



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

V.M.H. 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: March 28, 1991



*Pete T. Cenarrusa*  
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SECRETARY OF STATE

by: Elizabeth Zabala

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ARTICLES OF INCORPORATION  
OF  
V. M. H. Inc.

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, Orval G. Hanson, who is a citizen of the United States of America and a resident of the State of Idaho presents these Articles for the purpose of forming a Corporation under the laws of the State of Idaho and in pursuance thereof does hereby sign and acknowledge the following Articles of Incorporation in triplicate originals and states as follows:

ARTICLE I.

The name of the Corporation shall be V. M. H. Inc.

ARTICLE II.

The general nature of the business of the Corporation and the objects and purposes proposed to be transacted, promoted and carried on by it, are as follows:

(1) To conduct any business not prohibited by law.  
(2) The Corporation shall have all powers enumerated in the Idaho Business Corporation Act, as now or hereafter effective.  
(3) To carry on the business of carpet cleaning and disaster restoration, and other related enterprise.

SECRETARY OF STATE  
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ARTICLE III.

The Corporation is to have perpetual existence.

ARTICLE IV.

The registered office of the Corporation is to be located at 1905 Nettleton Rd, Coeur d' Alene, Idaho 83814. The registered agent is Orval G. Hanson.

## ARTICLE V.

The authorized capital stock of the Corporation shall be Fifty Thousand dollars (\$50,000.00) consisting of Fifty Thousand shares (50,000) at one dollar (\$1.00) each.

## ARTICLE VI.

The Corporation shall not commence business until at least \$100.00 has been received for the issuance of shares.

## ARTICLE VII.

The management of this Corporation shall be vested in a Board of Directors; the number of Directors shall not be less than two, and the number, qualifications, terms of office, manner of election, time and place of meeting, and powers and duties of the Directors shall be such as are prescribed by the By-Laws of the Corporation.

## ARTICLE VIII.

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

## ARTICLE IX.

The names and post office addresses of the Directors who shall first manage the affairs of the Corporation until the first annual meeting are as follows:

Orval G. Hanson, 1905 Nettleton Rd. Coeur d' Alene ID 83814  
Marcella J. Hanson, 1905 Nettleton Rd. Coeur d' Alene ID 83814

## ARTICLE X.

A director, officer, employee, or agent of the Corporation shall not be personally liable to the Corporation for monetary damages arising from any conduct as a Director, Officer, employee or agent, except this limitation on liability shall not apply to (i) acts or omissions involving intentional misconduct by the individual or knowing violation of law by the individual, (ii) conduct in violation of the Idaho Business Corporation Act, or (iii) any transaction from which the individual personally receive a benefit in money, property, or services to which the individual is not legally entitled. If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of said individuals of the Corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of the foregoing paragraph by the Corporation shall not adversely affect any right or protection of an individual of the Corporation existing at the time of such repeal or modification.

The Corporation has the power to indemnify, and to purchase and maintain insurance for it's Directors, Officers, employees, and agents. Without limiting the generality of the foregoing, the Corporation shall indemnify its Directors, Officers, employees, and agents against all liability, damages, and costs or expenses (including attorney's fees) arising from or in connection with services for, employment by, or other affiliation with this Corporation to the maximum extent under all circumstances permitted by law.

The name and post office address of the sole incorporator of the Corporation is as follows:

Orval G. Hanson, 1905 Nettleton Rd. Coeur d' Alene ID 83814

IN WITNESS WHEREOF, I have hereunto set my hand this 22<sup>nd</sup> day of March, 1991.

Dwight D. Eisenhower

Orval G. Hanson

STATE OF Idaho )  
COUNTY OF Spokane )  
WASHINGT<sup>ON</sup> )  
SS.

This is to certify that on the 22<sup>nd</sup> day of March, 1991 appeared personally before me Orval G. Hanson, to me known to personally to be the person described in and who executed the foregoing Articles of Incorporation, and he did acknowledge and declare to me that he executed the same freely and voluntarily for the uses and purposes therein mentioned.

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

Ralph Lee Ewer  
Notary Public in and for the State of  
Idaho, residing at Spokane  
My commission expires on 08/10/1972