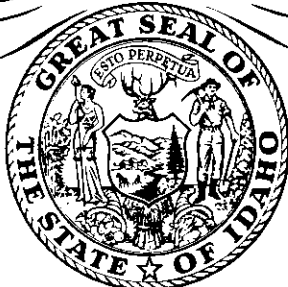


State of Idaho



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

WELLES STORES (BOISE), INC.

was filed in the office of the Secretary of State on the **Thirtieth** day of **August** A.D. One Thousand Nine Hundred **Sixty-two** and duly recorded on Film No. **120** 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 **Boise,** in the County of **Ada.**

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 **30th** day of **August**, A.D., 19 **62**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
WELLES STORES (BOISE), INC.

* * * * *

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, all of whom are of full age, and at least two of whom are citizens of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho.

AND WE HEREBY CERTIFY:

FIRST: That the name of the corporation shall be
WELLES STORES (BOISE), INC.

SECOND: That the purposes for which it is formed shall be:

To manufacture, purchase, import or otherwise acquire and sell, export or otherwise trade and deal in ladies' and children's waists, dresses, gowns, furs, shoes, and clothing and wearing apparel of every description and any other articles which may be conveniently or advantageously handled in conjunction with the business aforesaid. To engage in the manufacture of woolens, cottons, silks and other fabrics of all kinds and any and all material used in the manufacture of clothing and wearing apparel.

To establish and operate stores and chains of stores; to conduct a chain mail order business and to carry on all or any of the businesses of cloth, dress or clothing manufacturers, dry goods merchants, furriers, haberdashers, hosiers, manufacturers, importers, wholesale and retail dealers of and in textile fabrics of all kinds, milliners, dressmakers, tailors, hatters, clothiers, furnishers, outfitters, glovers, lace manufacturers, feather dressers and boot and shoe makers.

To establish and conduct general department stores and to carry on all or any of the businesses of dry goods merchants, dealers in all kinds of cloth, furs, haberdashery, manufacturers, importers, wholesale and retail dealers of and in curtains, draperies and textile fabrics of all kinds; hats, dresses, suits, gloves, boots and shoes, manufacturers and importers and wholesale and retail dealers of and in luggage, leather goods, household furniture and appliances, china and glassware, crockery and other household fittings and utensils, ornaments, stationery, notions and fancy goods; to operate restaurants and bakeries, deal in meats, provisions, drugs, cosmetics, chemicals and other articles and commodities of personal and household use and consumption, dealers in automobile tires and accessories, radio and television sets and other electrical appliances and equipment, hardware, jewelry, plated goods, perfumery, soap, toilet articles of all kinds and articles required for ornament, recreation or amusement; dealers in musical instruments, bicycles and motor carriages and motor goods of all kinds and photographic supplies, and to buy, sell, manufacture, repair, alter and exchange, export and deal in goods, wares and merchandise of every nature and description.

To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares and merchandise and real and personal property of every class and description.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage, or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names, relating to or useful in connection with any business of this corporation.

To acquire, purchase, guarantee, hold, mortgage, own, vote, sell, pledge and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidences of indebtedness of any other corporation, domestic or foreign.

To borrow or raise moneys for any of the purposes of the corporation and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any

part of the property of the corporation, whether at the time owned or thereafter acquired and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

To conduct business in this state, other states, the District of Columbia, the territories and colonies of the United States, and in foreign countries, and to have one or more offices and places of business out of this state, and to acquire, receive, hold, purchase, lease, mortgage, dispose of, and/or convey real and personal property situate out of this state.

In general, to carry on any other business in connection with the foregoing, whether manufacturing or otherwise, and to have and exercise all the powers conferred by the laws of Idaho upon corporations formed under the laws of the State of Idaho, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted, by reference to, or inference from, the terms of any other clause in these articles of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

THIRD: That this corporation is to have perpetual existence.

FOURTH: That the location and post-office address of its registered office in the State of Idaho shall be 711½ Bannock Street, Boise.

FIFTH: The total number of shares of stock which the corporation shall have authority to issue shall be five hundred (500); all of such shares shall be without par value.

SIXTH: The names and post-office addresses of the subscribers and the number of shares subscribed for by each, are as follows:

<u>NAMES</u>	<u>POST-OFFICE ADDRESS</u>	<u>NUMBER OF SHARES</u>
WILLIAM T. CAHILL	120 Broadway, New York, N. Y.	1
JEFFREY P. KUKLIN	120 Broadway, New York, N. Y.	1
THOMAS B. WARD	120 Broadway, New York, N. Y.	1

SEVENTH: In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To repeal and amend the by-laws of the corporation and to adopt new by-laws.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for depreciation and depletion and losses of every character, or to abolish any such reserves in the manner allowed by the laws of the State of Idaho.

By resolution passed by a majority of the whole board, to designate two or more of the directors to constitute an executive committee, which to the extent provided in such resolution shall have and exercise the authority of the board of directors in the management of the business of the corporation.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a shareholders' meeting duly called for that purpose, the board of directors shall have power and authority to sell, lease or exchange all the assets of the corporation, other than its franchise of being a corporation, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

EIGHTH: Fully paid shares of the stock of the corporation shall not be subject to assessment.

NINTH: This corporation reserves the right to amend, alter, change or repeal any provision contained in these articles of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.


IN WITNESS WHEREOF, we do make and execute this certificate in triplicate, this 29th day of August A.D., 1962.

William T. Cabell
John P. Bell
Joseph S. Vance

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

On this 29th day of August, A.D. 1962, before me, FREDERICK FARRAN, a notary public, personally appeared WILLIAM T. CAHILL, JEFFREY P. KUKLIN and THOMAS B. WARD, 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

(S E A L)

FREDERICK FARRAN
NOTARY PUBLIC, State of New York
No. 52-6237150
Qualified in Suffolk County
Certificate filed in New York County
Term Expires March 30, 1964