



**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

**THINK AND ACT INCORPORATED**

was filed in the office of the Secretary of State on the **Twenty-third** day of **December** A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **126** 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 **Boise** in the County of **Ada.**

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 **23rd** day of **December**, A.D., 19**63**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

THINK AND ACT INCORPORATED

\* \* \* \* \*

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, being natural persons of full age and citizens of the United States and citizens and residents of the State of Idaho, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Laws of the State of Idaho, and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

ARTICLE I

The name of the corporation is THINK AND ACT INCORPORATED.

ARTICLE II

The purposes and objects for which the corporation is formed are:

A. To engage in the general household appliance, equipment and fixture business, as principal, as agent for others, on a commission basis, as a distributor, and as a franchise dealer, including buying, selling, at retail and wholesale, trading, repairing, and otherwise dealing in new and used appliances of all types and kinds.

B. To acquire, apply for, hold or own, letters patent, concessions, licenses, inventions, copyrights, trademarks, licenses, inventions, rights, subject to royalty or otherwise and whether exclusive, non-exclusive or any part interest, and to sell, let or grant any rights

therein, and to exploit the same and otherwise deal therein without limitation.

C. to engage in the manufacture, distribution and sale of toys and novelties of every type and kind.

D. To purchase, improve, develop, lease, exchange, sell, dispose of, subdivide and otherwise deal in real estate, and to act as a real estate broker.

E. To acquire by purchase, subscription, or otherwise, and to own, hold, sell, negotiate, assign, deal in, transfer, exchange, mortgage, pledge or otherwise dispose of, any shares of capital stock, scrip, bonds, mortgages, securities or evidences of indebtedness, issued or created by any other corporation, joint stock company or association, public or private, or by whomsoever issued, and while the holder or owner thereof, to possess and exercise in respect thereof any and all rights, powers and privileges of ownership, including the right to vote thereon;

F. To make, perform and carry out contracts of every kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, either public or private, or with any territory or government, or any agency thereof.

G. To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes, and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, set over, mortgage and/or pledge all or any part of the property or assets, real or personal, at any time owned or held by this corporation, upon such terms and conditions as the Board of Directors shall authorize, and as may be permitted by law.

H. To acquire, hold, sell, re-issue or cancel any shares of its own capital stock; provided, however, that this corporation may not use any of its funds or property for the purchase of its own capital stock when such use would cause any impairment of the capital of this corporation; and provided, further, that the shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly.

I. To purchase or otherwise acquire the whole or any part of the property, assets, business and goodwill of any other person, firm, corporation or association, and to conduct in any lawful manner the business so acquired; and to exercise all the powers necessary or convenient in and to the conduct, management and carrying on of such business.

J. To have one or more offices to carry on all or any part of its operations and business, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes, or the attainment of any one or more of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and which now or hereafter may be authorized by law, and this to the same extent and as fully as natural persons might or could do, as principals, agent, contractors, trustees, or otherwise, and either alone or in connection with any person, firm, association or corporation.

K. To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho upon corporations formed under the general corporation laws of said State, or under any act amendatory thereof or supplemental thereto or substituted therefor.

The foregoing clauses are to be construed both as objects and powers, and it is hereby expressly provided that enumeration herein of  
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specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation; provided, however, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do any act which a corporation formed under the Act hereinbefore referred to, or any amendment thereof or supplemental thereto or substituted therefor, may not at any time lawfully carry on or do. It is the intention that the purposes, objects and powers specified in each of the foregoing subparagraphs A to K, inclusive, of Paragraph II of these Articles of Incorporation, shall, except as otherwise expressly provided, in no wise be limited or restricted by reference to or inference from the terms of any other subparagraph, clause or paragraph of these Articles of Incorporation.

#### ARTICLE III

This corporation shall have perpetual existence.

#### ARTICLE IV

The location of the principal office for the transaction of business of the corporation shall be in the City of Boise, Ada County, State of Idaho.

#### ARTICLE V

The amount of the capital stock of this corporation is Twenty Five Thousand Dollars (\$25,000.00), which shall be divided into twenty five thousand (25,000) shares of the par value of One Dollar (\$1.00) per share, all of which stock shall have equal rights and privileges.

#### ARTICLE VI

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever,

and the shares of stock of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business or paying debts of the corporation.

#### ARTICLE VII

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

<u>Name</u>	<u>Post Office Address</u>	<u>Shares</u>
Robert D. Litster	406 Iowa Street, Boise, Idaho	One
L. Birdell Litster	406 Iowa Street, Boise, Idaho	One
M. LaRelle Litster	406 Iowa Street, Boise, Idaho	One

#### ARTICLE VIII

The number of Directors in the corporation shall be specified in the By-Laws, and such number may be from time to time increased or decreased, in such manner as may be prescribed by the By-Laws of the corporation; provided, however, that the number of Directors of the corporation shall not be less than three nor more than seven. Provided, further, that the first Board of Directors shall be three in number. Said Board of Directors shall be entitled to elect from among its members an executive committee to act for said Board, the same to consist of not less than three members. In the event of any increase in the number of Directors, the additional Directors may be elected by the Directors then in office, and the Directors so elected shall hold office until the next annual meeting of the stockholders, and until their successors are elected and duly qualified.

#### ARTICLE IX

The Board of Directors is expressly authorized to repeal and amend the By-Laws of the corporation, and to adopt new By-Laws, and

the corporation reserves the right to amend, endorse, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, by a majority vote of the shareholders, represented in person or by proxy, at any annual meeting of the shareholders, or at any meeting duly called for that purpose, except where the laws of the State of Idaho otherwise provide.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 18<sup>th</sup> day of December, 1963.

Robert D. Litster  
L. Birdell Litster  
M. LaRelle Litster

STATE OF IDAHO )  
) ss.  
County of Ada )

On this 18<sup>th</sup> day of December, 1963, before me, the undersigned, a Notary Public in and for said State, personally appeared ROBERT D. LITSTER, L. BIRDELL LITSTER and M. LaRELLE LITSTER, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they 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.

J. M. Hawley  
Notary Public for Idaho  
Residence: Boise, Idaho