



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

ANDERSEN YORGASON ENTERPRISES, INC.

was filed in the office of the Secretary of State on the 20th day of October A.D., One Thousand Nine Hundred seventy-five and ~~will be~~ ^{is} duly recorded on ~~Film-No-~~ microfilm Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 80-103, 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, Idaho

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 20th day of October, A.D., 19 75

Pete T. Cenarrusa

Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION
OF
ANDERSEN YORGASON ENTERPRISES, INC.

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

ARTICLE I

The name of the corporation shall be "Andersen Yorgason Enterprises, Inc.".

ARTICLE II

The purposes for which said corporation is formed are:

A. To conduct and carry on a retail clothing business for the purchase and resale of clothing of every nature, kind and description.

B. To conduct and carry on businesses relating to the clothing industry including but not limited to the warehousing, wholesaling, manufacture, designing, and advertising clothing products of every nature, kind and description.

C. To establish, conduct and carry on businesses of every nature, kind and description in the retail, wholesale and manufacturing areas with the consent and authorization of the Board of Directors.

D. To apply for, purchase, register, or in any manner to acquire, and hold, own, use, operate and introduce and to sell, lease, assign, pledge, or in any manner dispose of, and in any manner deal with patents, patent rights, licenses, copyrights, trademarks, trade names, and to acquire, own, use or in any manner dispose of any and all inventions, improvements, processes, labels, designs, brands or other right, and to work, operate, or develop

the same, and to carry on any business which may directly or indirectly promote these objects or any of them.

E. To acquire by purchase or lease, or otherwise, real property and interests in real property, and to own, hold, prove, develop and manage any real property so acquired and to erect or cause to be erected on any real property owned, held or occupied by the corporation, buildings or other structures with their appurtenances, and to rebuilding, enlarge, alter, repair or improve any buildings or other structures now or hereafter erected on any real property so owned, held or occupied, and to mortgage, sell, lease or otherwise dispose of any real property or interests in real property and in buildings or other structures at any time owned or held by the corporation.

F. To acquire, purchase, guarantee, hold, mortgage, own, vote, sell, pledge or otherwise dispose of and deal in shares of stock, or bonds, securities and debentures and other evidences of indebtedness of other corporations, domestic or foreign, and within or without the United States of America.

G. To cause to be formed, merged or reorganized or liquidated, and to promote, take charge of and aid in any way permitted by law, the formation, merger, reorganization or liquidation of any corporation, association or entity, domestic or foreign, either within or without the United States of America.

H. To borrow money and otherwise incur indebtedness without limit as to amount, and to draw, make, accept, endorse, transfer, assign, guarantee, execute, and issue loans, debentures, notes, checks, drafts, bills of exchange, negotiable instruments, and all other instruments for the payment of money, negotiable or non-negotiable, and whether secured and unsecured.

I. To conduct business in this state, other states, the District of Columbia, territories or 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, purchase, lease, mortgage, dispose of and convey real or personal property situated therein.

J. To acquire the good will, rights, and property and the whole or any part of the assets, tangible or intangible, and to undertake or in any way assume the liabilities of any person, firm, association or organization; to pay for the good will, rights, property and assets in cash, the stock of this corporation or bonds of this corporation or otherwise, or by undertaking the whole or any part of the liabilities of the transferror; to hold or in any manner to dispose of the whole or any part of the property so acquired; and to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all powers necessary or convenient in the conduct and management of such business.

K. To purchase, insofar as the same may be done without impairing the capital of the corporation, except as otherwise permitted by law, and to hold, pledge and reissue shares of its own capital stock; provided that such stock, while so acquired and held, shall not be entitled to vote nor to receive dividends.

L. To guarantee the performance of contracts, agreements, undertakings, obligations, promises or duties of contractors, sub-contractors or other persons.

M. To enter into contracts or obligations of any type or kind essential, necessary, convenient or proper to the transaction of its ordinary business affairs, or for any of the objects and purposes of the corporation. To appoint agents, subagents, and salesmen, and to enter into all necessary contracts with agents, subagents, salesmen and dealers.

N. To have, exercise and enjoy all of the powers now or hereafter granted to corporations organized under the laws of the State of Idaho, and particularly all of the powers and privileges

granted to corporations by Chapter I of Title 30 of the Idaho Code, and any present and future amendments thereto, and to do any act or thing necessary or convenient for the transaction of the aforementioned business purposes and the carrying into effect of any and all of the aforesaid objects and purposes, except as expressly prohibited under Sub-paragraph B of this Article II.

O. All of the foregoing provisions of this Article II are to be construed both as objects and powers, and it is hereby expressly provided that the enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation; provided, however, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do any act which corporations formed under the laws of the State of Idaho may not carry on or do at the time. It is the intention that the purposes, objects and powers specified in each of the paragraphs of this Article II of these Articles of Incorporation shall, except as otherwise provided, in no wise be limited or restricted by reference or inference from the terms of any other clause or paragraph in this Article, or of any other provision of these Articles of Incorporation.

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV

The location and post office address of the corporation's registered office and primary office of business shall be at 7807 Fairview Avenue, City of Boise, County of Ada, State of Idaho.

ARTICLE V.

The amount of capital stock of this corporation shall be Fifty (50) shares of no par value non-assessable common stock.

ARTICLE VI

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

Name	Post Office Address	No. of Shares	Class of Stock
Arben K. Andersen	5733 Becliff Ct. Boise, Idaho 83704	1	no par value common
Peggy R. Andersen	5733 Becliff Ct. Boise, Idaho 83704	1	no par value common
J. Ramon Yorgason	5748 Becliff Ct. Boise, Idaho 83704	1	no par value common
Marilyn P. Yorgason	5748 Becliff Ct. Boise, Idaho 83704	1	no par value common

ARTICLE VII

The Board of Directors shall consist of four (4) directors, but during their term of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided by the By-Laws; provided, however, that the number of directors constituting the Board of Directors shall not be less than three (3) nor more than seven (7).

ARTICLE VIII

The Board of Directors, by a majority vote, shall have the power to adopt By-Laws, and to repeal and amend By-Laws.

ARTICLE IX

No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall be in any way affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any director individually, or any firm of which such director may be a member, may be a party to, or may be pecuniarily or otherwise interested in,

any contract or transaction of the 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; and the 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 the corporation which shall authorize such contract or transaction, with like force and effect as if he were not such director of such other corporation, or no so interested.

IN WITNESS WHEREOF, The undersigned incorporators of said corporation have hereunto set their hands and seals this 20th day of October, 1975.

Arben K. Andersen
Arben K. Andersen

Peggy R. Andersen
Peggy R. Andersen

J. Ramon Yorgason
J. Ramon Yorgason

Marilyn P. Yorgason
Marilyn P. Yorgason

STATE OF IDAHO)
County of Ada) ss.

On this 20th day of October, 1975, before me, the undersigned, a notary public in and for said state, personally appeared ARBEN K. ANDERSEN, PEGGY R. ANDERSEN, J. RAMON YORGASON and MARILYN P. YORGASON, 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.

[Signature]
NOTARY PUBLIC FOR IDAHO
Residing at Eagle, Idaho

