

**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

BUDGET MASTER OF IDAHO, 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 \_\_\_\_\_

BUDGET MASTER OF IDAHO, INC.

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:

*April 2, 1982*



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF  
BUDGET MASTER OF IDAHO, INC.

We, the undersigned, natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the Idaho business corporation laws, adopt the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME

The name of this Corporation is:

BUDGET MASTER OF IDAHO, INC.

ARTICLE II - DURATION

The period of duration of this Corporation is perpetual.

ARTICLE III - PURPOSES

The nature of the business, and the objects and purposes proposed to be transacted, promoted and carried on, are to do any or all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, viz:

A. To engage in the wholesale and retail sale of household appliances and other equipment and goods for domestic or commercial use and to deal any and all buildings, fixtures and equipment and render any and all services which may further or complement the aforesaid business.

B. To engage in business, related or unrelated, to that described above and from time to time authorized or approved by the Board of Directors of this Corporation;

C. To act as partner or joint venturer in any other legal capacity in any transaction;

D. To have and exercise any and all rights and powers from time to time granted to a corporation by the laws of the State of Idaho;

E. To enter into any partnership, limited or general, as a limited or general partner, or both, and to enter into any joint venture or other arrangement for sharing profits, union of interest, reciprocal concession, or cooperation, with any corporation, association, partnership, entity, person, syndicate, or governmental body, domestic or foreign;

F. To own, sell and broker all forms of investments;

G. To do each and every thing necessary, suitable or proper for the accomplishment of any one or more of the objects herein enumerated, or which shall at any time appear conducive to, or expedient to promote the interest of the Corporation, or to enhance the value of its properties as authorized under the laws of the State of Idaho;

The objects and purposes specified herein shall be regarded as independent objects and purposes and shall not be limited or restricted by reference to, or inference from the terms of any other clause of these Articles of Incorporation.

#### ARTICLE IV - STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 50,000 shares of nonassessable voting common stock having a \$1.00 par value per share. Each share of stock shall entitle the holder thereof to one (1) vote on each matter submitted to vote at a meeting of the shareholders. At all elections of directors of the Corporation, each director shall be elected by a majority vote of all shares of capital stock voting.

#### ARTICLE V - INITIAL CAPITALIZATION

The Corporation will not commence business until at least one thousand dollars (\$1,000) has been received by it as consideration in the form of cash or property for the issuance of shares.

#### ARTICLE VI - PRE-EMPTIVE RIGHTS

Shareholders shall have no pre-emptive rights to acquire any securities of this Corporation.

#### ARTICLE VII - INTERNAL AFFAIRS

The regulation of the internal affairs of the Corporation shall be governed by the bylaws of the Corporation.

#### ARTICLE VIII - REGISTERED OFFICE

The address of this Corporation's initial registered office and the name of its initial registered agent at such address is:

<u>Name of Agent</u>	<u>Address of Registered Office</u>
K. Don Sorenson	910 South 19th Nampa, Idaho 83651

#### ARTICLE IX - DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation is three (3) and the name and addresses of the persons who are to serve as directors until their first annual meeting of the shareholders or until their successors are elected and shall qualify, are:

<u>Name</u>	<u>Address</u>
John F. Ryan	433 East 8220 South Sandy, Utah 84070
Walleen W. Ryan	433 East 8220 South Sandy, Utah 84070
William W. Ryan	513 Portland Drive Bloomington, Minnesota 55420

#### ARTICLE X - INCORPORATORS

The name and address of each Incorporator is:

<u>Name</u>	<u>Address</u>
Dwight B. Williams	2000 Beneficial Life Tower Salt Lake City, Utah 84111
Stephen A. Van Dyke	2000 Beneficial Life Tower Salt Lake City, Utah 84111
Charles W. Hanna	2000 Beneficial Life Tower Salt Lake City, Utah 84111

#### ARTICLE XI - LIMITED LIABILITY

The capital stock of this Company shall be issued as fully paid, and the private property of the shareholders shall not be liable for the debts, obligations, or liabilities of this Corporation. The capital stock of this Corporation shall not be assessable.


ARTICLE XII - SECTION 1244 STOCK

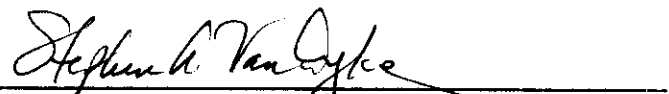
Shares of stock of this Corporation authorized and issued pursuant to these Articles within two (2) years from the date of incorporation are for purposes of the Internal Revenue Code authorized and issued in compliance with and as prescribed by Section 1244 of the Internal Revenue Code of 1954, as amended, and shall be known as "Section 1244 Stock."

ARTICLE XIII - INDEMNIFICATION

The Corporation shall indemnify any and all persons who may serve at any time as a Director or Officer of the Corporation, and their heirs, administrators, successors and assigns against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement before or after suit is commenced, actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding, in which they, or any of them are made parties, or which may be asserted against them or any of them by reason of being, or having been, Directors or Officers of the Corporation, except in relation to such matters in which such Director or Officer shall be adjudged to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of stockholders or otherwise.

DATED this 31<sup>st</sup> day of March, 1982.

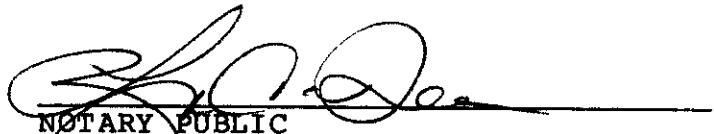
  
Dwight B. Williams - Incorporator

  
Stephen A. Van Dyke - Incorporator

  
Charles W. Hanna - Incorporator

STATE OF UTAH                    )  
                                      :    ss.  
COUNTY OF SALT LAKE        )

On the 31st day of March, 1982, personally appeared before me Dwight B. Williams, Stephen A. Van Dyke and Charles W. Hanna, who, being first duly sworn severally declared that they are the persons who signed the foregoing Articles of Incorporation as incorporators and that the statements therein contained are true.

  
NOTARY PUBLIC

My Commission Expires:  
8-1-84

Residing at: Salt Lake County, Utah