



## Department of State.

### CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

**VAIL'S, INCORPORATED**

was filed in the office of the Secretary of State on the **Twenty-first** day of **June** A.D. One Thousand Nine Hundred **Sixty-five** and **will be** duly recorded on ~~film~~ ~~microfilm~~ of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

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

**perpetual existence** from the date hereof, with its registered office in this State located at

**Nampa**, in the County of **Canyon**.

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 **21st** day of **June**, **1965**.  
**ARNOLD WILLIAMS**  
Secretary of State

By Deputy Secretary of State.

ARTICLES  
OF  
INCORPORATION

\* \* \* \* \*

VAIL'S, INCORPORATED

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all being citizens of the United States, and all being persons of full legal age, and all being bona fide residents of the State of Idaho, have this day voluntarily associated ourselves together for the purpose of forming a domestic CORPORATION under and pursuant to the laws of the STATE OF IDAHO, and we do hereby certify:

FIRST: That the name of this corporation shall be VAIL'S, INCORPORATED.

SECOND: That the PURPOSES for which said corporation are formed are:

(a) To engage in any commercial, industrial and agricultural enterprise calculated or designed to be profitable to this corporation and in conformity to the laws of the State of Idaho.

(b) To generally engage in, do, or perform any enterprise, act or vocation that a natural person might or could do or perform.

(c) To engage in the manufacture, sale, purchase, importing and exporting of merchandise and personal property of all manner and description, to act as agent for the purchase, sale and handling of goods, wares and merchandise of any and all types and description for the account of the corporation or as factor, agent, procurer, or otherwise for or on behalf of another.

(d) To purchase or otherwise acquire, own, hold, lease, sell, exchange, assign, transfer, mortgage or otherwise dispose of, and to invest, trade and deal in and with real

property, and any and all interests therein.

(e) To purchase or otherwise acquire, own, hold, lease, sell, exchange, assign, transfer, mortgage, pledge, or otherwise dispose of, to guarantee, and to invest, trade and deal in and with personal property of every class and description.

(f) To enter into any kind of an agreement or contract, co-operative or profit sharing plan, with its officers or employees that the corporation may deem advantageous or expedient, or otherwise to reward or pay such persons for their services as the directors may deem fit.

(g) To purchase, lease, or otherwise acquire, in whole or in part, the business, good will, rights, franchises, and property of every kind, and to undertake the whole or any part of the assets or liabilities of any person, firm, association or corporation engaged in or authorized to conduct any business similar to any business authorized to be conducted by this corporation, or owning property necessary or suitable for its purpose, and to pay for the same in cash, or bonds of this corporation, or otherwise; to hold or in any manner dispose of the whole or any part of the business or property so acquired, and to exercise all the powers necessary or incidental to the conduct of such business.

(h) To borrow money, to issue bonds, debentures, notes and any other obligations of this corporation from time to time, for any of the objects or purposes of this corporation, and to mortgage, pledge, hypothecate, and/or convey in trust, any or all of its property, to secure the payment thereof.

(i) To discount and negotiate promissory notes, drafts, bills of exchange, and other evidences of debt; to enter into, make, perform and carry out contracts of every kind and for any lawful purpose, without limit as to amount, with any person, firm, association, corporation, municipality,

state or government, or any subdivision, district or department thereof.

(j) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes, or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

(k) To do any and all such other acts, things, business or businesses in any manner connected with or necessary, incidental, convenient or auxiliary to any of the objects hereinbefore enumerated, or calculated directly or indirectly, to promote the interest of the corporation; and in carrying on its purposes, or for the purpose of attaining or furthering any of its business, to do any and all acts and things, and to exercise any and all other powers which a co-partner or natural person could do or exercise, and which now or hereafter may be authorized by law, and in any part of the world.

(l) The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and the statements contained in each clause shall be in nowise limited or restricted by reference to, or inference from the terms of any other clause, but shall be regarded as independent purposes and powers; and no recitation, expression or declaration or specific or special powers or purposes herein enumerated shall be deemed to be exclusive; but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

THIRD: The duration of this corporation shall be PERPETUAL.

FOURTH: The location and post office address of the registered office of the corporation in the STATE OF IDAHO shall be: VAIL'S, INCORPORATED, 1207-2nd Street South in Nampa, Canyon County, State of Idaho, and which place shall be the principal office for the transaction of business for the corporation.

FIFTH: That this corporation is authorized to issue only one class of shares of stock, to-wit: its common stock; the total number of which said shares is 200,000, and that said shares shall have a par value of ONE DOLLAR (\$1.00) for each of said shares, and that the aggregate and total value of said shares is the sum of TWO HUNDRED THOUSAND DOLLARS (\$ 200,000.00); and such stock may be issued by the corporation from time to time for such adequate consideration as may be fixed and determined from time to time by the Board of Directors thereof.

SIXTH: That the name and post office address of each of the incorporators, and a statement of the number of shares subscribed by each, is as follows, to-wit:

NAME	POST OFFICE ADDRESS	SHARES SUBSCRIBED
Jennie Belle Caldwell	23 - 9th Ave. S. Nampa, Idaho	1
Margarett V. Taylor	23 - 9th Ave. S. Nampa, Idaho	1
Bette Joe Caldwell	23 - 9th Ave. S. Nampa, Idaho	1
Tanya Robbins	23 - 9th Ave. S. Nampa, Idaho	1

SEVENTH: That the number of directors of said corporation shall be four (4), and that all of the same shall be shareholders, and that such Board of Directors shall be elected hereafter at a meeting of the shareholders of said corporation, and from those persons who have subscribed to the shares of stock. Meetings of the Board of Directors and shareholders of the corporation may be held within or without the State of Idaho, pursuant to the statutes of the State of Idaho in such relation, and the Board of Directors is empowered to

appoint and designate an executive committee from among its membership to manage the business and affairs of the corporation during any interim when the Board of Directors is not in session, and which executive committee shall be provided for in the by-laws of the corporation to be duly adopted and approved hereafter. The annual meeting of the corporation shall be held on the fourth Monday of each December hereafter.

EIGHTH: The Board of Directors shall have power and authority to formulate, repeal and amend by-laws of the corporation and to adopt new by-laws, subject to the restrictions as may be provided by the statutes of the State of Idaho relating to domestic corporations.

IN WITNESS WHEREOF, the persons named herein as incorporators have hereunto set their hands this 14 day of June, A.D., 1965.

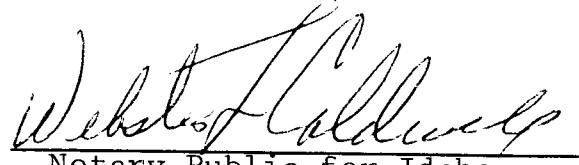
Jennie Belle Caldwell  
Margarett V Taylor  
Bette Joe Caldwell  
Tanya Robbins

STATE OF IDAHO )  
 ) ss.  
County of Canyon )

On this 14 day of June, 1965, before me, the undersigned, a Notary Public in and for said State, personally appeared JENNIE BELLE CALDWELL, MARGARETT V. TAYLOR, BETTE JOE CALDWELL and TANYA ROBBINS, known to me to be the persons whose names are subscribed to the within and foregoing instrument, 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 year in this certificate  
first above written.

  
Webster Caldwell  
Notary Public for Idaho  
Residence: Nampa, Idaho

(SEAL)