED, that the board of directors
of this corporation be authorized to execute said
amendment of the articles of incorporation, and

vice president

...the voting power of the shares of the corporation shall be determined by the vote of the majority of the shares of the corporation then outstanding, and the directors shall have the right to make any and all things necessary to do in accordance with the provisions of the articles of incorporation and the amendments thereto.

Two of the directors of the corporation consenting to such amendment of the articles of incorporation is twenty percent of the shares of the corporation is twenty percent of the shares of the corporation. In a copy of the form of written consent signed by the holders of said shares.

"WRITTEN CONSENT OF THE DIRECTORS OF
AMENDMENT OF THE ARTICLES OF
INCORPORATION OF
GOODMAN, INCORPORATED

"WHEREAS, at a special meeting of the board of directors of Goodman, Incorporated, a California corporation, duly called and held at the office of Crumbaugh & Hammerling, 423 South Spring Street, Los Angeles, California, on the 22 day of March, 1955 at which meeting a quorum of the board of said corporation was at all times present and acting, an amendment of the articles of incorporation of said corporation was adopted and approved by resolution of said board amending Article ONE of said articles of incorporation to read as follows:

"ONE

"The name of the corporation shall be

GOLD'S - THE ONLY ...

"NOW, THEREFORE, I, ... shareholder of all of the outstanding shares of said corporation does hereby adopt, approve and consent to the foregoing amendment of said articles of incorporation, and does hereby consent that Article ONE of the articles of incorporation be amended to read as set forth.

"IN WITNESS WHEREOF, I, ... Irving Hershey Gold, has hereunto set my hand and, following his name, the date of signing of the certificate of shares of said corporation on the ... said date

[illegible]

23

17/10/1946. *Arum*

STATE OF CALIFORNIA
COUNTY OF LOS ANGELES

Irving H. Birnbaum, of the County of Los Angeles, being
first duly sworn, deposes and says:

That Irving H. Birnbaum was at all of
the times mentioned in the foregoing Certificate of
Amendment, the president of "Goodman Bros. Varna, Inc.,
the California corporation herein mentioned, and
H. P. Birnbaum is, and was at all of said times, the
secretary of said corporation; that each has read said
certificate and that the statements therein made are
true of his own knowledge, and that the signatures
purporting to be the signatures of said president and
secretary thereto are the genuine signatures of said
president and secretary, respectively.

Irving H. Birnbaum
H. P. Birnbaum

Subscribed and sworn to before me this 28th
day of December, 1955.

James H. Moore
Notary Public for the
County of Los Angeles,
California

My Commission Expires Mar. 1, 1959

FILED
MAR 2 - 1961
MAR 2 1961
MAR 2 1961
MAR 2 1961

CERTIFICATE OF AMENDMENT
OF ARTICLES OF INCORPORATION
OF

GOLD'S-THE ORIGINAL SUPER YARN MARKETS

The undersigned, Irving Hershey Gold and Lillian
Hirsh, do hereby certify that they are, respectively, and have
been at all times mentioned herein, the duly elected and acting
president and assistant-secretary of Gold's- The Original Super
Yarn Markets, a California corporation, and further that:

ONE: At a special meeting of the board of directors
of said corporation held at 1042 North Orlando Avenue, Los
Angeles, California, for the purpose of transacting business,
at the hour of 2:00 O'clock P.M., on the 20th day of
January 1961, at which meeting there was at all times pre-
sent and acting a quorum of the members of said board, the follow-
ing resolutions were duly adopted:

"WHEREAS, IT IS deemed by the board of directors of
this corporation to be to its best interests and to the best
interests of its shareholders that its articles of incorpo-
ration be amended as herein provided, to wit:

NOW, THEREFORE, BE IT RESOLVED that Article One of the
articles of incorporation of this corporation be amended to
read as follows:

"ONE
The name of this corporation is:

THE SUPER MART

and

RESOLVED FURTHER that the board of directors of this
corporation hereby adopts and approves said amendment of its
articles of incorporation; and

RESOLVED FURTHER, that the president or a vice presi-
dent and secretary or an assistant secretary of this corpo-
ration be, and they hereby are, authorized and directed to
procure the adoption and approval of the foregoing amendment
by the vote or written consent of the shareholders of this
corporation having at least a majority of the voting power,
and thereafter to sign and verify by their oaths and to file
a certificate in the form and manner required by Section 1672
of the California Corporations Code, and in general to do any
and all things necessary to effect said amendment in accord-

ance with Section 1672."

IRVING HERSHEY GOLD

Irving Hershey Gold,
President and Treasurer

DORA DENENBERG

Dora Denenberg, Board of
Directors

BERNICE GOLD

Bernice Gold, Secretary

THOMAS P. BURKE

Thomas P. Burke, Board of
Directors

LILLIAN HIRSH

Lillian Hirsh, Asst. Secretary

TWO: The number of shares of said corporation con-
senting to said amendment of its articles of incorporation is
20, and the following is a copy of the form of written consent
executed by the shareholders of said shares:

"WHEREAS, at a special meeting of the board of directors
of Gold's - The Original Super Yarn Markets', Inc., a Cali-
fornia corporation, duly held at the home of Thomas P. Burke,
1042 North Orlando Avenue, Los Angeles, California, on
January 26, 1961, at which meeting a quorum of the members
of said board was at all times present and acting, an amend-
ment of the articles of incorporation of said corporation
was adopted and approved by resolution of said board amend-
ing Article One of said articles of incorporation to read
as follows, to wit:

"ONE

The name of the corporation is:

THE SUPER MART."

NOW, THEREFORE, the undersigned, holder of all the outstand-
ing shares of said corporation does hereby adopt, approve
and consent to the foregoing amendment of said articles of
incorporation, and does hereby consent that Article One of
said articles of incorporation be amended to read as herein
set forth.

IN WITNESS WHEREOF, the undersigned, Irving Hershey Gold,
has hereunto signed his name and, following his name, the
date of signing and the number of shares of said corporation
held by him of record on said date entitled to vote upon
amendments of said articles of incorporation of the character
of the foregoing amendment. "

Name

Date

Number of Shares

IRVING HERSHEY GOLD
IRVING HERSHEY GOLD

1/26/61

20

1 THREE: The total number of shares of said corporation
2 entitled to vote on consent to the adoption of said amendment is
3 20.

4 IN WITNESS WHEREOF, the undersigned have executed this
5 certificate of amendment this 20th day of February, 1961.

6
7
8 Irving Hershey Gold, President

9
10 Lillian Hirsh, Assistant-Secretary

11 State of California)
12 County of Los Angeles) ss.

13
14 Irving Hershey Gold and Lillian Hirsh, being first
15 duly sworn, each for himself deposes and says:

16 That Irving Hershey Gold is, and was at all times
17 mentioned in the foregoing Certificate of Amendment, the president
18 of GOLD'S - THE ORIGINAL SUPER YARN MARKETS, the California corpo-
19 ration therein mentioned, and Lillian Hirsh is, and was at all
20 said times, the assistant-secretary of said corporation; that
21 each has read said Certificate of Amendment, and that the statements
22 therein made are true of his own knowledge, and that the signa-
23 tures purporting to be the signatures of said president and assist-
24 ant-secretary are the genuine signatures of said president and
25 assistant-secretary.

26
27 Irving Hershey Gold, President

28
29 Lillian Hirsh, Assistant-Secretary

30 Subscribed and Sworn to before me this 20th day of February, 1961.

31 Thomas F. Burke
Notary Public in and for said
County and State.

No. chgd. to: THE SUPER YARN MART

A102258

238399

FILED

in the office of the Secretary of State
of the State of California

DEC 17 1970

Secretary of State

By Bill H. Lee
Deputy

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
THE SUPER MART

I, HERSHEY GOLD and BERNICE GOLD, certify:

1. That they are the President and Secretary
respectively of THE SUPER MART, a California corporation.

2. That at a meeting of the Board of Directors
of the corporation, duly held at Los Angeles, California,
on the 14 day of October, 1970, the following Resolu-
tions were adopted:

RESOLVED, that ARTICLE ONE of the Articles of
Incorporation is hereby amended to read in full,
as follows:

ONE

"The name of this corporation is:

THE SUPER YARN MART."

RESOLVED, that ARTICLE FOUR of the Articles of
Incorporation is hereby amended to read in full,
as follows:

FOUR

"This corporation is authorized to issue
only one class of shares of stock; the total number
of said shares shall be twenty thousand (20,000);
the aggregate par value of all of said shares shall
be TWENTY THOUSAND DOLLARS (\$20,000); and the par
value of each share is \$1.00.

Upon the amendment of this Article to read as hereinabove set forth, each outstanding share of a par value of \$1,000.00 is split up and converted into one thousand (1,000) shares of a par value of one dollar (\$1.00)."

3. That the shareholders have adopted and approved said amendment by written consent; and that the wording of the amended Articles as set forth in the shareholders' written consent, is the same as set forth in the Directors' Resolution in Paragraph Two above.

4. That the number of shares which consented to the adoption of said Resolution is twenty, and that the total number of shares entitled to consent to said amendment is twenty (20).

I. Hershey Gold

I. HERSHEY GOLD, President

Bernice Gold

BERNICE GOLD, Secretary

VERIFICATION UNDER PENALTY OF PERJURY

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are of his own knowledge true and correct.

EXECUTED at Los Angeles, California, on Nov 30,
1970.

I. Hershey Gold

I. HERSHEY GOLD, President

Bernice Gold

BERNICE GOLD, Secretary