

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

LOUIS E. CLAPP

~~XXXXXXXXXXXXXXXXXXXX~~
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

THE SUDWAY APPAREL, INC.

was filed in the office of the Secretary of State on the **Sixteenth** day
May **Sixty-six**
will be A.D. One Thousand Nine Hundred and
~~-----microfilm~~
duly recorded on Film No. 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 **Ada.**
Boise, in the County of

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 **16th** day of **May**, A.D., 19 **66**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
THE BROADWAY APPAREL, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, being natural persons of full age and citizens of the United States in order to form a corporation for the purposes hereinafter stated pursuant to the Business Corporation Act of Idaho, do hereby certify as follows:

ARTICLE I

That the name of this Corporation is THE BROADWAY APPAREL, INC.

ARTICLE II

The period of existence and the duration of the life of this Corporation shall be perpetual.

ARTICLE III

The purposes for which said Corporation is formed are:

(A) To engage in, own, operate and maintain and carry on the business of a women's ready-to-wear clothing shop for the purpose of offering for sale dresses, clothing, shoes, millinery and other apparel of every kind and nature at retail or wholesale and to do and perform all other things as necessary, reasonable, pertinent or desirable in connection with such activities, and to own, lease, or otherwise acquire real property and personal property of every kind, description and nature.

(B) To borrow money or otherwise incur indebtedness without limit as to amount, and to draw, make, accept, endorse, transfer, assign, guarantee, execute, and issue bonds, debentures,

notes, drafts, bills of exchange, negotiable instruments, and all other instruments for the payment of money, negotiable and non-negotiable, secured and unsecured.

(C) To conduct business in this State or other states, District of Columbia, territories and colonies of the United States and foreign countries or territories as allowed by law, and to maintain one or more offices or other places of business outside of this State, and to receive, purchase, hold, acquire, mortgage, assign, transfer, lease, release, convey, and otherwise deal in and with any real or personal property or any interest therein, either within or outside the State of Idaho, reasonable calculated to promote the purposes hereinabove or hereafter stated to this Corporation; to acquire the operating name, good will, property rights, and the whole or any part of any estate, tangible or intangible, and to assume the liabilities of any person, firm, association, corporation, or other business organization, and to pay for said good will rights, property, and assets in cash and the stock of this Corporation, its bonds, its debentures, or otherwise, or by undertaking the whole or any part of the liabilities of the transferor thereof, and to hold in any manner or dispose of all or any part of the property so acquired; to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary and expedient in and about the conduct and management of such business or businesses, or property or properties, directly or indirectly related to the purposes and objects of this Corporation, or though not so connected, to preserve or protect the assets of this Corporation.

(D) To purchase, insofar as the same may be done without impairing the capital of this Corporation, except as otherwise prohibited by law, and to hold, pledge, and reissue shares of its own

capital stock, but such stock so acquired and held shall not be entitled to vote nor to receive dividends.

(E) To have, exercise, enjoy and participate in all the powers now or hereafter granted to corporations organized under the laws of this State, and particularly all of the powers and privileges granted to corporations under Chapter 1, Title 30, Idaho Code including any future amendments thereto, and to do any act or thing necessary or convenient for the transaction of the aforesaid business or businesses and for the carrying into effect of any and all the aforesaid objects and purposes.

(F) To carry on any of the foregoing or closely related businesses as principal, agent, lessors, lessees, assignors, assignees, licensees, or otherwise which can be generally carried on in connection with any of the pursuits aforesaid.

(G) It is hereby expressly provided that the enumeration hereinabove of its specific objects and powers shall be construed as such and shall not be held to limit or restrict in any manner the general powers of this Corporation; provided, however, that nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business or exercise any powers or do any act which Corporations formed under the laws of Idaho now or hereafter may not, at the time of such act, lawfully carry on, consummate or do, and the purposes, objects, and powers specified in any one of the paragraphs of this Article III shall in no wise restrict or limit by reference or inference the terms, objects, purposes and powers of any other clauses or paragraphs in this Article contained, nor in any of the other Articles of the Articles of Incorporation.

ARTICLE IV

The capital stock of this Corporation shall be in the amount of \$25,000, divided into 25,000 shares of non-assessable common stock of a par value of \$1.00 per share which stock shall be the voting stock of the Corporation.

ARTICLE V

The principal place of business of this Corporation shall be at 1227 Broadway Avenue, Boise, Idaho, which is hereby designated as the address of its registered office, or such other address or addresses as the Corporation shall from time-to-time designate.

ARTICLE VI

The names and post office addresses of the incorporators and the number of shares subscribed by each are:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. OF SHARES</u>	<u>VALUE</u>
Ralph E. Lofthouse	Box 1795, Boise, Idaho	1	\$1.00
Mildred R. Lofthouse	Box 1795, Boise, Idaho	1	\$1.00
Harry L. Murray	Box 1795, Boise, Idaho	1	\$1.00
Lou Ann Murray	Box 1795, Boise, Idaho	1	\$1.00
Connie Lofthouse	Box 1795, Boise, Idaho	1	\$1.00

ARTICLE VII

The business and prudential affairs of this Corporation shall be managed and controlled by a board of five Directors to be elected annually at the annual meeting of the stockholders.

ARTICLE VIII

The annual meeting of the stockholders for the election of directors and for the transaction of other business shall be held at the registered office of the Corporation at 1227 Broadway Avenue, Boise, Idaho, on the 3rd Tuesday in January, 1967, and on the third Tuesday in each January of each year thereafter, or at such other places as may be determined from time to time by the Board of Directors. In all elections for Directors, each

each stockholder shall be entitled to one vote for each share of common stock owned by him for each Director to be elected. The vote in the election for directors shall be by ballot, and the election shall be conducted in such manner and form as may be provided by the By-Laws.

ARTICLE IX

The Board of Directors of this Corporation, by a majority vote, shall have the power to repeal or amend the By-Laws thereof, and to adopt a new code of By-Laws if, in their discretion, that becomes proper.

ARTICLE X

The private property of the stockholders of this Corporation shall not be subject to the payment of the corporate debts in any amount or to any extent whatever.

ARTICLE XI

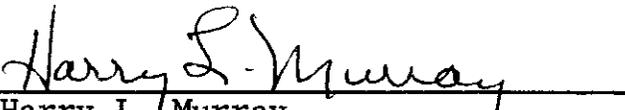
No contract, act, or other transaction between this Corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by this Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are financially or otherwise interested in or are directors or officers of such other corporation; provided, that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors of this Corporation, or to the majority thereof on the date of such contract or transaction; and any Director of this Corporation who is also a director or officer of such other Corporation, or who is so interested, may be counted

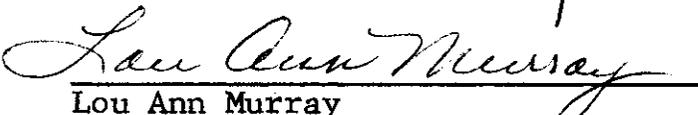
in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize such contract, act, or transaction, with like force and effect as if he were not such director or officer of such other corporation or was not otherwise interested therein.

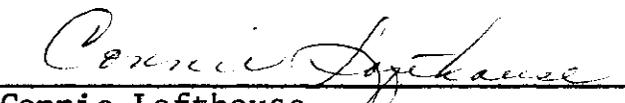
IN WITNESS WHEREOF, we have hereunto set our hands and seals this 13 day of May, 1966.


Ralph E. Lofthouse


Mildred R. Lofthouse


Harry L. Murray


Lou Ann Murray


Connie Lofthouse

STATE OF IDAHO)
) ss.
County of Ada)

On this 13 day of May, 1966, before me, the undersigned, a Notary Public in and for said County and State, personally appeared RALPH E. LOFTHOUSE, MILDRED R. LOFTHOUSE, HARRY L. MURRAY, LOU ANN MURRAY, and CONNIE LOFTHOUSE, known to me to be the persons whose names are subscribed to the within 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.



Notary Public for Idaho
Residing, Boise, Idaho