

State of Idaho

Department of State

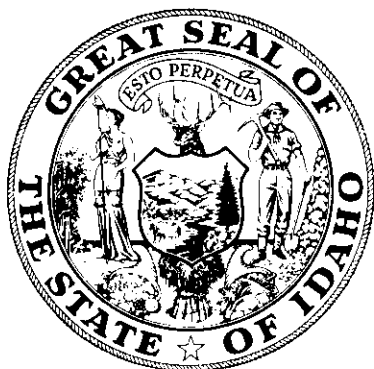
CERTIFICATE OF AUTHORITY OF

KCH, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of KCH, INC. for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to KCH, INC. to transact business in this State under the name KCH, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated **September 26, 1983**



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is KCH, INC.
2. *The name which it shall use in Idaho is KCH, INC.
3. It is incorporated under the laws of Minnesota
4. The date of its incorporation is July 1, 1983 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is Suite 400 - Galaxy Bldg., 330 2nd Ave. S., Minneapolis, MN 55401
6. The address to which correspondence should be addressed, if different from that in item 5 Suite 400- Galaxy Bldg., 330 2nd Ave. S., Minneapolis, MN 55401
7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Transaction of any or all lawful business for which
corporations may be organized.
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>see attached</u>		

10. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>10,000</u>	<u>Common</u>	<u>\$1.00</u>

(continued on reverse)

11. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>1,000</u>	<u>Common</u>	<u>\$1.00</u>
_____	_____	_____
_____	_____	_____

12. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

13. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated 8-1, 1983

KCH, INC.
By [Signature]
Susan J. Kibby
Its Vice President
and [Signature]
Stephen D. Morrison
Its Assistant Secretary

STATE OF Minnesota)
COUNTY OF Hennepin) ss:

I, Aura J. Minnick, a notary public, do hereby certify that on this 4 day of August, 1983, personally appeared before me Susan J. Kibby, who being by me first duly sworn, declared that ^{she} is the Vice President of KCH, INC.

that he signed the foregoing document as Vice President of the corporation and that the statements therein contained are true.

[Signature]
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

OFFICERS AND DIRECTORS OF KCH, INC.

David W. Beal
5905 Kilarney Lane
Edina, MN 55436
President and Director

Walter C. Johnson
4743 E. Coventry Road
Minnetonka, MN 55354
Chairman of the Board

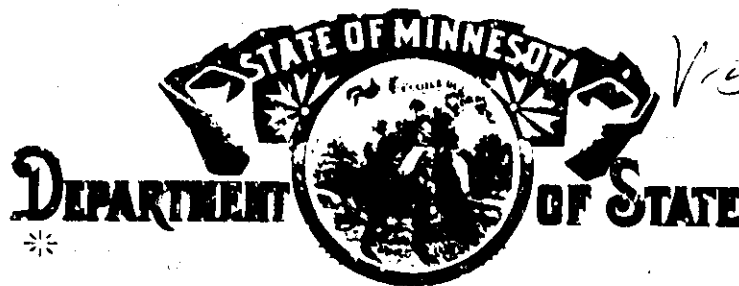
Barbara A. Hallbauer
6025 Kilarney Lane
Edina, MN 55436
Vice President and Director

Susan J. Kibby
9331 Xylon Circle
Bloomington, MN 55438
Vice President

Maurice H. Collison
118 Knoll Circle East
Burnsville, MN 55337
Treasurer

Edmond R. Browne
4832 Drew Avenue South
Minneapolis, MN 55410
Secretary and General Counsel

Stephen D. Morrison
1467 Selby Avenue
St. Paul Park, MN 55071
Assistant Secretary and Associate Counsel



4K 184ATE

V-59,560

To All To Whom These Presents Shall Come, Greeting:

Whereas, Articles of Incorporation, duly signed and acknowledged under oath, have been filed for record in the office of the Secretary of State, on the 1st day of July, A. D. 19 83 for the incorporation of

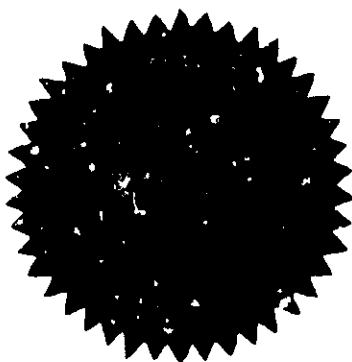
KCH, Inc.

under and in accordance with the provisions of Minnesota Statutes, Chapter 302A,

Now, Therefore, by virtue of the powers and duties vested in me by law as Secretary of State of the State of Minnesota I do hereby certify that the said

KCH, Inc.

is a legally organized Corporation under the laws of this State



Witness my official signature hereunto subscribed and the Great Seal of the State of Minnesota hereunto affixed this first day of July in the year of our Lord one thousand nine hundred and eighty-three

Jan Anderson Grove
Secretary of State.

4K-184

V-59, 561

ARTICLES OF INCORPORATION
OF
KCH, INC.

The undersigned incorporator, being a natural person 18 years of age or older, in order to form a corporate entity under Minnesota Statutes, Chapter 302A, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of this Corporation is KCH, Inc.

ARTICLE II

The registered agent and office of this Corporation is C T Corporation System, 1032 Midland Bank Building, Minneapolis, Minnesota 55401.

ARTICLE III

This Corporation is authorized to issue an aggregate total of 10,000 shares, which shares shall have a par value of One Dollar per share.

ARTICLE IV

The name and address of the incorporator is Stephen D. Morrison, 330 - 2nd Avenue South, Suite 875, Minneapolis, Minnesota 55401.

ARTICLE V

No shareholder of this Corporation shall have any cumulative voting rights.

ARTICLE VI

No shareholder of this Corporation shall have any preemptive rights to subscribe for, purchase or acquire any shares of the Corporation of any class, whether unissued or now or hereafter authorized, or any obligations or other securities convertible into or exchangeable for any such shares.

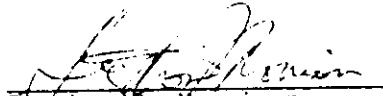
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ARTICLE VII

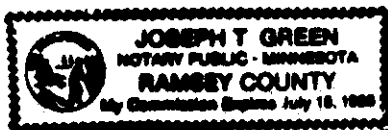
The Board of Directors shall have the authority to create and authorize the issuance of any number of classes or series of shares of this Corporation.


IN WITNESS WHEREOF, I have hereunto set my hand this 30th day of June, 1983.


Stephen D. Morrison

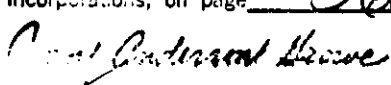
STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

The foregoing instrument was acknowledged before me this 30th day of June, 1983 by Stephen D. Morrison.




Notary Public

(Notarial Seal)

STATE OF MINNESOTA	
DEPARTMENT OF STATE	
I hereby certify that the within	
instrument was filed for record in this	
once on the	1 day of July
A. D. 1983	at 9:30 o'clock P. M.,
and was duly recorded in Book 1058	
of Incorporations, on page 560	
	
Secretary of State	