



Department of State

**CERTIFICATE OF INCORPORATION
OF**

SON SHINE APPLIANCE, 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 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 8, 1988**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *James H. Hanks*

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SON SHINE APPLIANCE, INC.

KNOW ALL MEN BY THESE PRESENT That we, under the undersigned, all of whom are citizens and residents of the United States of America and over the age of twenty-one years, do hereby make and execute the following Articles of Incorporation for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify:

ARTICLE I

The name of this corporation shall be SON SHINE APPLIANCE, INC.

ARTICLE II

The purpose and objects for which said corporation are formed are as follows:

A. To conduct and carry on a general service, repair, manufacture and sales of business throughout the United States of America and foreign countries which this corporation may qualify to engage in such business in.

B. To acquire and take over the whole or any part of the business, property, assets, contracts or liabilities, of any firm, person or corporation engaged in the same or similar business to acquire any property, real or personal, necessary or reasonably convenient for the carrying on of its business; to erect, hold, own, acquire, purchase and dispose of offices or buildings and generally to do and perform all acts proper or necessary for the purpose of said business.

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C. To maintain offices and buildings in connection with the purposes of the corporation.

D. To purchase, take or lease, or in exchange, hire or otherwise acquire any real or personal property, rights or privileges, either within or without the State of Idaho, suitable or convenient for any of the purposes of this business, and to purchase, acquire, erect and construct, make improvements of buildings insofar as the same may be appurtenant to or useful for the conduct of the business as above specified, but only to the extent to which the company may be authorized by the laws of the State of Idaho.

E. To borrow money for the purposes of this corporation, to issue bonds, notes and debentures and other evidence of indebtedness therefore and to secure the same by mortgage or pledge of personal property, including the income of said corporation, or by mortgage of real property, executed in trust or otherwise. All or any portion of the real or personal property may be so pledged, mortgaged or hypothecated.

F. To enter into any contract, co-operative agreement or profit sharing plan with its officers or employees that the corporation may deem advantageous or expedient, or otherwise to reward or pay such person for their services as the directors may deem fit.

G. To sue and be sued, appear, complain and defend in any court of law or equity, or before any board, commission or tribunal.

H. To have and use a corporate seal which may be altered by majority vote of the Board of Directors.

I. To receive, acquire, hold, purchase, dispose of, convey, mortgage, and/or lease, real and personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the corporation, other than its franchise of being a corporation, and to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, pledge, and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidences of indebtedness in other corporations, domestic or foreign.

J. To appoint such officers, employees and agents as the business of the corporation may require and to allow them compensation.

K. To make by-laws not inconsistent with any existing law for the management of its business and property, the regulation and conduct of its affairs, and the certification and transfer of its stock, and optionally to provide penalties for the breach thereof not exceeding Twenty Dollars (\$20.00) for any one offense.

L. To issue shares and admit shareholders, and to sell their shares for the payment of assessments or installments.

M. To wind up and dissolve itself, or to be wound up and dissolved.

N. To enter into contracts or obligations of any type or kind essential, necessary or proper to the transaction of its ordinary affairs, or for the purpose of the corporation.

O. To conduct business in this state, other states, districts of Columbia, territories and colonies of the United States of America and in foregin 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 and personal property situate of this state.

P. To carry on another business, or to do anything in connection with the objects and purposes above mentioned that may be necessary or proper to accomplish successfully or promote said objects and purposes of this corporations. The foregoing clauses, by reason of specific enumeration of powers, shall not be held to restrict the power of the corporation to any of the things within the purview of its general purposes.

ARTICLE III

This corporation shall have perpetual existence.

ARTICLE IV

The location and post office address of this corporation and its principal place of business shall be:

6477 Fairview Ave., Boise, ID 83704

ARTICLE V

The total authorized capital stock of this corporation shall be One Hundred thousand dollars (\$100,000.00) divided into Ten Thousand (10,000.00) shares of common stock of the par value of Ten Dollars, (10.00) each. Said capital stock shall be paid in at such times and upon such conditions as the Board of Directors may by resolution direct, either in cash or by services rendered to the corporation, or by real and personal property transferred to it.

Shares of stock, when issued in exchange for services of property pursuant to resolution by the Board of Directors, shall thereupon become and be fully paid up the same as though paid for in cash determination by the Board of Directors as to the value of any property or services received by the corporation in exchange for stock shall be conclusive.

ARTICLE VI

The name and post office address of each of the incorporators hereof and the number of shares of common stock described in Article V herein subscribed by each are as follows:

NAME	ADDRESS	NUMBER
Paul L. Ricketts	9000 Brookview Ct. Boise, ID 83709	5,000
Brent Adamson	10305 Seneca Dr. Boise, ID 83709	5,500

ARTICLE VII

At all meetings of stockholders of this corporation, every stockholder of record shall be entitled to one vote for every share of stock standing in his or her name on the books of this corporation. Cumulative voting of shares is hereby authorized.

ARTICLE VIII

No common stock of this corporation shall be transferred on the books of the corporation to anyone not a stockholder without the written consent of all common stockholders unless the common stock shall be first offered for sale to the corporation and secondly to each of the other common stockholders of this

corporation at a price to be determined by the rules and procedures outlined in the by-laws of this corporation. The by-laws of this corporation shall further prescribe the rules and regulations as to the formalities and procedures to be followed in effecting the transfer of common stock to anyone other than common stockholders.

- ARTICLE IX -

The method and manner of holding directors' meetings and stockholders' meetings, and authority and duties of each of the offices of the corporation, and all other matters for management and control of the corporation shall be determined by the by-laws of this corporation and by the laws of the State of Idaho.

- ARTICLE X -

These articles may be amended in any respect conformable to the laws of the State of Idaho by a vote of two-thirds (2/3) of the stockholders entitled to vote in a meeting of stockholders called for the purpose as prescribed by law.

- ARTICLE XI -

At any special meeting called to consider the subject, the corporation, upon a unanimous recommendation of the Board of Directors, may dissolve the corporation, provided that at least two-thirds (2/3) of the members of the Board are present at such meeting, and provided that at least two-thirds (2/3) of the stockholders in person or by written notice resolve to so dissolve. A committee of three (3) shall thereupon be elected to liquidate the assets of the corporation, and each share of capital stock according to the amount thereon shall be entitled

To its proportion of the proceeds after all debts of the corporation have been paid.

ARTICLE XII

The fiscal year of this corporation shall commence February 1, and end on the 31st day of January of each calendar year.

IN WITNESS WHEREOF, we have hereunto set our hands this
1 day of January, 19 88


Paul L. Ricketts


Brent Adamson

Current Board of Directors

Mr. Paul Ricketts, President
9000 Brookview Court
Boise, Idaho 83709

Mr. Brent Adamson
2005 Blossom Place
Meridian, Idaho 83642

Registered Office

Mrs. Robyn Atkinson, Registering Agent
6477 Fairview Avenue
Boise, Idaho 83704

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SS.

On this 16th day of December, 1987.

State of Idaho, personally appeared Paul Ricketts and Brent Adamson, known to me to be the persons whose names are subscribed to the within and foregoing instrument and they acknowledged to me that they executed the same.

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

Carabell Hedley
Notary Public for Idaho
Residing at Boise, ID