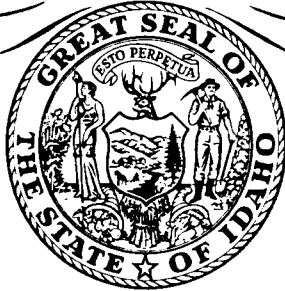


# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

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 the original of the articles of incorporation of

**TEL-A-BEAM, INC.**

was filed in the office of the Secretary of State on the **Twenty-eighth** day of **June,** A.D. One Thousand Nine Hundred **Sixty-five** and **will be** duly recorded on ~~film~~ **microfilm** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at **Boise** in the County of **Ada.**

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 **28th** day of **June**, A.D., 19**65**.

**ARNOLD WILLIAMS**  
Secretary of State

By Deputy Secretary of State.

ARTICLES OF INCORPORATION  
OF  
TILL-A-SUM, INC.

ALL THE SIGNERS OF THESE ARTICLES:

That is, the undersigned, ARTHUR BAKER, HENRY BAKER,  
and JOHN BAKER, each being a natural person of full  
age, citizens of the State of Idaho and the United States  
of America, do hereby voluntarily associate ourselves  
together for the purpose of forming a corporation under  
the laws of the State of Idaho, and for that purpose we  
do hereby certify, declare and adopt the following  
Articles of Incorporation:

ARTICLE I

The name of this corporation is and shall be  
"TILL-A-SUM, INC."

ARTICLE II

The period of existence and duration of the life of  
this corporation shall be perpetual.

ARTICLE III

The location and address of the registered office of  
this corporation shall be 612 Front Street, Boise, Ada  
County, Idaho, until the directors designate a different  
registered office and post office address.

ARTICLE IV

The purposes for which this corporation is formed  
are:

(a) To conduct an employment agency business  
securing employment for individuals, corporations and  
organizations, and providing counseling services in  
the employment field and the furnishing of both temporary  
and permanent part-time secretarial, stenographic,

bookkeeping and other business services through employees of this corporation or agents of this corporation, or on an independent basis, or under any other type or kind of arrangement that may from time to time be satisfactory to either prospective employees or prospective employers.

(d) To act as the agent of any person, firm, or corporation, to make contracts with others for the personal services of the person, and in general to do any and all things necessary to fulfill any contract made in the furtherance of the corporate business.

(e) To establish an educational institution in which persons of both sexes may be taught in person or by correspondence such branches of useful and practical knowledge as shall fit them for occupations and employment in various fields of enterprise, especially in the business world, including stenographic, machine operation, business management, accounting, record keeping, economics, and any other subjects which would aid or assist students in obtaining employment and rendering useful service; to impart instruction and conduct examination in all subjects taught, and to prepare and generally deal in books, charts, lessons and examination papers, stationery, drawings and school supplies of every class and description.

(f) To purchase, lease, or otherwise acquire and to sell, mortgage, convey by deed of trust or lease real property, whether improved or unimproved, or any interest therein in any state or territory of the United States or foreign country.

(g) This corporation shall have power to borrow or raise money without limit as to amount by the issue of or open warrants, bonds, debentures, and other negotiable or transferable instruments, or other obligations of the corporation, and to secure the payment of any such obligations by mortgage, pledge, lien, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property of the corporation wherever situated, whether now owned or hereafter acquired.

(h) This corporation shall have power to acquire the stock in trade, goodwill, franchises and property of any person, partnership, or corporation engaged in business similar to that for which this corporation is formed and shall have the power to pay for the same in cash or in the stock or bonds of this corporation.

(3) To purchase or hold, lease, mortgage, mortgage or otherwise acquire real estate and property, and any interest therein; to own, hold, control, maintain, manage and develop the same, and to erect, construct, maintain, use, rent, operate and control any buildings and, held or leased by the corporation, and to sell, lease, sublet, mortgage, exchange, assign, transfer, convey, pledge or otherwise alienate or dispose of any such real estate and property or any interest therein.

(4) To borrow money for the maintenance of any of the purposes of the corporation, and to secure the same by mortgages, pledges, mortgages, or the issuance of bonds or to secure the same by mortgages, bonds of trust or mortgages upon the whole or any part of its property. To take and receive donations of property by gift, grant, devise or bequest.

(5) To purchase and goodwill, business, and other property of any individual, partnership or corporation as a going concern, and to assume all of its debts, contracts and obligations.

(6) To act as trustees, receivers, liquidators, executors, brokers or agents, or in other capacities as agents or consultants in respect to the business of corporations or associations to acquire, prosecute and execute undertakings, businesses, and enterprises of the same general type as herein provided for in Idaho and elsewhere.

(7) To purchase, hold, sell, assign, transfer, mortgage or otherwise dispose of the capital stock of this or any other corporation or corporation, association or association of the state of Idaho or any other state, territory, or country and while owner of such stock to exercise all of the rights, powers and privileges of ownership, including the right to vote thereon.

(8) To enter into and make all such lease contracts for the use of any person, entity, partnership, association, corporation, domestic or foreign, or of any political or administrative subdivision, or department thereon, and to perform and carry out, design, cancel, or rescind any such contracts.

(c) To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth either alone or associated with others, and to such extent as a corporation organized under the laws of the State of Idaho may now or hereafter lawfully do, either as principal or agent, all and everything necessary, suitable, convenient or proper for or in connection with or incident to the accomplishment of any of the purposes or the attainment of any one or more of the objects enumerated and in general to do any and all things which a corporation may do.

That the purposes and powers specified in the clauses contained in this article are to be construed both as purposes and powers and shall except when otherwise expressed in this article be in no wise limited or restricted by reference to or inference from the terms of any other clause of this, or of any other articles of this certificate, but each of the purposes and powers specified in this article shall be regarded as independent purposes and powers; and the specification herein contained of particular powers is not intended to be, and shall not be held to be, in limitation on the general powers herein contained, or in limitation of the powers granted to corporations under the laws of the State of Idaho, but is intended to be, and shall be held to be, in furtherance thereof.

#### ARTICLE V

The capital stock of this corporation shall be \$25,000.00, divided into 2,500 shares of the par value of \$10.00 per share, and all of said stock shall be non-assessable common stock with equal voting and other rights and privileges.

#### ARTICLE VI

The Board of Directors of this corporation shall consist of at least three and not more than five persons, the number to be designated by the by-laws consistent with this article, and all of the powers of this corporation are hereby conferred upon such board insofar as such powers may be lawfully vested in and exercised by such board of directors.

#### ARTICLE VII

There shall be the following officers elected annually, whose powers, duties, removal, resignation, replacement and

general authority shall be designated and granted by the By-laws of this corporation:

- (a) President
- (b) Vice President
- (c) Secretary
- (d) Treasurer

None of said officers except the President need be a Director, but a vice president who is not a Director cannot succeed to, or fill the office of the president. The offices of secretary and treasurer may be combined in one person.

Such other officers and agents as may be necessary for the business of this corporation may be appointed by the Board of Directors in the manner provided by the By-laws.

#### ARTICLE III

The amount of capital stock actually so paid on in shares which have been subscribed at their par value, and the following are the names and residences of each of the incorporators of this said stock has been subscribed:

NAME	RESIDENCE	NO. OF SHARES	AMOUNT PAID
Frank Dean	Henry Frank Dean Deise, Idaho	1	\$10.00
Frank White	Frank White Deise, Idaho	1	\$10.00
Frank White	Frank White Deise, Idaho	1	\$10.00

#### ARTICLE IV

The directors of the corporation shall have power in their discretion to reserve from the profits each year such amount thereof as they may deem necessary and advisable for the purpose of establishing a reserve fund as a source of working capital in the business of the corporation, and they may employ and

use such funds for the purpose of extending the business operations of the corporation or to purchase its own stock, or to purchase stocks, bonds, and other obligations of other corporations which it is authorized by law to purchase.

#### ARTICLE II

No contract or transaction entered into by the corporation shall be affected by the fact that a director or officer of the corporation was personally interested in it, if at the meeting of the Board of Directors making, authorizing, or confirming such contract or transaction the interested director disclosed his interest therein and refrains from voting on such contract or transaction, and such contract or transaction is adopted or ratified by a majority of a quorum of directors present.

#### ARTICLE III

This corporation shall have power to conduct business in any state or foreign country, and to maintain offices therein, subject to the laws of such jurisdiction.

I, the undersigned, do hereby adopt and file these articles of Incorporation in accordance with the laws of the State of Idaho, and do hereby certify that the facts therein set forth are true, and do respectively each agree to take the number of shares of stock hereinafter set forth opposite our respective names.

WITNESSED MY HAND, do have hereto set our hands and seals to this instrument, which is executed in triplicate, this 1st day of June, 1915.

Wanda Brown (SEAL)

Linda Cuth (SEAL)

Wanda Nichols (SEAL)

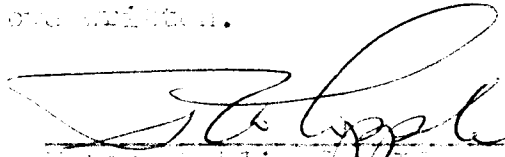
WILLIAM H. HARRIS )

ss.

WILLIAM H. HARRIS )

On this 28<sup>th</sup> day of June, 1943, before me, the undersigned, a Notary in and for said State, personally appeared WILLIAM HARRIS, LILIAN HARRIS and ALICE HARRIS, 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 Idaho  
Residing at Boise, Idaho