

Department of State

CERTIFICATE OF INCORPORATION

EDWIN L. DEAL

I, ~~ARTHUR J. DEAL~~, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of


~~WALTER'S WOODWORK SHOP, INC.~~

was filed in the office of the Secretary of State on the **Third** day of **January** A.D. One Thousand Nine Hundred **Sixty-seven** and ~~will be~~ duly recorded on ~~RECORD~~ **Microfilm** Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for

~~Perpetual existence~~ from the date hereof, with its registered office in this State located at **Blackfoot** in the County of **Blaine**

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 **January**, A.D., 19 **67**


Secretary of State.

ARTICLES OF INCORPORATION

of

MANGUM'S WESTERN WEAR, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, citizens and residents of the United States of America, and the State of Idaho, and each over the age of twenty-one years, for the purpose of organizing a corporation pursuant to the laws of the State of Idaho, do hereby make, sign, acknowledge, certify and file this certificate and Articles of Incorporation for the purposes as follows:

ARTICLE I.

NAME OF CORPORATION

The name of this corporation shall be and is: MANGUM'S WESTERN WEAR, INC.

ARTICLE II.

PURPOSES

The purposes of this corporation shall be:

Section 1. To engage in the business of conducting and operating retail stores and outlets for the sale of dry goods and particularly western type clothing for men, women and children; to further engage in the sale of leather goods of all kinds and description, boots and shoes and accessories of all kinds.

Section 2. To engage in the business of conducting and operating a dance hall, party rental property, together with a catering service incidental to such rentals.

Section 3. To acquire, maintain and conduct buildings and property for a dance hall and entertainment center and to do all things necessary and incidental to the operation of such reception center.

Section 4. To establish, purchase, lease as lessee, or otherwise acquire, to own, operate, and maintain, and to sell, mortgage, lease as lessor, and otherwise dispose of retail stores or departments therein and to conduct a general merchandising business therein.

Section 5. To purchase, acquire, own, improve, develop, lease as lessor or lessee, exchange or sell, dispose of and otherwise deal in real estate; to purchase, lease, as lessee or lessor, build, construct, erect, occupy and manage buildings of every kind and character whatsoever; to finance the purchase, acquisition, development, improvement and construction of land and buildings belonging to or to be acquired by this corporation or any other person, firm or corporation.

Section 6. To buy and sell, discount and rediscount notes, drafts, bills of exchange, stocks, bonds, securities and choses in action of all kinds, both as principal and as agent; also to buy and sell liens on real and personal property and to accept as security therefor liens on and pledges of real and personal property.

Section 7. To draw, make, accept, endorse, execute, issue, discount and have discounted, and to deal in every lawful manner in promissory notes, bills of exchange, trade acceptances, conditional sales, warehouse receipts, warrants and other negotiable or transferable instruments; and to borrow money and to incur indebtedness as may be determined expedient.

Section 8. To purchase, lease as lessor, or otherwise acquire, and to hold for investment, improvement, maintain and operate the business properties and other real estate, automotive vehicles, fixtures and supplies, stock in this and other corporations, and any other personal property, and to sell, assign, convey, lease as lessor, manage, pledge, mortgage or otherwise dispose of or encumber lands, buildings, structures, vehicles, equipment, fixtures, supplies and any other real or personal property, tangible or intangible, which shall be deemed necessary, convenient or appropriate; and to do everything necessary, or conducive to the full accomplishments of the foregoing objects in this Article II.

Section 9. The purposes specified herein and enumerated in this Article II shall be construed as both powers and purposes of

this corporation, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms of the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another, although it be of like nature not expressed.

ARTICLE III.

PRINCIPAL PLACE OF BUSINESS

Section 1. The location of the corporation's registered office in this state is Blackfoot, Bingham County, Idaho. The corporation may also maintain offices at such other place or places in the State of Idaho and the United States as the Board of Directors may from time to time decide. The post office address of the registered offices shall be Route 3, Blackfoot, Idaho.

Section 2. The operation and business of this corporation shall be carried on in the County of Bingham, State of Idaho, and in such other counties in the State of Idaho and in other states of the United States as the Board of Directors may from time to time decide.

ARTICLE IV.

CORPORATE EXISTENCE

The term of existence of this corporation shall be perpetual.

ARTICLE V.

CAPITAL STOCK

The amount of the capital stock of the corporation shall be Twenty Five Thousand (\$25,000.00) Dollars, to consist of 2,500 shares of common stock of the par value of \$10.00 each.

ARTICLE VI.

MANAGEMENT

Management of this corporation shall be vested in a Board of Directors of three to five directors. The directors shall be elected at the annual meeting of the stockholders, and the number of directors to serve shall be decided at the annual meeting of the stockholders, as

provided in the By-Laws, and in the manner and the method therein provided.

ARTICLE VII.

DIRECTORS' MEETINGS

The meetings of the Board of Directors may be held at the principal office of the corporation in this state, or at such other place or places within or without this state, for the transaction of any business of the corporation as the directors may by resolution provide. A majority of the directors shall be the act of the Board. At least one member of the Board of Directors shall be a resident of the State of Idaho.

ARTICLE VIII.

INCORPORATORS

The name, post office address and number of shares subscribed by each of the incorporators are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Martin A. Mangum	Route 3, Blackfoot, Idaho	1
Wilma S. Mangum	Route 3, Blackfoot, Idaho	1
Mirietta Womack	Route 3, Blackfoot, Idaho	1

All of the subscribers to these Articles of Incorporation are of full age, citizens of the United States and residents of the State of Idaho.

ARTICLE IX.

No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any director individually may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of

the corporation and any director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the company which shall authorize such contract or transaction and may vote thereon to authorize such contract or transaction with like force and effect as if he were not such director or officer of such other corporation and not so interested.

ARTICLE X.

The corporation may amend, alter, add to, change or repeal any provisions contained in these Articles of Incorporation in the manner provided by law.

IN WITNESS WHEREOF, we, as incorporators, and each of us, have hereunto set our hands and seals this 30th day of December, 1966.

Martin A. Mangum
Wilma S. Mangum
Marietta M. Womack

STATE OF IDAHO)
 : ss.
County of Bonneville)

On this 30th day of December, 1966, before me, the undersigned, a Notary Public for Idaho, personally appeared Martin A. Mangum, Wilma S. Mangum and Mirietta Womack, known to me to be the persons whose names are subscribed to the above and foregoing Articles of Incorporation and acknowledged to me that they executed the same.

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

Eugene T. Bash
Notary Public for Idaho
Residing at Idaho Falls, Idaho