

State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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

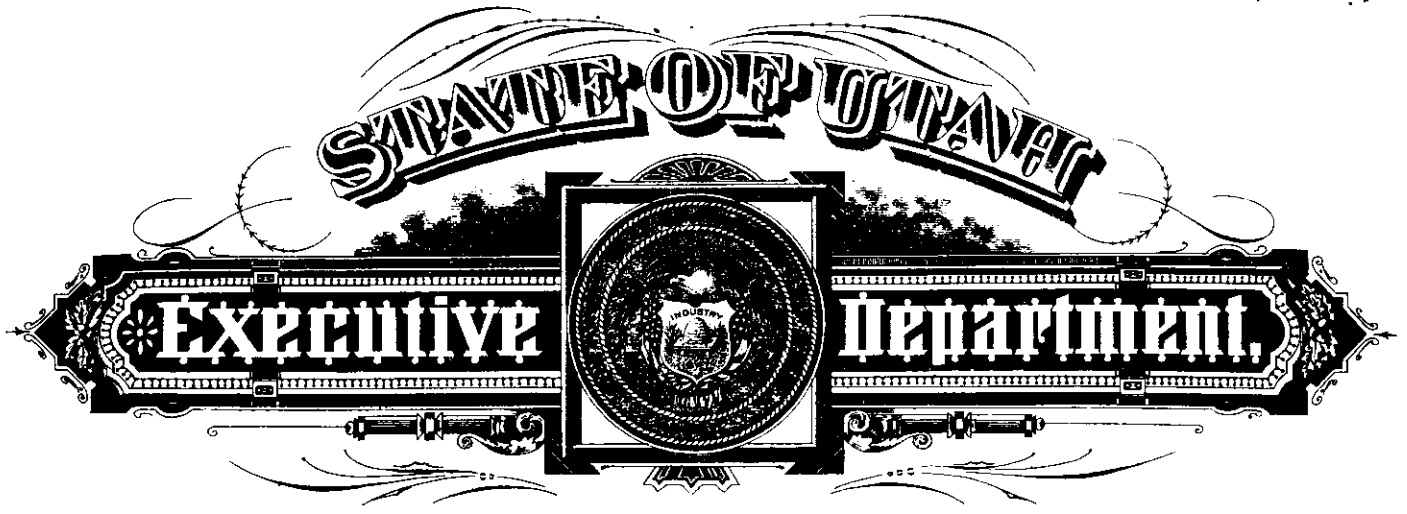
BYWATER-SARGANT COMPANY, INC.

a corporation duly organized and existing under the laws of **Utah** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **26th** day of **October** 19 **64**, a properly authenticated copy of its articles of incorporation, and on the **26th** day of **October** 19 **64**, a designation of **Donald Hudson** in the County of **Twin Falls** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **26th** day of **October**, A.D. 19**64**.

Secretary of State.



Secretary of State's Office

I, LAMONT F. TORONTO, SECRETARY OF STATE OF THE STATE OF UTAH,
DO HEREBY CERTIFY THAT the attached is a full, true and correct copy
of the Articles of Incorporation and any amendments thereto of

BYWATER SARGEANT COMPANY, INC.

AS APPEARS of record IN MY OFFICE.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND

AND AFFIXED THE GREAT SEAL OF THE STATE OF UTAH

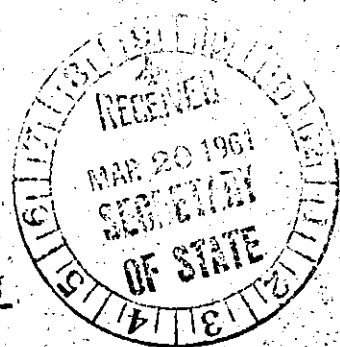
AT SALT LAKE CITY, THIS Twenty-fourth DAY OF
September 1964

Lamont F. Toronto
SECRETARY OF STATE

BY Mendell L. Catthell
DEPUTY



37891



ARTICLES OF INCORPORATION

OF

BOSTITCH-SARGEANT COMPANY, INC.

The undersigned, all of whom are citizens of the United States, do hereby voluntarily form a corporation under the laws of the State of Utah, as follows:

ARTICLE I

NAME

The name of this corporation is BOSTITCH-SARGEANT COMPANY, INC.

ARTICLE II

EXISTENCE

The term of existence of this corporation shall be perpetual unless dissolved by and in accordance with law.

ARTICLE III

INCORPORATORS

The names of the incorporators and the places of their residence are as follows:

H. E. Sargeant	161 First Avenue Salt Lake City, Utah
W. Y. Bywater	485 "C" Street Salt Lake City, Utah
R. L. Bywater	1627 Sherman Avenue Salt Lake City, Utah
E. R. Bywater	Salt Lake City, Utah
Ward M. Gallacher	2150 Roosevelt Avenue Salt Lake City, Utah

ARTICLE IV.

PLACE OF BUSINESS

The principal place of business is Salt Lake County, Utah, but the corporate business may be carried on in any other county or state.

ARTICLE V.

OBJECT AND PURPOSES

The pursuits and purposes of this corporation shall be to engage in all phases of the business of buying and selling staples, stapling machines, staple supplies and the merchandising of all similar products and products reasonably incidental to the merchandising of said products; to deal in all kinds of merchandise in any way connected with said business, but consistent with the Franchise Agreement for the sale of Bostitch products; to acquire, sell, rent, mortgage or otherwise deal in real and personal property necessary or useful to said business; to borrow money and issue instruments evidencing loans and securing the same; to own stock in other corporations and to vote the same; to enter into contracts with respect to any of the pursuits and business aforesaid or in business incidental thereto.

In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated directly or indirectly to promote the interest of the corporation or to enhance the value of its properties, and to have and exercise all the rights, powers and privileges which are now or may hereafter be conferred by the laws of Utah upon corporations, and to do any and all of the things hereinbefore set forth to the same extent as natural persons might do or could do.

ARTICLE VI

CAPITAL STOCK

The authorized capital stock of this corporation shall be Fifty Thousand Dollars (\$50,000.00), which shall be divided into Five Thousand (5,000) shares, each share being non-assessable and having a par value of Ten Dollars (\$10.00) per share.

ARTICLE VII.

CAPITAL STOCK MAY BE CHANGED

The capitalization and par value of the shares may be increased or diminished or changed in the manner provided by law, or in the absence of statute, in the manner prescribed by the stockholders in any general meeting or in a special meeting called and held for that purpose.

ARTICLE VIII.

STOCK SUBSCRIBED

The number of shares purchased and paid for in full by the undersigned is as follows:

H. E. Sargeant	260 Shares
W. Y. Bywater	80 Shares
R. L. Bywater	80 Shares
E. R. Bywater	80 Shares
Ward M. Gallacher	1 Share
Total	<u>501 Shares</u>

ARTICLE IX.

ELECTION OF OFFICERS

The officers of this corporation shall be a President, Vice-President, Secretary and Treasurer, and such other officers as the Board of Directors may provide. All officers shall be elected by the Board of Directors, and shall be directors as well as officers. Officers may be removed by the Board of Directors or by the majority vote of the stockholders.

Any officer or director may resign his office by written resignation. Any vacancy from office may be filled by the Board of Directors.

ARTICLE X.

BOARD OF DIRECTORS

There shall be a Board of Directors comprised of not less than four (4) nor more than eight (8) members, each of whom shall be a stockholder. Each Director shall hold office for one year and until his successor shall be elected and qualified. The Directors are to be elected by the stockholders at the annual meeting of the stockholders, the second Monday of January each year.

ARTICLE XI.

OFFICERS

Compensation of officers and Directors is to be set by the Board of Directors.

The names of the officers and Directors who will serve until their successors are elected and qualified, are as follows:

H. E. Sargeant	President and Director
W. Y. Bywater	Vice-President and Director
E. R. Bywater	Secretary and Director
R. L. Bywater	Treasurer and Director

ARTICLE XII.

QUORUM

A majority of the Board of Directors shall be necessary to form a quorum, and the quorum is authorized to transact the business of the corporation. Directors' meetings may be held outside the State of Utah.

ARTICLE XIII.

LIABILITY OF STOCKHOLDERS

The private property of the officers, Directors and stockholders shall not be liable for the obligations of the corporation.

ARTICLE XIV.

ANNUAL MEETING

The annual meeting of the stockholders shall be held the second Monday of January, commencing at 10:00 A. M., at Salt Lake City, Utah, or at such other place within or without the State of Utah as designated by the Board of Directors. Notice of annual meeting need not be given.

ARTICLE XV.

SPECIAL MEETINGS

Special meetings may be called by the stockholders holding more than 50 per cent of the stock of the corporation.

ARTICLE XVI.

SALE OF CORPORATION ASSETS

The Board of Directors shall have the power to mortgage, sell or encumber the property of the corporation without the consent of the stockholders, and shall have the power, if in their judgment the same will be for the best interests of the corporation, to sell all the physical assets of the corporation without the stockholders' approval.

ARTICLE XVII.

PRE-EMPTIVE RIGHT

It is hereby agreed and declared that the stock of this corporation shall not be sold by any holder or owner until said holder or owner shall first have given to all other stockholders of record an opportunity to

purchase said stock at the price and according to the terms at which the stock could be sold to any other person or persons or firms. The aforesaid is a condition precedent to transfer on the stock books of the corporation.

ARTICLE XVIII.

AMENDMENT

These Articles may be amended or supplemented by the vote of the stockholders at any annual or special meeting of the stockholders.

ARTICLE XIX.

BY-LAWS

The Board of Directors shall have the power to adopt such By-Laws not inconsistent with law or with these Articles of Incorporation, as said Board shall deem necessary and expedient for the management of the business of the corporation.

IN WITNESS WHEREOF, the undersigned, having respectively agreed as above set forth, have hereunto set their hands and seals this 24 day of February, 1961.

W. H. Leggett
W. H. Leggett
W. H. Leggett
E. R. Bawter
W. M. Gallacher

STATE OF UTAH)
) ss.
COUNTY OF SALT LAKE)

H. E. SARGEANT, W. Y. BYWATER, E. R. BYWATER and
R. L. BYWATER, being first duly sworn on oath, each for himself,
deposes and says: That he is one of the incorporators mentioned in the
foregoing Articles, and that the incorporators have commenced, and
it is their bona fide intention to continue to carry on the business
mentioned in the foregoing Articles of Incorporation; and that each of the
affiants know that the full amount of the capitalization has been paid by
the incorporators as set forth herein.

H. E. Sargeant
R. L. Bywater
W. Y. Bywater
E. R. Bywater

Subscribed and sworn to before me this 28th day of February,
1961.

Betty Allen
NOTARY PUBLIC
Residing at Salt Lake City, Utah

My Commission Expires:
January 25, 1964

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ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
BOSTITCH-SARGEANT COMPANY, INC.

in the office of the Secretary of
of the State of Utah, on the
day of April A.D. 1964

LAMONT F. TORONTO
Secretary of State

Clerk E.J.P. Fees 20.00

5079
20.00

Pursuant to the provisions of Section 16-10-57 of
the Utah Business Corporation Act, the undersigned corporation
adopts the following Articles of Amendment to its Articles of
Incorporation:

FIRST: The name of the corporation is Bostitch-
Sargeant Company, Inc.

SECOND: The following amendments to the Articles
of Incorporation were adopted by the shareholders of the
corporation on January 13, 1964, in the manner prescribed
by the Utah Business Corporation Act:

Article I is amended to read as follows:

"The name of this corporation is
Bywater-Sargeant Company, Inc., d.b.a.
Bostitch-Intermountain."

The following paragraph has been added to Article IX:

"The offices of Secretary and Treasurer
may be held by one and the same person, upon
the election of such person to this office
by the Board of Directors. In this event
the title of such officer shall be known as
'Secretary-Treasurer'."

Article X is amended to read as follows:

"There shall be a Board of Directors
comprised of not less than three (3) nor
more than eight (8) members, each of whom
shall be a stockholder. Each Director
shall hold office for one year and until
his successor shall be elected and quali-
fied. The Directors are to be elected by
the stockholders at the annual meeting of
the stockholders, the second Monday of
January each year."

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 500; and the number of shares entitled to vote thereon was 500.

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

CLASS	NUMBER OF SHARES
Capital stock	500

FIFTH: The number of shares voted for such amendments was 500; and the number of shares voted against such amendments was 0.

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendments, respectively, was:

CLASS	NUMBER OF SHARES VOTED	
	For	Against
Capital stock	500	0

SEVENTH: The manner, if not set forth in such amendments, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendments shall be effected, is as follows:

No change.

EIGHTH: The manner in which such amendments effect a change in the amount of stated capital as changed by such amendments, are as follows:

No change.

DATED: March 19, 1964.

BOSTITCH-SARGEANT COMPANY, INC.

By E. R. Bywater
E. R. Bywater
President

W. Y. Bywater
W. Y. Bywater
Secretary-Treasurer

STATE OF UTAH)
): ss.
COUNTY OF SALT LAKE)

I, Mary Anne Holmoe, a notary public, do hereby certify that on this 27th day of March, 1964, personally appeared before me E. R. BYWATER, who, being by me first duly sworn, declared that he is the President of BOSTITCH-SARGEANT COMPANY, INC., that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 27th day of March, 1964.

Mary Anne Holmoe
Notary Public

My commission expires January 14, 1968.