

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

PRO STRENGTH 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 _____

PRO STRENGTH 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: *October 20, 1983*



Pete T. Cenarrusa
SECRETARY OF STATE

by: _____

00147 031203
1912

ARTICLES OF INCORPORATION
OF
"PRO STRENGTH INC."

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all citizens of the United States of America of legal age, have this day voluntarily associated ourselves together for the purpose of forming a general business corporation under the laws of the State of Idaho, and

WE HEREBY CERTIFY:

FIRST

That the name of this corporation is
"PRO STRENGTH INC."

SECOND

That the nature of the business and the object and purposes to be transacted, promoted, and carried on or to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could do in any part of the world, viz.:

(a) To carry on and conduct the sale, exchange, warehousing and distribution on a retail and wholesale basis, of industrial, agricultural and household chemicals with stocking and selling necessary related items, supplies and equipment therefore, and to conduct a manufacturing, assembly, repair and replacement business of said chemicals and related equipment.

(b) To purchase, improve, develop, lease, exchange, sell, dispose of, and otherwise deal in real estate; to erect or cause to be erected on any lands owned, held or occupied by the corporation, residences, commercial buildings, any other type

of buildings, streets or other structures with their appurtenances, and to rebuild, enlarge, alter, or improve any buildings or other structures hereafter erected on any lands owned, held or occupied, and to mortgage, sell, lease or otherwise dispose of any lands or interest in lands and in buildings or other structures.

(c) To engage in any business related to or unrelated to that described in clause (a) of this article, and from time to time authorized or approved by the Board of Directors of this corporation.

(d) To act as a partner or in a joint venture in any transaction.

(e) To lend money and negotiate loans either with or without security or on the security of real or personal property; to draw, accept, endorse, buy and sell discount and rediscount bills of exchange, notes, drafts, bonds, choses in action and securities of all kinds, both as principal and their agents; to accept as security for any loans, liens, conditional sales of and pledges of real and personal property.

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

(g) To appoint agents, subagents and salesmen and to enter into all necessary contracts with agents, subagents, salesmen and dealers.

(h) To enter into contracts, obligations of any type or kind essential, necessary or proper to the transaction of its ordinary affairs or for the purposes of the corporation.

(i) To borrow money or otherwise incur indebtedness without limit as to amount, and to draw, make, accept, endorse, transfer, guarantee, execute and issue bonds, 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 or unsecured.

(j) To conduct business in this state, other states, District of Columbia, territories and 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, hold, purchase, lease, mortgage, dispose of and/or convey real or personal property situate out of this state.

(k) To cause to be formed, merge, or reorganize and to promote and aid in any way permitted by law by formation, merger or reorganization of any business, concern, firm, association or corporation, domestic or foreign; to acquire the good will, rights and property in the whole or any part of the assets, tangible or intangible, and to undertake or in any way assume the liabilities of any persons, firm, association or corporation; to pay for the said good will, rights, property and assets in cash, the stock of this company, bonds or otherwise or by undertaking the whole or any part of the liabilities of the transferer; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary and expedient in or about the conduct and management of said business.

(l) To apply for purchase, register or in any manner to acquire and to hold, own, lease, operate and introduce and to sell, lease, assign, pledge or in any manner dispose of and deal with patents, patent rights, licenses, copyrights, trademarks, trade names, and to acquire, own, use or in any manner dispose of any and all inventories, improvements and processes, labels, designs, brands or other rights, and to work, operate and develop the same, and to carry on any business,

manufacturing or otherwise which may directly or indirectly effectuate these objects or any of them.

(m) To have and exercise all the rights and powers from time to time granted to a corporation by law.

(n) To do all and everything necessary, suitable and proper for and incident to the powers enumerated above and for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinabove set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of, or connected with the aforesaid business or powers, or any part or parts thereof, and to comply with the provisions of the individual state laws in which it does business, and to comply with any and all other applicable laws and regulations appertaining thereto.

(o) To purchase, hold, sell and transfer shares of its own capital stock, bonds, and other obligations of this corporation from time to time to such extent and in such manner and upon such terms as its Board of Directors may determine.

THIRD

That the existence of this corporation is to be perpetual after the time of its incorporation unless sooner dissolved or disincorporated pursuant to law.

FOURTH

That the principal place of business and the registered office of this corporation in this state shall be 141 North 2nd West, Rexburg, County of Madison, State of Idaho. The Registered Agent for this corporation shall be Berkeley J. Willmore, at above listed address.

FIFTH

(a) That the amount of the capital stock of this corporation shall be \$25,000.00 divided into 1,000 shares

of common stock of the par value of \$25.00 per share; all of said stock to be held, sold, and paid for at such time and in such manner as provided for in these articles, and in the By-Laws of this corporation, and as the Board of Directors may from time to time determine. All capital stock, when fully paid, shall be non-assessable.

(b) The corporation shall have the power to adopt by appropriate By-Laws, a provision or provisions restricting the sale or transfer of shares of stock; provided that the same shall be in accordance with applicable laws.

(c) The corporation shall have the power to adopt by appropriate By-Laws, a provision or provisions providing for arbitration to decide matters wherein there is a tie vote of the shareholders; provided that said provisions shall be in compliance with applicable law.

SIXTH

That the amount of the capital stock which has been actually subscribed and paid for is the sum of three shares, and the following are the names and addresses of the persons and number of shares by whom the same have been subscribed, to-wit:

| <u>Name</u> | <u>Address</u> | <u>No. of Shares</u> | <u>Amount Paid</u> |
|----------------------|--------------------------------------|----------------------|--------------------|
| Berkeley J. Willmore | Princeton Court #5 Rexburg, Idaho | 1 | \$25.00 |
| Scott E. Willmore | 143 East 1st South Rexburg, Idaho | 1 | \$25.00 |
| Janet Stillwell | Route 4 Box 125 C Rexburg, Idaho | 1 | \$25.00 |

SEVENTH

That the Board of Directors, subject to the laws of the

State of Idaho, shall have the power to repeal and amend the By-Laws and adopt new By-Laws for this corporation. This power may be revoked by a two-thirds majority of the allotted shares of this corporation at any regular meeting of the shareholders or at any meeting specially called for that purpose. By-Laws by the directors under power so conferred may be altered or repealed either by a two-thirds vote of the Board of Directors, or by vote of two-thirds of the allotted shares. The Board of Directors shall not make or alter any By-Laws fixing their qualification, classification, terms of office or compensation. Whenever any amendment or any By-Law is adopted, it shall be recorded in the book of By-Laws immediately after them, and shall not take effect until so recorded.

EIGHTH

The management of this corporation shall be vested in a board of not less than one nor more than five directors as may be fixed by the By-Laws; provided, there shall be at least three directors unless there are fewer than three shareholders. The directors shall be elected at the annual meeting of the shareholders, and until such election, the directors and officers of the corporation shall be:

| <u>Name</u> | <u>Position</u> |
|----------------------|---------------------|
| Berkeley J. Willmore | President |
| Scott E. Willmore | Vice President |
| Janet Stillwell | Secretary-Treasurer |

NINTH

No contract or other transaction between this corporation and any other, corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by this corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the

directors of this 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 be known to the Board of Directors owning a majority thereof. Any director of this corporation who is also a 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 this corporation that shall authorize such contract or transaction, and may vote thereat to authorize such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation and not so interested.

TENTH

The corporation shall have the power to adopt, by appropriate By-Laws, such a program or programs of deferred-compensation for directors, officers, and employees of said corporation, as shall be in compliance with law; such programs may include but are not limited to profit-sharing plans, pension plans, death benefit payments, life insurance, medical payments, and wage continuation plans.

ELEVENTH

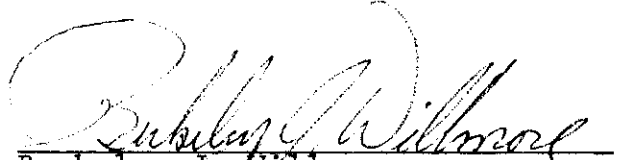
The directors may be given the power, by appropriate By-Laws to sell, assign, transfer, mortgage, or otherwise dispose of and convey any corporate property, real or personal, without being required to call a stockholders' meeting to approve the same, provided that such transfer or conveyance is not such as is in violation of any provision of law or which must be by vote

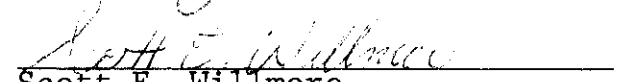
of the shareholders by any provision of law.


TWELFTH

Unless otherwise determined by the Board of Directors, no holder of stock of the corporation shall be entitled as such, as a matter of right to any pre-emptive right to purchase or subscribe for any stock of any class which the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes and whether out of unissued shares authorized by the certificate of incorporation of the corporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issue thereof, and whether issued for cash, labor done, personal property, or real property, or leases thereof, nor shall he be entitled to any right of subscription to any thereof; nor, unless otherwise determined by the Board of Directors, shall any holder of any shares of the capital stock of the corporation be entitled as such, as a matter of right, to purchase or subscribe for any obligation which the corporation may issue or sell that shall be convertible into or exchangeable for any shares of the stock of the corporation of any class or classes, or to which shall be attached or appurtenant any warrant or warrants or other instrument or instruments that shall confer upon the holder or holders of such obligation the right to subscribe for or purchase from the corporation any shares of its capital stock of any class or classes.

IN WITNESS WHEREOF we have hereunto set our hands this
7th day of October, 1983.


Berkeley J. Willmore

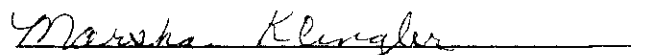

Scott E. Willmore


Janet Stillwell

STATE OF IDAHO,
County of Madison. }) ss.

On this 7th day of October, 1983, before me, the undersigned Notary Public in and for the State of Idaho, personally appeared Berkeley J. Willmore, Scott E. Willmore, and Janet Stillwell, 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.


Notary Public for State of Idaho

Residing at: Rexburg, Idaho

My Commission Expires: