



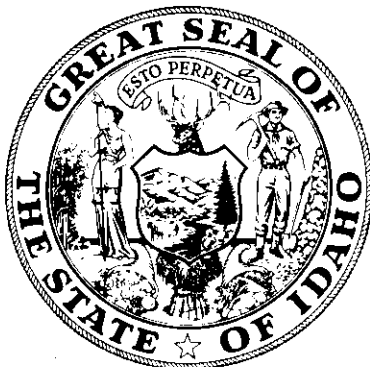
CERTIFICATE OF AUTHORITY  
OF

\_\_\_\_\_  
MERVYN'S, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of \_\_\_\_\_ MERVYN'S, INC. \_\_\_\_\_ 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 \_\_\_\_\_ MERVYN'S, INC. \_\_\_\_\_ to transact business in this State under the name \_\_\_\_\_ MERVYN'S, INC. \_\_\_\_\_ and attach hereto a duplicate original of the Application for such Certificate.

Dated April 6, 1984.



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

## APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho

APR 9 1984

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 Mervyn's, Inc.
2. The name which it shall use in Idaho is \_\_\_\_\_

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Delaware
4. The date of its incorporation is March 9, 1984 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 No. 100 West Tenth Street, Wilmington, Delaware
6. The address to which correspondence should be addressed, if different from that in item 5. 777 Nicollet Mall, Minneapolis, Minnesota
7. The street 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 CT Corporation System
8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: General Business Activities

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

Name	Office	Address
See Attachment		

(continued on reverse)

10. 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
1,000	Common	\$1.00

11. 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
1,000	Common	\$1.00

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

13. 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: March 26, 1984

MERVYN'S, INC.

By

Michael J. Wohlig  
Its ~~President~~ / Vice President (please specify)

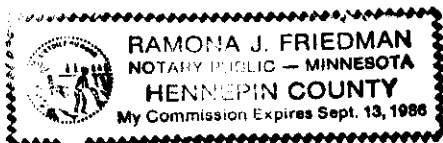
and

Frank Hushak  
Its Secretary / ~~Assistant Secretary~~ (please specify)

STATE OF Minnesota )  
COUNTY OF Hennepin )ss

I, Ramona J. Friedman, a notary public, do hereby certify that on this 26<sup>th</sup> day of March, 19 84, personally appeared before me Michael J. Wohlig, who being by me first duly sworn, declared that he is the Vice President of Mervyn's, Inc.

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



Ramona J. Friedman  
Notary Public

MERVYN'S, INC.

Directors: William E. Harder  
777 Nicollet Mall  
Minneapolis, Minnesota 55402

Frank R. Sushak  
777 Nicollet Mall  
Minneapolis, Minnesota 55402

Michael J. Wahlig  
777 Nicollet Mall  
Minneapolis, Minnesota 55402

Officers:

<u>Name</u>	<u>Title</u>
William E. Harder 777 Nicollet Mall Minneapolis, Minnesota 55402	President
Michael J. Wahlig 777 Nicollet Mall Minneapolis, Minnesota 55402	Vice President/ Treasurer/Assistant Secretary
Frank R. Sushak 777 Nicollet Mall Minneapolis, Minnesota 55402	Vice President/Secretary



Al. S. [illegible]

# State of DELAWARE



## Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,  
do hereby certify that the attached is a true and correct copy of  
Certificate of \_\_\_\_\_ Incorporation \_\_\_\_\_  
filed in this office on \_\_\_\_\_ March 9, 1984 \_\_\_\_\_.



*Glenn C. Kenton*  
\_\_\_\_\_  
Glenn C. Kenton, Secretary of State

BY: *M. Toon* \_\_\_\_\_

DATE: \_\_\_\_\_ March 29, 1984 \_\_\_\_\_

3400680057

ARTICLES OF INCORPORATION  
OF  
MERVYN'S, INC.

FILED

MAR 9 1984

*Michael C. Kelly*  
SECRETARY OF STATE

The undersigned, for the purpose of forming a corporation under and pursuant to the provisions of the Delaware Corporation Law, and laws amendatory thereof and supplementary thereto, do hereby associate myself as a corporate body and adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be:  
MERVYN'S, INC.

ARTICLE II

The purpose of this corporation shall be the conduct of general business.

ARTICLE III

The duration of the corporation shall be perpetual.

ARTICLE IV

The location and post-office address of the registered office in Delaware shall be No. 100 West Tenth Street, Wilmington, County of New Castle, Delaware. The name of its registered agent at that address is The Corporation Trust Company.

ARTICLE V

The total authorized number of shares of the corporation shall be one thousand (1,000) Common Shares with a par value of

one dollar (\$1.00) per share. No holder of shares of stock shall be entitled to preemptive rights to subscribe for or purchase any new or additional issue of shares of stock.

#### ARTICLE VI

The names and post-office addresses of the first directors of this corporation are:

Frank R. Sushak	777 Nicollet Mall Minneapolis, Minnesota 55402
William E. Harder	777 Nicollet Mall Minneapolis, Minnesota 55402
Michael J. Wahlig	777 Nicollet Mall Minneapolis, Minnesota 55402

The terms of office of the first directors shall be until the first annual meeting of shareholders.

#### ARTICLE VII

The number of directors of the corporation is and shall remain at three (3) unless the majority of shareholders approves a change by a majority vote of all shareholders.

#### ARTICLE VIII

The name and post office address of the incorporator of this corporation is:

Frank R. Sushak	777 Nicollet Mall Minneapolis, Minnesota 55402
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IN WITNESS WHEREOF, I have hereunto set my hand this  
14th day of February, 1984.

Frank R. Sushak  
FRANK R. SUSHAK

Subscribed and sworn to by me on  
this 17th day of February, 1984.

Ramona J. Friedman  
Notary Public

