

State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ~~LOUIS E. CLAPP~~
~~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

EMPLOYERS OVERLOAD COMPANY

a corporation duly organized and existing under the laws of **Minnesota** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Twenty-second** day of **August** 19 **66**, a properly authenticated copy of its articles of incorporation, and on the **Twenty-second** day of **August** 19 **66**, a designation of **T.H. Eberle or W.C. Roden** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **22nd** day of **August**, A.D. 19 **66**.

Secretary of State.



I, JOSEPH L. DONOVAN, Secretary of State of the State of Minnesota, do hereby certify that the annexed is a full, true and correct photocopy of Articles of Incorporation of Employers Overload Company, as filed for record in this office on the 14th day of October, 1957, and recorded in Book 0-16 of Incorporations at page 306 - - - -

as the same appears of record in this office, and of the whole thereof.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol in St. Paul, this

18th day of August,

A. D. 19 66.

Joseph L. Donovan
Secretary of State

ARTICLES OF INCORPORATION
OF
EMPLOYERS OVERLOAD COMPANY

We, the undersigned, for the purpose of forming a corporation under and pursuant to the provisions of the Minnesota Business Corporation Act, do hereby associate ourselves as a body corporate and do hereby adopt the following Articles of Incorporation:

1. The name of this corporation is EMPLOYERS OVERLOAD COMPANY.
2. The purposes of this corporation are as follows:

To engage in the business of supplying temporary office employees to others, both as principal and as agent, and to license and grant franchises to other persons, firms or corporations to engage in such business.

To acquire, obtain as licensees, hold, use and license others to use trade marks, trade names, service marks, business methods and secret processes.

To acquire, hold, pledge, hypothecate, sell or otherwise dispose of the shares, bonds, securities and other evidences of indebtedness of any person or of any domestic or foreign corporation;

To purchase, lease or otherwise acquire, hold, sell, exchange, transfer, repair, maintain, improve, mortgage, pledge or otherwise hypothecate, and in any other manner deal in and deal with real property, mixed and personal property wherever situated.

3. The period of duration of this corporation shall be perpetual.
4. The location and post office address of the registered office of this corporation in Minnesota is 1400 Fosbury Tower, Minneapolis, Minnesota.
5. The total authorized number of shares of this corporation is 2,500 shares, of the par value of \$10 per share. Voting by shareholders may not be cumulative.
6. The amount of stated capital with which this corporation shall begin business shall be One Thousand Dollars (\$1,000.00).

7. The names, post office addresses, and terms of office of the first directors are as follows:

<u>Name</u>	<u>Post Office Address</u>	<u>Term of Office</u>
Robert B. Miller	1400 Foshey Tower Minneapolis, Minnesota	Until first annual meeting
Arthur E. Weisberg	1300 First National Soo Line Bldg. Minneapolis, Minnesota	Until first annual meeting
George P. Flannery	1300 First National Soo Line Bldg. Minneapolis, Minnesota	Until first annual meeting

8. The name and post office address of each of the incorporators is as follows:

<u>Name</u>	<u>Post Office Address</u>
Robert B. Miller	1400 Foshey Tower Minneapolis, Minnesota
Arthur E. Weisberg	1300 First National Soo Line Bldg. Minneapolis, Minnesota
George P. Flannery	1300 First National Soo Line Bldg. Minneapolis, Minnesota

9. The shareholders of this corporation shall have full preemptive rights to subscribe to and purchase any issue of shares of this corporation now or hereafter made.

10. The Board of Directors of this corporation shall have authority
(a) to accept or reject subscriptions for shares made after incorporation,
(b) to fix the terms and conditions of rights to convert any of its securities into shares of any class or classes and of options to purchase or subscribe for shares of any class or classes, and (c) to authorize the issuance of such conversion rights or options.

11. The Board of Directors shall have authority to make and alter the By-Laws of this corporation subject to the power of the shareholders to change or repeal such By-Laws.

12. The holders of a majority of the outstanding shares shall have power to authorize the sale, lease, exchange or other disposal of all or substantially all of the property and assets of this corporation including

its good will, to amend the Articles of Incorporation of this corporation and adopt or reject an agreement of consolidation or merger.

IN WITNESS WHEREOF, We have hereunto set our hands this 10th day of October, 1957.

Arthur E. Weisberg
George P. Flannery

In Presence Of:

Robert B. Miller
Thomas P. [unclear]

STATE OF MINNESOTA }
COUNTY OF HENNEPIN } SS

On this 10th day of October, 1957, before me, a Notary Public within and for said County, personally appeared Robert B. Miller, Arthur E. Weisberg and George P. Flannery, to me known to be the persons named as incorporators and who executed the foregoing Articles of Incorporation, and each acknowledged that he executed the same as his free act and deed for the uses and purposes therein expressed.

(Notarial Seal)

Harriette Thomas
HARRIETTE THOMAS
Notary Public, Hennepin County, Minn.
My Commission Expires May 9th 1958.

STATE OF MINNESOTA
DEPARTMENT OF STATE
I hereby certify that the within instrument was filed for record in this office on the 14th day of Oct. A.D. 1957, at 2 o'clock P.M. and was duly recorded in Book 266 of Incorporations, on page 266.
Joseph L. [unclear]
Secretary of State

APPROVED & INDEXED
AND FILED
CHECKED