

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, IRA H. MASTERS, 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

SURE APPLIANCE COMPANY

was filed in the office of the Secretary of State on the **Seventh** day of **February** A.D. One Thousand Nine Hundred **Fifty-five** and duly recorded on Film No. **89** 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

7th day of **February,**

A.D., 19**55** .

Secretary of State.

ARTICLES OF INCORPORATION
of
SURE APPLIANCE COMPANY

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, natural persons, all 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 the laws of the State of Idaho for the purposes hereinafter stated, pursuant to the Business Corporation Act of the State of Idaho and we do hereby certify as follows:

ARTICLE I.

The name of the corporation shall be:

"SURE APPLIANCE COMPANY".

ARTICLE II.

The purposes for which this corporation is formed are as follows:

(a) To engage generally in the business of distributing, buying, and selling food products and electrical products, and more particularly, electrical products which are commonly used in households.

(b) To deal in food stuff and food products and electrical appliances at wholesale and retail and to deal generally with all types of household goods and furnishings of every kind and description and to carry on any other business incident to or in any way related to the purposes specifically set forth herein.

(c) To buy, sell, or otherwise deal in at wholesale or retail sporting and athletic goods.

(d) To engage in the installation, alteration and repair of any equipment sold or distributed.

(e) To carry on the business of wholesale and retail merchants, jobbers and distributors without limitation as to class of merchandise or products and to maintain and operate storage warehouses and to act as forwarding agents.

(f) To purchase or otherwise acquire, own, hold, lease, sell, exchange, assign, transfer, mortgage, pledge, or otherwise dispose of and to invest, trade and deal in and with real and personal property of every kind and description and of any and all interests therein.

(g) To borrow money, to issue bonds, debentures, notes, mortgages and other obligations of the corporation from time to time for any of the objects of the corporation, and to mortgage, pledge, hypothecate and/or convey in trust any or all of its property to secure the payment thereof.

(h) To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, corporation, municipality, state or government, or any subdivision, district or department thereof.

(i) To make any guaranty respecting securities, indebtedness, contracts, dividends, interest or other obligations, and to buy, sell, hold, own and deal in open accounts, commercial paper, stocks, bonds, evidence of indebtedness, chattel mortgages, conditional sales contracts and other securities, and to handle and finance its own contracts and paper.

(j) To apply for, obtain, register, purchase or otherwise acquire, and to hold, use, pledge, lease, sell, or otherwise dispose of formulae, secret processes, distinctive marks, improvements, processes, trade names, trade marks, copyrights, patents, licenses, concessions and the like, and to issue, exercise, develop and grant licenses in respect thereof, or otherwise turn the same to account.

(k) To do any and all such other acts, things, business or businesses in any manner connected with or necessary, incident, convenient or auxiliary to any of the objects hereinbefore enumerated or calculated, directly or indirectly, to promote the interests of the corporation; and in carrying on its purposes or for the purpose of attaining or furthering any of its business, to do any and all acts and things and to exercise any and all other powers which a natural person could do or exercise, and which now, or hereafter, may be authorized by law.

(l) To conduct its business in this state, other states, the territories and colonies of the United States, and in foreign countries and the territories and colonies thereof, and to have one or more offices outside this state, and to acquire, purchase, hold, mortgage, pledge, assign, transfer and convey real and personal property outside this state.

(m) The several clauses contained in the statement of purposes shall be construed as both purposes and powers, and the statements contained in each clause shall be in no wise limited or restricted by reference to, or inference from, the terms of any other clause, but shall be regarded as independent purposes and powers; and no recitation or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive; but it is hereby expressly declared that all other lawful powers not inconsistent herewith, are hereby included.

ARTICLE III.

The duration of this corporation shall be perpetual.

ARTICLE IV.

The location and post office address of the registered office of this corporation and the place where the principal business of the corporation is to be transacted is Boise, Ada County, State of Idaho.

ARTICLE V.

The total authorized capital stock of this corporation shall be \$50,000.00, divided into 500 shares of common stock with the par value of \$100.00 each. The shares of stock of this corporation shall not be transferred or sold until said sale shall be approved by the Board of Directors and the By-Laws of the corporation shall provide the method for such approval. The capital stock of the corporation, after the amount of the subscription price or the par value has been paid in, shall not be subject to assessment, and no paid-up stock and no stock issued, if fully paid, shall ever be assessed or assessable.

ARTICLE VI.

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

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NUMBER OF SHARES</u>
John A. Cameron	1903 Resseguie Boise, Idaho	Two (2)
Ethel L. Cameron	1903 Resseguie Boise, Idaho	One (1)
Prentiss A. Powell	701 North 19th St. Boise, Idaho	One (1)
Dale C. Marti	2604 N. 28th St. Boise, Idaho	One (1)

ARTICLE VII.

The number, qualification, term of office, manner of election and powers and duties of the directors shall be fixed,

and may be altered from time to time as may be provided in the By-Laws. The first Board of Directors shall consist of three (3) persons and remain that number until changed by the By-Laws. John A. Cameron, Ethel L. Cameron and Prentiss A. Powell, named as incorporators above, shall act in the capacity as directors until their successors are elected and qualified.

ARTICLE VIII.

By-Laws shall be adopted by the directors and when so adopted may thereafter be repealed, amended or new By-Laws adopted by the directors, by two-thirds ($\frac{2}{3}$) vote of the directors.

ARTICLE IX.

The corporation shall have the power to purchase or otherwise acquire, hold and re-issue its own stock and to buy, acquire, deal in and transfer shares of capital stock, bonds, debentures and other securities issued or created by any other corporation.

ARTICLE X.

This corporation shall have the power to purchase or otherwise acquire the whole or any part of the property, assets, business, good will and rights, and to undertake or assume the whole or any part of the bonds, mortgages, franchises, leases, contracts, indebtednesses, guarantees, liabilities and obligations of any person, firm, association, corporation or organization and to pay for the same or any part or combination thereof in cash, shares of the capital stock, bonds, debentures, notes or other obligations of this Corporation, or otherwise, or by undertaking and assuming the whole or any part of the liability or obligations of the transferor, and to hold or in any manner dispose of any part of the property and assets so acquired or

purchased and to conduct in any lawful manner the whole or any part of the business so required, and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business.

ARTICLE XI.

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now, or hereafter, provided by law, and all rights conferred on stockholders are granted subject to this reservation.

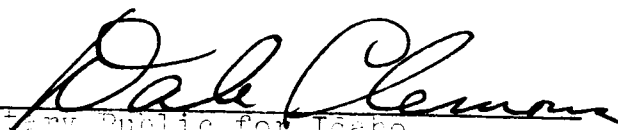
IN WITNESS WHEREOF, we have hereunto set our hands at Boise, Idaho, this 1st day of February, 1955.

John A. Cameron
Ethel L. Cameron
Brentiss A. Powell
Dale O. Marti

STATE OF IDAHO)
 : ss.
County of Ada)

On this 1st day of February, 1955, before me, the undersigned, a Notary Public in and for said State and County, personally appeared JOHN A. CAMERON, ETHEL L. CAMERON, BRENTISS A. POWELL, and DALE O. MARTI, known to me to be the persons whose names are subscribed to the within and foregoing instrument, and they severally 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 certifi-
cate first above written.


Notary Public for Idaho
Residing at Boise, Idaho