



CERTIFICATE OF INCORPORATION  
OF

I C W INC.

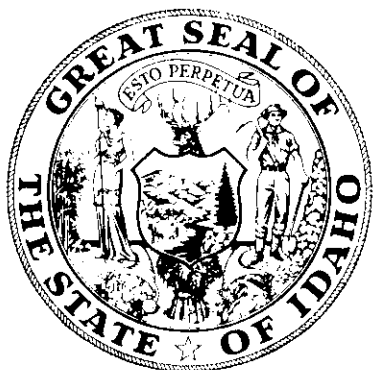
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

I C W INC.

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: **December 22, 1983.**



SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF

Dec 22 11 34 AM '83  
RECORDED

I C W INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, each of whom is a bona fide resident and citizen of the United States of America, and each of whom is a natural person of full age, have this day voluntarily associated ourselves together with 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

I C W INC.

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 carry on any lawful business in any state of the United States of America or any foreign country, and specifically, but not limited to, the business of owning and operating the Shaklee Products, and any and all purposes incidental to the operation Shaklee Products. Also, to rent, buy, sell, or otherwise, handle in any manner, real property and chattels connected therewith.

(B) To construct, erect and operate places of business of such kind and nature as may be desirably and necessary for the carrying out of the purposes of this corporation.

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

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

(E) To borrow and lend money from and to any person, firm, association, or corporation, and to make, take and execute notes, mortgages, bonds, deeds of trust, or other evidence of indebtedness, to secure payment thereof, or by any other lawful manner or means, and to take and receive notes, bonds, mortgages,

deeds of trust, or any evidence of indebtedness, for the use and benefit of said corporation or otherwise.

(F) To own, hold, lease, sublet, buy or sell on its own account, or for any person, firm, association or corporation all and every kind of merchandise.

(G) To build any and all necessary buildings, warehouses and structures at any place proper or convenient to carry on any or all of the business of said corporation.

(H) To purchase or otherwise acquire and own the corporate common and preferred stock and bonds of any other corporation, and also to purchase and acquire its own common stock insofar as not contrary to the laws of the State of Idaho.

(I) In addition to the foregoing powers, also to have all authority, powers and rights granted by the laws of the State of Idaho,

(J) In general to transact and do all such matters and things as are or shall be considered as conducive or incidental to each and every of the above purposes, and to conduct and carry on the business for which this corporation is organized alone and/or with others as co-partners or joint adventurers or otherwise, it being expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers of the corporation.

(K) To employ, discharge, and in any other manner, employees

or services of employees, agents, attorneys, or persons engaged in any practice or profession, as is necessary for the carrying out of the functions of this corporation.

#### ARTICLE III

The registered office<sup>v</sup> and Registered Agent *Am.* of this corporation and the principal place for transaction of its business if hereby designated as:  
Austin Moyle, 2700 North Meridian, Meridian 83642 *Am.*

#### ARTICLE IV

The corporation shall be perpetual in existence.

#### ARTICLE V

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

#### ARTICLE VI

The amount of capital stock of this corporation is ten (10) shares of the par value of no par; said stock shall be non-assessable.

#### ARTICLE VII

The amount of the capital stock actually subscribed is three (3) shares by the persons whose residences and the amount subscribed are set forth: The initial directors are as follows:

*Austin Moyle*  
Austin Moyle  
2700 N. Meridian Road  
Meridian, ID 83642

1 share

*Mary Moyle*  
Mary Moyle  
2700 N. Meridian Road  
Meridian, ID 83642

1 share

*W. Reed Hanson*  
W. Reed Hanson  
2926 Heritage Avenue  
Boise, ID 83709

1 share

IN WITNESS WHEREOF, We have hereunto set our hands and  
seals this 22nd day of December 1983

STATE OF IDAHO )  
County of Ada ) ss

On this 22nd day of December 1983 before me,  
the undersigned, a Notary Public for the State of Idaho, per-  
sonally appeared

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.

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

Margaret Bueschmeyer  
Notary Public for State of Idaho  
Residing at: