



## Department of State.

### CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

LOUIS E. CLAPP  
I, ~~LOUIS E. CLAPP~~, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

**FIGURE-CARE SYSTEMS, INC.**

a corporation duly organized and existing under the laws of **Colorado** 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 **21st** day of **April** 19**66**, a properly authenticated copy of its articles of incorporation, and on the **21st** day of **April** 19**66**, a designation of **T.C. BAKER** in the County of **Ada** 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 **21st** day of **April** 19**66**,  
A.D. 19**66**.

Secretary of State.



THE GREAT SEAL OF THE STATE OF COLORADO

UNITED STATES OF AMERICA, } ss.      CERTIFICATE.  
STATE OF COLORADO. }

I, Byron A. Anderson, Secretary of State  
of the State of Colorado, do hereby certify that

the annexed is a full, true and complete copy of articles of incorporation and articles of amendment to the articles of incorporation of

FIGURE-CARE SYSTEMS, INC.

as filed in this office and admitted to record. . . . .

. . . . . IN TESTIMONY WHEREOF I have hereunto  
set my hand and affixed the Great  
Seal of the State of Colorado, at the  
City of Denver, this --THIRTEENTH--  
day of APRIL 1966 A. D.

*Byron A. Anderson*  
By *Fred Bach*

SECRETARY OF STATE

DEPUTY.

STATE OF COLORADO



DEPARTMENT OF  
STATE

CERTIFICATE OF  
INCORPORATION

I, **Byron A. Anderson,**

Secretary of State of the State of Colorado, hereby certify that duplicate originals of Articles of Incorporation, duly signed and verified pursuant to the provisions of the Colorado Corporation Act, have been received in this office and are found to conform to law.

Accordingly the undersigned, by virtue of the authority vested in me by law, hereby issues this Certificate of Incorporation of

Figure-Care Systems, Inc.  
(A COLORADO CORPORATION)

and attaches hereto a duplicate original of the Articles of Incorporation.

Dated this Sixteenth day of October, A. D. 19 64.

*Byron A. Anderson*  
SECRETARY OF STATE

*Hal Bach*  
DEPUTY

1017

ARTICLES OF INCORPORATION  
OF  
FIGURE-CARE SYSTEMS, INC.

THE UNDERSIGNED natural persons, each more than twenty-one years of age, hereby establish a corporation pursuant to the statutes of Colorado and adopt the following Articles of Incorporation:

ARTICLE I.

The name of this Corporation shall be Figure-Care Systems, Inc.

ARTICLE II.

PERIOD OF DURATION. The Corporation shall have perpetual existence.

ARTICLE III.

PURPOSES AND POWERS.

Section 1. In General. The purposes of which the Corporation is organized are as follows:

Clause (a) General Purposes: To engage in the sale and distribution of electronic exercise and weight reducing devices, and any related businesses.

To acquire, by purchase, lease, or otherwise, lands and interests in lands, and to own, hold, improve, develop, and manage any real estate so acquired, and to erect, or cause to be erected, on any lands, owned, held, or occupied by the corporation, buildings or other structures, with their appurtenances, and to manage, operate, lease, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands so owned, held, or occupied, and to encumber any lands or interest in lands, and any buildings, or other structures, and any stores, shops, suites, rooms, or part of any buildings or other structures, at any time owned or held by the corporation.

To acquire, by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development, or management of any property real or personal, at any time owned, held, or occupied by the corporation and to invest, trade, and deal in any personal property deemed beneficial to the corporation, and to encumber or dispose of any personal property at any time owned or held by the corporation.

To acquire, improve, and develop real property; to erect factories, warehouses, commercial buildings, sales outlets, laboratories, apartment houses, apartments, dwellings, houses, office buildings, hotels, motels and all other buildings of any kind whatever, and to rent the same; to lay out, grade, pave and dedicate roads, streets, avenues, highways, alleys, courts, paths, walks, passes, and playgrounds. To buy, lease or mortgage dwellings of all kinds and to lease apartments, offices, rooms, entire buildings, any portion

of a building, and any real estate improved or unimproved; to procure the necessary permits or licenses from all authorities for the erection, maintenance, and operation of dwellings of all kinds; to erect, maintain, and operate the necessary conveniences required in the operation of dwellings of all kinds.

To engage in any promotional advertising and other activity calculated to induce rentals and leases or any activity of the Corporation or principal of the Corporation.

To acquire, by subscription, purchase, or otherwise, to hold for investment or resale, to sell, pledge, hypothecate, and in all ways deal with stocks, scrip, bonds, debentures, securities, mortgages, notes, trust receipts, certificates of indebtedness, and other obligations and securities of corporations, private, public, quasi-public, or municipal, foreign or domestic.

To collect the interest and dividends on its holdings and investments and the principal thereof, when due, and to do all things suitable and proper for the protection, conservation, or enhancement of the value of stocks, securities, evidences of indebtedness, or other properties held by it, including the exercise of the right to vote thereon.

To bid upon and purchase at foreclosure or at other sales, public or private, real property and rights or interests therein of all kinds.

To carry on and conduct a general agency business, to act, and to appoint others to act, as general agent, special agent, broker, factor, manufacturer's agent, purchasing agent, sales agent, distributing agent, representative and commission merchant, for individuals, firms, associations, and corporations in the distribution, delivery, purchase and sale of insurance, goods, wares, merchandise, commodities, stocks, bonds, securities, certificates of evidences of indebtedness, and articles of commerce of every kind and description, and in selling, promoting the sale of, advertising and introducing, and contracting for the sale, introduction, advertisement and use of services of all kinds, relating to any and all kinds of businesses, for any and all purposes.

To manufacture or otherwise produce, purchase or otherwise acquire, sell, let, and deal in goods, wares, merchandise and personal property of every description which a corporation may lawfully acquire, hold, dispose of, and deal in.

To engage in any type of marketing and selling, retailing, wholesaling, merchandising, advertising, sales promotion, and any and all activity relating to selling and marketing of any goods, wares, merchandise, or other items.

To engage in any activity authorized by contract, executed by and between this Corporation and any company.

To act as statutory or registered agent for any corporation in any part of the world if this may be allowed.

To conduct any business in any part of the world which may be legal.

**Clause (b) Ancillary Purpose.** To do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes hereinabove

set forth, and to do all other things incidental thereto or connected therewith, which are not forbidden by the Act, by other law, or by these Articles of Incorporation.

Section 2. Specific Powers. Subject to any specific written limitations or restrictions imposed by the Act, by other law, or by these Articles of Incorporation, and not in limitation of any of the statutory powers herein granted, the Corporation shall have and exercise the following specific powers:

Clause (a) To Deal in Personal Property, Generally. To acquire, hold, own, manage, operate, mortgage, pledge, hypothecate, exchange, sell, deal in and dispose of, either alone or in conjunction with others, personal property and commodities of every kind, character and description whatsoever and wheresoever situated, and any interest therein.

Clause (b) To Enter into Profit Sharing Arrangements and Partnerships. To enter into any lawful arrangement for sharing profits, union of interest, reciprocal association, or cooperative association with any corporation, association, partnership, individual, or other legal entity, for the carrying on of any business, the purpose of which is similar to the Purposes set forth in Section I of this Article, and to enter into any general limited partnership, the purpose of which is similar to such Purposes.

Clause (c) To Execute Guarantees. To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts, or other obligations created by any individual, partnership, association, corporation, or other entity, to the extent that such guaranty is made in pursuance of the Purposes set forth in Section 1 of this Article.

Clause (d) To Borrow Funds. To borrow or raise moneys for any of the Purposes of the Corporation set forth in Section 1 of this Article, and from time to time, without limit as to amount, to execute, accept, endorse, and deliver, as evidence of such borrowing, all kinds of securities, including, but without limiting the generality thereof, 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 and full performance of such securities by mortgage on, or pledge, conveyance, or assignment in trust of, the whole, or any part of the assets of the Corporation.

Section 3. All of the foregoing listed purposes and/or powers of the Corporation are and shall be construed as both purposes and powers thereof and shall be construed as liberally and broadly as the law may permit. Any and all purposes and powers of the Corporation may be conducted and carried on to the extent legal in any part of the world. The Corporation shall have all purposes and powers that may be allowed by the then applicable law.

#### ARTICLE IV.

The amount of authorized capital stock of this Corporation shall consist of Forty-Nine Thousand (49,000) shares, all of which are common stock, having a par value of One Dollar (\$1.00) per share, and said stock shall be non-assessable.

## ARTICLE V.

**PREEMPTIVE RIGHTS.** Shareholders shall have preemptive rights in any unissued or treasury stock, authorized but unissued stock, or in any other stock. A resolution of the Board of Directors shall be sufficient at all times to issue stock, whether it be unissued stock or treasury stock. Said stock, however, shall be issued pursuant to and subject to preemptive rights referred to above.

## ARTICLE VI.

**CUMULATIVE VOTING.** Cumulative voting shall be allowed in the election of Directors.

## ARTICLE VII.

### PROVISIONS FOR REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION.

Section 1. Meetings of Stockholders. Meetings of the stockholders of the Corporation may be held at such place, either within or without the State of Colorado, or in any place in the world, as may be provided in the Code of By-Laws.

Section 2. Meetings of Directors. The meetings of the Board of Directors of the Corporation, regular or special, may be held either within or without the State of Colorado, or in any place in the world.

Section 3. Code of By-Laws. The initial Code of By-Laws of the Corporation shall be adopted by its Board of Directors. The power to alter, amend, or repeal the By-Laws or adopt new By-Laws shall be vested in the Board of Directors. The By-Laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

Section 4. Interest of Directors in Contracts. Any contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any firm of which one or more of its Directors are members or employees, or in which they are interested, or between the Corporation and any Corporation or association of which one or more of its Directors are stockholders, members, Directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors of the Corporation, which acts upon or in reference to, such contract or transactions, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the Directors present, such interested Director or Directors to be counted in calculating the majority necessary to carry such vote. This Section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

Section 5. Amendments of Articles of Incorporation. The Corporation reserves the right, from time to time to amend, alter or repeal, or to add to

any provisions to its Articles of Incorporation in the manner prescribed by the Act.

#### ARTICLE VIII.

#### ADDRESS OF INITIAL REGISTERED OFFICE AND NAME OF INITIAL REGISTERED AGENT.

Section 1. Registered Office. The address of the initial registered office of the Corporation is 2829 E. Second Avenue, Denver, Colorado.

Section 2. Registered Agent. The name of the initial registered agent of the Corporation is David H. Nunn.  
at such address

#### ARTICLE IX.

#### DATA RESPECTING DIRECTORS.

Section 1. Number of and Qualification of Directors. The business and affairs of the Corporation shall be managed by a Board of Directors, which shall exercise all of the powers of the Corporation, except as otherwise provided in the Colorado Corporation Act. The number of Directors of the Corporation shall not be less than three (3) nor more than twelve (12), the exact number of Directors shall be fixed by the By-Laws of the Corporation. In the absence of a By-Law, the number of Directors shall be four (4). The number of Directors may be increased or decreased from time to time by amendment of the Code of By-Laws; but no decrease shall have the effect of shortening the term of any incumbent Director. Directors need not be stockholders of the Corporation nor residents of the State of Colorado.

Section 2. Names and Addresses. The names and addresses of persons who are to serve as Directors until the first annual meeting of stockholders, or until their successors shall have been elected and qualified follow:

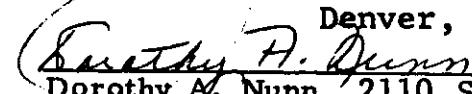
David H. Nunn  
2110 South Albion  
Denver, Colorado

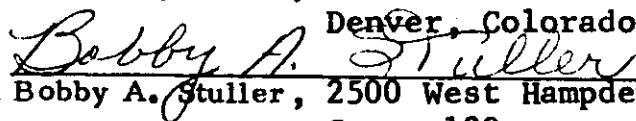
Dorothy A. Nunn  
2110 South Albion  
Denver, Colorado

Bobby A. Stuller  
2500 West Hampden  
Space 129  
Englewood, Colorado

EXECUTED this 5th day of October, 1964.

  
\_\_\_\_\_  
David H. Nunn, 2110 S. Albion  
Denver, Colorado

  
\_\_\_\_\_  
Dorothy A. Nunn, 2110 South Albion  
Denver, Colorado

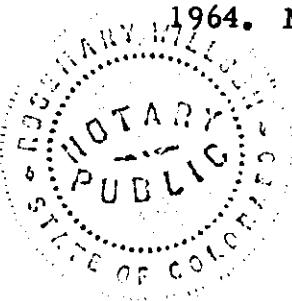
  
\_\_\_\_\_  
Bobby A. Stuller, 2500 West Hampden  
Space 129  
Englewood, Colorado

STATE OF COLORADO )  
                         ) ss.  
COUNTY OF BOULDER )

I, Penney Willson, a Notary Public in and for the County and State aforesaid, do hereby certify that David H. Nunn, Dorothy A. Nunn and Bobby A. Stuller, who are personally known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, appeared before me this day in person and acknowledged that they signed, sealed and delivered said instrument of writing as their free and voluntary act and deed for the uses and purposes therein set forth.

Given under my hand and official seal this 5th day of October,  
1964. My commission expires My Commission expires July 10, 1965.

Penney Willson  
Notary Public



STATEMENT OF CHANGE OF REGISTERED OFFICE  
OR REGISTERED AGENT, OR BOTH,  
OF

Figure-Care Systems, Inc.

To the Secretary of State  
of the State of Colorado

Pursuant to the provisions of the Colorado Corporation Act, the undersigned corporation, organized under the laws of the State of Colorado submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of Colorado:

FIRST: The name of the corporation is Figure-Care Systems, Inc.

SECOND: The address of its previous registered office was 2829 East 2nd Avenue  
Denver, Colorado

THIRD: The address to which its registered office is to be changed is 158 Fillmore Street  
Denver, Colorado

FOURTH: The name of its previous registered agent was David H. Nunn

FIFTH: The name of its successor registered agent is David H. Nunn

SIXTH: The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

SEVENTH: The address of its place of business in Colorado is 158 Fillmore Street  
Denver, Colorado

Dated APRIL 28, 1965

Figure-Care Systems, Inc. (Note 1)

By Bobby A. Stuller (Note 2)  
Vice President

STATE OF Colorado

CITY & County of Denver

Before me, H. N. Bugg, a Notary Public in and for the said County and State, personally appeared Bobby A. Stuller who acknowledged before me that he is the Vice President of Figure-Care Systems, Inc. (President) (Vice-President)

a Colorado corporation, that he signed the foregoing, and that the statements contained therein are true.

In witness whereof I have hereunto set my hand and seal this 28 day of APRIL  
A. D. 1965

My commission expires JAN. 4, 1969

H. N. Bugg  
Notary Public

Notes: 1. Exact corporate name of corporation making the statement.

2. Signature and title of officer signing for the corporation, must be a President or a Vice-President.

Filing fee \$5.00

SUBMIT ONE COPY