

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

DOUBLE EAGLE DISTRIBUTING, INC.

File number C 109023

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: January 13, 1995



*Pete T. Cenarrusa*  
Pete T. Cenarrusa  
SECRETARY OF STATE  
By *J. Bennett Donald*

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SECRETARY OF STATE  
STATE OF IDAHO

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**ARTICLES OF INCORPORATION**

OF

DOUBLE EAGLE DISTRIBUTING, INC.

**ARTICLE I**

**NAME:** The name of the corporation shall be Double Eagle Distributing, Inc..

**ARTICLE II**

**PURPOSE:** The purposes for which this corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the laws of the State of Idaho, as they may be amended from time to time.

**ARTICLE III**

**INITIAL BUSINESS:** The corporation initially intends to engage in the business of wholesale, mail order of gift articles and retail thereof at a future date yet undetermined with its principal office situated at C-11 (2) Coopers Bay, Hayden Lake, Idaho 83835.

**ARTICLE IV**

**BOARD OF DIRECTORS AND INCORPORATORS:** The initial Board of Directors shall consist of the Directors who are the incorporators. The names and post office addresses of the incorporators and the persons who are to serve as directors until the first annual meeting of the Stockholders, or until their successors are elected and qualified, are:

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#: C

Christopher Manko  
(Name)

C-11(2) Coopers Bay  
(address)

Hayden Lake, Idaho 83835  
(city/state/zip)

#### **ARTICLE V**

**NUMBER OF DIRECTORS:** The number of persons to serve on the Board of Directors shall be fixed by the Bylaws, but in no case shall the number be less than (1) or more than (3). The Directors need not be Stockholders of the Corporation unless so required by the Bylaws. The Board of Directors shall be elected by the Stockholders at their annual meeting to be held on the first January of each year, or such other day as the Bylaws may provide, and shall hold office until their successors are respectively elected and qualified. The Bylaws shall specify the number of directors necessary to constitute a quorum. The Board of Directors may by resolution or resolutions passed by a majority of the whole board, designate one or more committees which to the extent provided in said resolution or resolutions or in the Bylaws shall have and may exercise all powers of the Board of Directors on the management of the activities and affairs of the corporation and may have power to authorize the seal of the corporation to be fixed to all papers which may require it; and such committee or committees shall have such name or names as may be stated on the Bylaws of the Corporation or as may be determined from time to time by resolution adopted by the Board of Directors.

The Board of Directors may elect such officers as the Bylaws may specify, who shall, subject to the provisions of the Statutes, have such titles and exercise such duties as the Bylaws may provide. The Board of Directors is expressly authorized to make, alter or repeal the Bylaws may provide. The Board of Directors is expressly authorized to make, alter or repeal the Bylaws of this corporation or any article therein.

## **ARTICLE VI**

**PRIVATE PROPERTY:** The private property of the Stockholders, Directors, Officers, employees and/or Agents of the corporation shall be forever exempt from all corporate debts of any kind whatsoever.

## **ARTICLE VII**

**INDEMNIFICATION OF OFFICERS AND DIRECTORS:** The Corporation shall indemnify every Director and Office, or his or her heirs, executors and administrators against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be a party by reason of his or her being, or having been, a Director or Officer of the corporation except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which corporation is advised by counsel that the person to be indemnified did not commit such a breach of duty. This right of indemnification shall be exclusive of other rights to which he or she may be entitled. As used in this Article, expenses shall include amounts of judgments, penalties or fines rendered or levied against any such officer or director and the amounts paid in settlement by him or her in such settlement shall have been approved by the Board of Directors of the Corporation.

## **ARTICLE VIII**

### **CAPITAL STOCK:**

       The Corporation shall have the authority to issue two classes of stock. The classification and par value of each share of stock shall be as follows: 10,000 Shares of Common Stock with \$10.00 Par Value, designated as Class (B) Common Stock; and 10,000 Shares of Preferred Stock with a Par Value of \$50 each share, designated as Class A Preferred Stock.

## ARTICLE IX

STATUTORY AGENT: The name and post office address of the initial Statutory Agent for the Corporation is: Christopher Manko, C-11 (2) Coopers Bay, Hayden Lake, Idaho 83835

## ARTICLE X

FISCAL YEAR: The fiscal year of the corporation shall be from January (1) to December (31) of each year.

IN WITNESS WHEREOF, we have set our hands this 10th day of January, 1995.

Christopher D. Manko

SIGNATURE OF INCORPORATOR

## ACKNOWLEDGEMENT

STATE OF Idaho)  
COUNTY OF Kootenai)  
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ON THIS 10th day of January,  
1995, before me, the undersigned Notary Public personally  
appeared Christopher D. Manko

known to me to be the person whose names are subscribed to the  
foregoing Articles of Incorporation and acknowledge that they  
execute the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.  
MY COMMISSION EXPIRES: 4/20/98 Notary Public