

State of Idaho



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

STYLISH FABRICS CORP. OF IDAHO

was filed in the office of the Secretary of State on the **Third** day of **April** A.D. One Thousand Nine Hundred **Sixty-four** and duly recorded on Film No. **127** 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

Pocatello

in the County of

Bannock.

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 **April**, A.D., 19 **64**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

STYLISH FABRICS CORP. OF IDAHO

WE, the undersigned natural persons of the age of twenty-one years or more, citizens of the United States, acting as incorporators of a corporation under Idaho statutes, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

CORPORATE NAME

The name of this corporation is: STYLISH FABRICS CORP. OF IDAHO.

ARTICLE II

Duration of Corporation

The corporation is to have perpetual existence unless dissolved or terminated according to law.

ARTICLE III

Corporate Purposes

The purpose for which the corporation is organized is to engage in sales and service of all types of sewing machines and parts; in the buying, selling and sewing of all types and varieties of fabrics and cloth, and in dealing in all kinds of supplies and articles necessary or useful therewith; and in carrying out these objectives and purposes this corporation shall have the power:

- (a) To engage in all forms of the fabric and sewing machine business, including the sale of all products and related businesses of every kind and description and to adopt by any means whatsoever which the Board of Directors may deem appropriate for making known the name, business merchandise, or products, or for enhancing the reputation, or furthering the interests of this corporation or other legal entities in whose business this corporation shall be interested by advertising, circularization, entertainment, books, periodicals or other publications, or in any other manner whatsoever.

- (b) To sell, purchase, trade or market equipment and property of every kind.
- (c) To act as principal or agent for others; to hold property, including shares of its own stock, in trust as trustee for stockholders of the corporation or others; to participate as a partner in any partnership allowed by law; to subdivide and improve land in any manner and to any extent.
- (d) To do all things to the same extent and as fully as natural persons now do or could do in the State of Idaho or in any other state, country or place; to do all things and engage in all other lawful transactions which a corporation organized or existing under the laws of the State of Idaho might do or engage in, even though not expressly stated herein.

The foregoing shall be construed both as objects and powers, but no recitation or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive; but it is hereby expressly declared that all other lawful purposes not inconsistent herewith are hereby included.

ARTICLE IV

Shares

The aggregate number of shares which this corporation shall have authority to issue is FIVE THOUSAND (5,000) SHARES of a par value of ONE DOLLAR (\$1.00) per share, making an aggregate value of \$5,000.00 for the total authorized par value shares. All stock of the corporation shall be of the same class and have the same rights and preferences. Fully paid stock of this corporation shall not be liable to any further call or assessment.

ARTICLE V

Pre-Emptive Rights

The authorized stock of this corporation may be issued at such times, upon such terms and conditions, and for such consideration as the Board of Directors shall determine and in accordance with Idaho law. Stockholders shall have pre-emptive rights in issues of authorized stock.

ARTICLE VI

Cumulative Voting

At each election for directors every shareholder entitled to vote at such election shall have the right to accumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE VII

Internal Affairs

The Directors shall adopt bylaws for the regulation of the internal affairs of the corporation, which bylaws may be amended from time to time or repealed pursuant to law.

ARTICLE VIII

Registered Office and Agent

The address of this corporation's initial registered office is:

251 North Main
Pocatello, Idaho

The name of this corporation's initial registered agent is:

Anna Shoemaker
251 North Main
Pocatello, Idaho

ARTICLE IX

Directors

The Board of Directors shall consist of a variable number of three (3) to nine (9) members, as the Board of Directors may itself from time to time determine; until determination is made in the future by the Board of Directors, the Board shall consist of three (3) directors. The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualify are as follows:

NAME	STREET ADDRESS	CITY AND STATE
DENNIS M. CARLSEN	1085 North Eighth East	Logan, Utah
EDITH E. CARLSEN	1085 North Eighth East	Logan, Utah
THOMAS D. MOULTON	732 North Fifth East	Logan, Utah

ARTICLE X

Power to Sell Assets and Create Indebtedness

In carrying on the business of the corporation, the Board of Directors is authorized and empowered to sell, exchange, mortgage, bond or otherwise dispose of, deal with and encumber any or all of the property of the corporation, upon such terms and conditions as such Board of Directors may deem just and proper and for the best interests of the corporation, without prior authorization or subsequent confirmation by a vote of the stockholders or otherwise.

ARTICLE XI

Officers and Directors Contracts

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that a Director or officer of this corporation is interested in or is a Director or officer of such other corporation; and any Director, individually or jointly, may be a party to or may be interested in any corporation or transaction of this corporation or in which this corporation is interested; and no contract or other transaction of this corporation with any person, firm or corporation shall be affected by the fact that any Director of this corporation is a party to or is interested in such contract, act or transaction or any way connected with such person, firm or corporation, and every person who may become a Director of this corporation is hereby relieved from liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested, provided said Director acts in good faith.

ARTICLE XII

Incorporators

The name and address of each Incorporator and the number of shares to which each has subscribed is as follows:

NAME	ADDRESS	NUMBER OF SHARES
DENNIS M. CARLSEN	1085 North Eighth East, Logan, Utah	1,000
EDITH E. CARLSEN	1085 North Eighth East, Logan, Utah	999
THOMAS D. MOULTON	732 North Fifth East, Logan, Utah	1

ARTICLE XIII

Restrictions on Transfers of Shares

No stockholder shall have the right or power to pledge, sell or otherwise dispose of or encumber any share or shares of stock in this corporation without prior approval of the Board of Directors or without first offering such shares for sale to the corporation. Such offer shall be made in writing, signed by the shareholder, and mailed or delivered to the corporation at its principal place of business, and may be accepted by the corporation at any time within thirty (30) days from the date of mailing or delivery.

In the event the corporation fails to purchase said stock within the thirty-day period, then the other stockholders of record at the time thereof shall have the right to purchase said stock on the same terms and conditions as those available to the corporation, and may elect to so purchase within thirty (30) days after the expiration of the first thirty-day period. Should less than all of the remaining stockholders desire to exercise their right of purchase, those so desiring shall be allowed to purchase all of the selling stockholder's stock so offered for sale in the proportion that the total shares then owned by each respective buyer bears to the total number of shares of all such buyers. On expiration of the second thirty-day period, any stock not disposed of may be sold or disposed of by the selling shareholder upon such terms and conditions as he shall select, except that said shareholder

may not sell or dispose of his stock to third parties upon terms and conditions more favorable than first offered to the corporation and other shareholders under this Article.

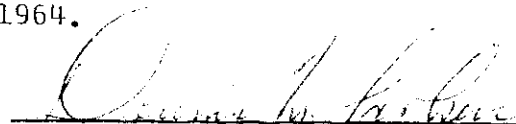

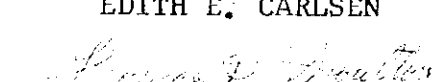
This provision shall also be binding upon any executor administrator or other legal representative of any stockholder in case of the sale or pledge of any share or shares of such stock by such executor, administrator or other legal representative, and reference to this provision shall be embodied in writing, printed or stamped upon each certificate of stock and this provision shall be a part thereof, binding upon each and every present or future owner thereof, whether such stock be acquired by will or otherwise.

ARTICLE XIV

Section 1244 Stock

Shares of stock of this corporation authorized and issued pursuant to these Articles within two years from the date of incorporation are, for purposes of the Internal Revenue Code, authorized and issued in compliance with and as prescribed by Section 1244 of the Internal Revenue Code of 1954, and shall be known as "Section 1244 Stock".


DATED this 25 day of March, 1964.


DENNIS M. CARLSEN

EDITH E. CARLSEN

THOMAS D. MOULTON

STATE OF UTAH)
COUNTY OF SALT LAKE) ss

I, the undersigned, a Notary Public, hereby certify that DENNIS M. CARLSEN, EDITH E. CARLSEN and THOMAS D. MOULTON personally appeared before me and, being duly sworn by me, severally declared that they are the persons who signed the foregoing document as Incorporators and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 25 day of March, 1964.


NOTARY PUBLIC
Residing at Salt Lake City, Utah

My Commission Expires: 7-1-66