

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

FORK REFRIGERATION, INC.

was filed in the office of the Secretary of State on the **First** day
of **July** A.D. One Thousand Nine Hundred **Sixty-three** and
duly recorded on Film No. **124** 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

Moscow

in the County of

Latah.

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 **1st** day of **July**,
A.D., 19 **63**.

Secretary of State.

ARTICLES OF INCORPORATION

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age, citizens of the United States and residents of the State of Idaho, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify as follows:

I.

NAME

The name of this corporation shall be FORK REFRIGERATION, INC.

II.

PURPOSE

The purposes and objects for which said company is formed are as follows:

(a) To engage in and to own, operate, run, conduct and manage whether as principal or agent, a business engaged in purchasing, acquiring, selling, repairing and reconditioning commercial and home refrigeration, air conditioning and mechanical products, equipment, machinery, appliances, fixtures, coin operated appliances, and other personal property of any and every sort, character, nature and description; and more particularly, but without in any way limiting the generality of the foregoing purposes, to design, manufacture, buy, and otherwise acquire, to own, hold repair, remodel, and alter, to sell, lease, furnish, and otherwise to dispose of, export, import, and deal in and with refrigerators and all manner of refrigeration, ice making, and cooling machines, equipments, cabinets, and machinery of all kinds, and all other manner of

devices for lowering, raising, and changing temperature or humidity, whether by the use of ice or by machine, electrical, chemical, solar, atomic energy, or other and distinct means now or hereafter invented or discovered, and their appurtenances and the parts relating to the same, and to manufacture, buy, sell, and generally deal in and with all kinds of equipment, mechanical and mercantile specialities, devices, machines, motors, tools, implements, instruments, apparatus, and all commodities, products, and by-products which may be advantageously produced, preserved, stored, transported, distributed, or otherwise handled under conditions of artificially changed temperature or humidity.

(b) To acquire, establish, own, build, operate, buy, sell, exchange, let or lease retail and wholesale enterprises dealing in any of the merchandise or products referred to expressly or by implication of Paragraph (a) hereinbefore.

(c) To acquire, buy, own, hold, sell, exchange, let or lease personal property and real estate within the State of Idaho, or outside the State of Idaho.

(d) To purchase or otherwise acquire, lease, assign, mortgage, pledge or otherwise dispose of any trade names, trade marks, concessions, inventions, formulae, improvements, processes of any nature whatsoever, copyrights, and letterspatent of the United States and of foreign countries, and to accept and grant licences thereunder.

In furtherance and not in limitation of the general powers conferred by the laws of the State of Idaho, and of the objects and purposes hereinbefore stated, it is expressly provided that the corporation shall also have the following powers:

(e) To subscribe or cause to be subscribed for and to purchase or otherwise acquire, hold for investment, sell, assign, transfer, mortgage, pledge, exchange, distribute or otherwise

dispose of the whole or any part of the shares of the capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, notes and other evidences of indebtedness of any corporation, stock company or association, now or hereafter existing, and whether created by or under the laws of the State of Idaho, or otherwise, and while owners of any said shares of capital stock or bonds or other property, to exercise all the rights, powers and privileges of ownership of every kind and description including the right to vote thereon with power to designate some person for that purpose from time to time to the same extent as natural persons might or could do.

(f) To purchase, hold, sell, and re-issue the shares of its own capital stock.

(g) To purchase, lease, buy on contract, or otherwise acquire, and to hold in whole or in part, any other business, goodwill, rights, privileges, franchises, and property of every kind and description both real and personal, and to take over the whole or any part of the assets and liabilities of any person, firm, company, association, partnership, co-op, or corporation, for the purposes of diversification, expansion, or which may be calculated, directly or indirectly, to promote the interests of the corporation or to enhance the value of its property; and to pay for the same in cash, stock, bonds, or otherwise of this corporation, to hold in any manner dispose of the whole or any part of the business or property so acquired, and to exercise all the necessary powers incidental to the conduct of such business.

(h) To payout of the funds of the corporation all costs and expenses of and incidental to the incorporation and organization of the corporation.

(i) To purchase, hold, cancel, re-issue, sell, pledge, assign and transfer its own shares, bonds, or other evidences of indebtedness, insofar as the same may be permitted by law but while the corporation is holding the same, it shall not be entitled to vote such stock or to receive dividends thereon; and stock so purchased may, if the directors so determine, be held in the treasury of the corporation as treasury stock, to be thereafter disposed of as the directors shall deem proper.

(j) To distribute in kind, or in specie or otherwise as may be resolved, any assets of the corporation among its members, and particularly the property, shares, bonds, debentures, or other securities of any other company that may take over the whole or any part of the assets or liabilities of this corporation.

(k) To borrow or raise moneys for the business of the corporation and any and all of its purposes and objects upon such terms as to the Board of Directors may determine and the law permit to issue bonds, notes and debentures and other evidences of indebtedness, therefor, 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 of the corporation may be so pledged, mortgaged or hypothecated.

(l) To build any and all buildings, structures, warehouses and stores necessary or convenient for the conduct of the business or businesses of said corporation, or to acquire the same by purchase, lease or otherwise.

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

(n) To exercise generally the powers customarily exercised by business corporations, and particularly the powers provided by the laws of the State of Idaho, referring especially to Section 30-114 Idaho Code, in any State of the United States and throughout the world.

(o) To advance, lend money, give credit, to its customers or any person having dealings with the corporation with or without security.

(p) The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

(q) The number of Directors of this corporation shall be not less than three nor more than seven; that the number, qualifications, terms of office, manner of election, time and place of meetings, and powers and duties of the Directors and Officers shall be such as are prescribed by the By-laws of this corporation, that the names of the first Directors who shall hold office and manage the affairs of the corporation for a period of one year after its incorporation are as follows:

| | |
|--------------------|---------------|
| Richard E. Broyles | Moscow, Idaho |
| Jean E. Broyles | Moscow, Idaho |
| William O. Olesen | Moscow, Idaho |
| Eleanor E. Olesen | Moscow, Idaho |

(r) The authority to make By-laws for this corporation is hereby expressly vested in the Board of Directors of the corporation as they deem proper for the management of the corporation, not inconsistent with the laws of this State for the purposes of carrying on all kinds of business within the objects and purposes of this corporation, subject to the power of the shareholders to change or repeal such By-laws.

(s) A director shall be fully protected in relying in good faith upon the books of account of the corporation or upon statements prepared by any of its officials as to the value and amount of the assets, liabilities, and net profits of the corporation,

or as to any other facts pertinent to the existence and amount of surplus or other funds from which dividends might properly be declared and paid.

(t) The corporation may receive in payment, in whole or in part, for any shares of its stock issued or sold by it in cash, labor done, personal property or real property or leases thereof; and in the absence of actual fraud in the transaction, the judgment of the Directors of the corporation as to the value of the labor, property, or real estate or leases so received shall be conclusive.

III.

DURATION

This corporation shall have a perpetual existence.

IV.

REGISTERED OFFICE

The location and post office address of the registered office in this State and principal place of business shall be 1005 Nez Perce Street, Post Office Box 6, Moscow, Idaho.

V.

STOCK

This corporation is authorized to issue one class of shares of stock, the total number of which is twenty-five thousand (25,000) with a par value of One Dollar (\$1.00), and the aggregate par value is Twenty Five Thousand (\$25,000.00) Dollars, which stock may be issued by the corporation from time to time as determined by the Board of Directors hereof.

Each share of common stock shall have one vote and cumulative voting rights for Directors. The shares of stock of this corporation shall not be subject to assessment.

VI.

SUBSCRIBERS

The name and address of each of the incorporators and the

number of shares of common stock described in Paragraph V
subscribed by each are as follows:

| <u>Name</u> | <u>Address</u> | <u>Shares</u> |
|--------------------|---|---------------|
| Richard E. Broyles | 1005 Nez Perce Street, Moscow, Idaho | 1 |
| Jean E. Broyles | 1005 Nez Perce Street, Moscow, Idaho | 1 |
| William O. Olesen | 1271 Highland Drive, Moscow, Idaho | 1 |
| Eleanor E. Olesen | 1271 Highland Drive, Moscow, Idaho | 1 |

The corporation reserves the right to amend, alter, change
or repeal any provisions contained in this certificate of in-
corporation in the manner now or hereafter prescribed by statute,
and all rights conferred on stockholders herein are granted
subject to this reservation.


IN WITNESS WHEREOF, We have hereunto set our hands and
seals this 26th day of June, 1963.

Richard E. Broyles
Jean E. Broyles
William O. Olesen Jr.
Eleanor E. Olesen

STATE OF IDAHO)
) ss.
County of Latah)

On this 26th day of June, 1963, before me,
the undersigned, a Notary Public in and for said State, personally
appeared RICHARD E. BROYLES, JEAN E. BROYLES, WILLIAM O. OLESEN,
and ELEANOR E. OLESEN, known to me to be the persons whose names
are subscribed to the within instrument, and duly acknowledged
to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and official
seal the day and year last above written.



Notary Public in and for State of
Idaho, residing at Moscow, Idaho.