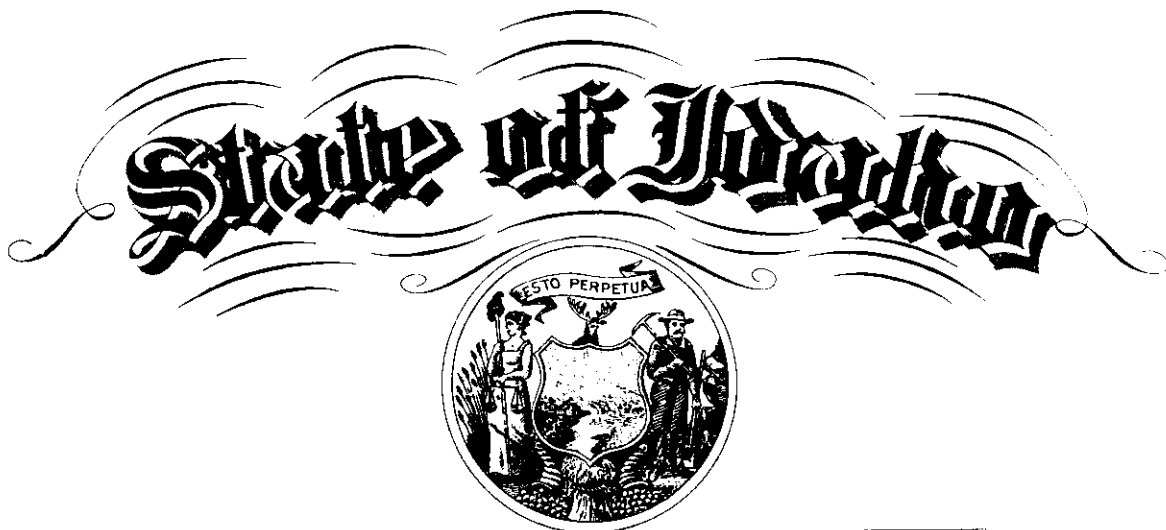




Department of State.

CERTIFICATE OF INCORPORATION

I, JAS H. YOUNG, 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

BROOKDALE INCORPORATED

was filed in the office of the Secretary of State on the **Second** day
of **September** A.D. One Thousand Nine Hundred **Fifty-eight** and
duly recorded on Film No. **104** 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 **2nd** day of **September**,
A.D., 19**58**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

BROOKDALE INCORPORATED

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, each of whom is a bona fide resident and citizen of the State of Idaho, and the United States of America, and each of whom is a natural person of full age, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we do hereby certify:

ARTICLE I.

THAT the name of this corporation shall be:

BROOKDALE INCORPORATED

ARTICLE II.

THE objects and purposes for which this corporation is formed are: as principal, agent or otherwise, to do in any part of the world any and every of the things herein set forth to the same extent as natural persons might or could do. In furtherance, and not in limitation, of the general powers conferred by the laws of the State of Idaho, we do expressly provide that the corporation shall have power:

(a) To invest in, operate and conduct any and all kinds of retail and wholesale businesses which may buy, sell or exchange merchandise and equipment of every type and description and of every name and nature; to purchase, rent or lease real or personal property of any and all types and descriptions; to lease, sell, exchange, rent or otherwise transfer any and all types and kinds of real and personal

1
2 property to third persons; hold real estate, stock, bonds
3 and to acquire income from stocks, bonds, real estate and
4 other securities and properties of every kind, nature
5 and description.

6 (b) To construct, erect and operate mercantile stores,
7 factories and places of business of all kinds and descrip-
8 tions.

9 (c) To enter into, make, perform and carry out contracts
10 of every kind, amount and character with any person, firm,
11 association or corporation.

12 (d) To purchase, own, sell, convey, mortgage, pledge,
13 exchange, acquire by operation of law or otherwise, real
14 property of every kind and character, and each and every
15 kind of personal property, debts, dues and demands or
16 choses of action, evidence of debts, bonds, stocks of
17 corporations, both public and private.

18 (e) To borrow and lend money from and to any person,
19 firm, association, and to make, take and execute notes,
20 mortgages, bonds, deeds of trust, or other evidence of
21 indebtedness, to secure payment thereof, or by any other
22 lawful manner or means, and to take and receive notes,
23 bonds, mortgages, deeds of trust, or any evidence of indebted-
24 ness, for the use and benefit of said corporation or other-
25 wise.

26 (f) To own, hold, lease or sublet, or to conduct on its
27 own account, or for any person, firm, association or cor-
28 poration, all and every kind of merchandise.

29 (g) To build any and all necessary shops, buildings,
30 warehouses and structures at any place proper or convenient
31 to carry on any or all of the business of said corporation.
32

1 (h) To purchase or otherwise acquire and own the
2 corporate common and preferred stock and bonds of any
3 other corporation, and also to purchase and acquire its own
4 common stock in so far as not contrary to the laws of the
5 State of Idaho.

6 (i) In addition to the foregoing powers, also to
7 have all authority, powers and rights granted by the laws
8 of the State of Idaho, and particularly Section 30-114 Idaho
9 Code, and any amendments thereof.

10 (j) In general to transact and do all such matters and
11 things as are or shall be considered as conducive or inci-
12 dental to each and every of the above purposes, and to con-
13 duct and carry on the business for which this corporation
14 is organized alone and/or with others as co-partners or
15 joint adventurers or otherwise, it being expressly provided
16 that the foregoing enumeration of specific powers shall
17 not be held to limit or restrict in any manner the general
18 powers of the corporation.

19
20 ARTICLE III.

21 THE registered office of this corporation and the
22 principal place for transaction of its business is hereby
23 designated as Boise, Ada County, Idaho.

24 ARTICLE IV.

25 THIS corporation shall have perpetual existence.

26
27 ARTICLE V.

28 THE number of directors of this corporation shall be
29 not less than three (3) in number.

30 ARTICLE VI.

31 The amount of the capital stock of this corporation
32 is FIFTY THOUSAND AND NO/100 (\$50,000.00) DOLLARS, divided

1 into Five Hundred (500) Shares of common stock, each of
2 the par value of One Hundred and no/100 (\$100.00) Dollars
3 per share and the said stock shall be non-assessable.
4

5 ARTICLE VII.

6 The amount of the capital stock actually subscribed
7 is three shares by the persons whose residence and the
8 amounts subscribed herein are set forth:

9
10 J. GORDON BROOKOVER Boise, Idaho 1 share
11 BARBARA J. BROOKOVER Boise, Idaho 1 share
12 CARL P. BURKE Boise, Idaho 1 share

13 IN WITNESS WHEREOF, we have hereunto set our hands
14 and seals this 2 day of September, 1958.
15

16 J. Gordon Brookover
J. GORDON BROOKOVER

17 Barbara J. Brookover
BARBARA J. BROOKOVER

18
19 Carl P. Burke
CARL P. BURKE
20

21 STATE OF IDAHO)
22 :ss
23 County of Ada)

24 On this 2 day of September, 1958, before me, the
25 undersigned, a Notary Public in and for the State of Idaho,
26 personally appeared J. GORDON BROOKOVER, BARBARA J. BROOKOVER,
27 and CARL P. BURKE all known to me to be the persons whose
names are subscribed to the within and attached Articles
of Incorporation, and each for himself acknowledged to me
that he executed the same.

28 IN WITNESS WHEREOF, I have hereunto set my hand and
29 affixed my official seal the day and year in this certificate
30 first above written.

31 Elam and Burke
Notary Public for Idaho
Residence: Boise, Idaho
32

(SEAL)