

# State of Idaho

## Department of State

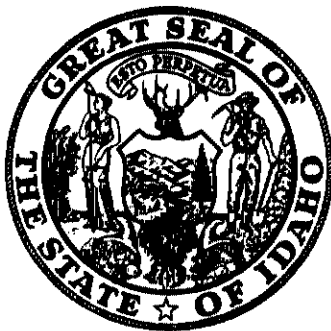
### CERTIFICATE OF INCORPORATION OF

QUALITY HOME PRODUCTS, 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: June 24, 1992



*Pete T. Cenarrusa*

SECRETARY OF STATE

By

*Valerie Hunt*

RECEIVED  
SEC. OF STATE

'92 JUN 23 AM 8 17

JUN 24 9 57 AM '92  
SECRETARY OF STATE

ARTICLES OF INCORPORATION  
OF  
QUALITY HOME PRODUCTS, INC.

\* \* \* \* \*

KNOW ALL MEN BY THESE PRESENTS; That we, the undersigned, being natural citizens of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general laws of the State of Idaho, do hereby certify as follows:

ARTICLE I

The name of the Corporation shall be QUALITY HOME PRODUCTS, INC.

ARTICLE II

The Corporation's purposes are to lease employees and independent contractors to other persons or entities as well as all business activities to conduct any lawful business or corporate activities allowed for corporations for profit in the State of Idaho.

ARTICLE III

The Corporation is to have perpetual existence.

ARTICLE IV

The location and post office address of the Corporation's registered office in this state shall be: 516 Second Street East, P. O. Box 1846, Twin Falls, Idaho, 83301.

That J. Dee May shall be the registered agent, whose address is 516 Second Street East, P. O. Box 1846, Twin Falls, Idaho, 83301.

#### ARTICLE V

The total number of shares which the Corporation is authorized to issue is 1,000 shares. Said shares shall be no par value shares.

#### ARTICLE VI

The names and post office addresses of the incorporators and the number of shares subscribed by each are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
MARY L. HILL	P. O. Box 1846 516 Second St. East, Twin Falls, ID 83301	100
J. DEE MAY	P. O. Box 1846 516 Second St. East, Twin Falls, ID 83301	100

#### ARTICLE VII

The Board of Directors shall consist of two (2) Directors. During the term of their office, or thereafter, the number of Directors shall be increased or decreased from time to time as provided by the By-Laws; provided, however, that the number of Directors constituting the Board shall not be less than two (2) nor more than five (5).

The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors shall be elected and qualified are as follows:

MARY L. HILL - P. O. Box 1846, 516 Second Street East,  
Twin Falls, ID 83303

J. DEE MAY - P. O. Box 1846, 516 Second Street East,  
Twin Falls, ID 83303

#### ARTICLE VIII

The power to appeal and amend the By-Laws and adopt new By-Laws is hereby conferred upon the Directors, as well as on the shareholders, to be exercised by such vote of the Directors or of the allotted shares, as the case may be; provided, however, not less than a majority thereof as may be fixed by the By-Laws.

#### ARTICLE IX

The authorized and treasury stock of this corporation may be issued at such time, upon such terms and conditions and for such consideration that the Board of Directors shall determine.

#### ARTICLE X

No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capitol stock of such corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any Director individually may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation and any Director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors or the company which shall authorize such

contract or transaction and may vote thereon 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.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 19<sup>th</sup> day of June, 1992.

Mary L. Hill  
MARY L. HILL

J. Dee May  
J. DEE MAY

STATE OF IDAHO                    )  
                                      :       ss.  
County of Twin Falls            )

On this 19<sup>th</sup> day of June, 1992, before me, the undersigned, a Notary Public in and for said State, personally appeared MARY L. HILL, known to me to be the President of QUALITY HOME PRODUCTS, INC., who executed the foregoing instrument and acknowledged to me that such corporation 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.

Marilyn Ann Briggs  
Notary Public for State of Idaho  
Residing at Jerome, therein.  
Commission Expires: 10-20-93

STATE OF IDAHO                    )  
                                      :       ss.  
County of Twin Falls            )

On this 19<sup>th</sup> day of June, 1992, before me,  
the undersigned, a Notary Public in and for said State, personally  
appeared J. DEE MAY, known to me to be the Secretary/Treasurer of  
QUALITY HOME PRODUCTS, INC., who executed the foregoing instrument  
and acknowledged to me that such corporation 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.

Marilyn Ann Dragg  
Notary Public for State of Idaho  
Residing at Jerome, therein.  
Commission Expires: 10-20-93

**AUTHORIZATION**

RECEIVED  
SEC. OF STATE  
92 JUN 24 AM 9 09


To Whom It May Concern:

Quality Home Products, Inc. is hereby authorized to utilize the name of Quality Home Products, Inc. in establishing their corporation which will have the purpose of hiring and leasing employees.

DATED This 15 day of June, 1992.

QUALITY HOME SERVICES, INC.

By

  
JOLENE TUMA

JUN 23 1992

MAY & MAY LAW OFFICES