



Department of State.

CERTIFICATE OF INCORPORATION

LOUIS L. CLAPP

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

MOORE'S DISTRIBUTING CO.,

was filed in the office of the Secretary of State on the **Twenty-Seventh** day
October A.D. One Thousand Nine Hundred **Sixty-six** and
will be **Microfilm**
duly recorded on Film No. 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
Orangeville, **Idaho.**
in the County of

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 **27th** day of **October**,
66
A.D., 19

Secretary of State.

ARTICLES OF INCORPORATION
OF
MORRIS DISTRIBUTING CO.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned,
BERT H. MORRIS, CAROLYN J. MORRIS, and WILLIAM J. DEE, each being a
natural person of full age, and a citizen of the United States of
America, have voluntarily and do hereby associate ourselves to-
gether for the purpose of forming a corporation under the laws of
the State of Idaho, and we do hereby certify, declare and adopt,
the following articles of incorporation.

I.

The name of this corporation shall be MORRIS DISTRIBUTING CO.

II.

The period of existence and duration of the life of this cor-
poration shall be perpetual.

III.

The location of the registered office of this corporation
shall be Grangeville, County of Idaho, State of Idaho, and the
address of the registered office of this corporation shall be
Grangeville, Idaho.

IV.

The nature of the business and the objects and purposes 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.:

To manufacture, experiment, invent, develop, improve, purchase,
sell, and generally deal in heating and heater supplies, fixtures,
tools, appliances, sanitary fixtures, and any and every kind of
wares, articles and merchandise which are or may be used to carry
on the business of manufacturers, wholesalers, retailers, importers
and exporters in heating fixtures and supplies, and any and all
kinds of wares and merchandise concerned or connected thereto and

1 therewith; to install and repair furnaces, stoves, heating plants,
2 electrical heating, gas heating, and any and all other types of
3 heating in buildings, residences, and any other type of structure
4 or place in which heating can be installed; to carry, buy, sell,
5 both at wholesale and retail, all the wares, inventory, merchandise,
6 fittings, fixtures and supplies necessary thereto; to act as dis-
7 tributor, both at wholesale and retail for all types of heating
8 oils, gas, and electricity or any other method and form of heating
9 for buildings, residences, and other places in which any type or
10 method of heating is required or used.

11 To conduct the business of filling and service station, which
12 business shall include the dealing in gasoline and all the pet-
13 roeum products; all kinds of oils and products used for motor
14 fuel and lubrication; all matters of accessories and appliances
15 be used on motor vehicles of every description, and other articles
16 and items of interest useful to or desirable for patrons of such
17 a filling station; the washing, polishing and storing of motor
18 vehicles; and such in other business as is usual, proper, necessary
19 in such enterprise.

20 To engage in the buying and selling, at wholesale and retail,
21 of rubber automobile tires and truck tires and any other tires of
22 all kinds and descriptions and the conducting of the general busi-
23 ness of vulcanizing, reenforcing, rebuilding and repairing auto-
24 mobile, vehicle and truck tires of all kinds and descriptions, and
25 such other and further objects as may be necessary and incidental
26 to the carrying on of such business, including the buying and
27 owning of the necessary tools and equipment for the business and
28 the buying, leasing, holding, releasing, selling and conveying the
29 real estate necessary or proper in connection with the business.

30 To buy and sell, export, import, lease, exchange and generally
31 deal in machinery and equipment of all kinds and descriptions and
32 to act as agent for all or any set purposes; to acquire by purchase,

1 lease, or otherwise, to equip, maintain and operate a general
2 machine shop and foundry and to do repairing, blacksmithing,
3 electrical work and any and all machine shop work as necessary
4 to maintain and repair machinery, vehicles and equipment.

5 To buy, sell, trade, manufacture, deal in, deal with goods,
6 wares, merchandise of every kinds and nature, and to carry on such
7 business, wholesalers, retailers, importers, exporters; to acquire
8 all such merchandise, supplies, materials, and other articles as
9 shall be necessary or incidental to all such business; to hold,
10 acquire, mortgage lease, and convey real and personal property in
11 any part of the world, so far as necessary or expedient in con-
12 ducting the business of the corporation; to have any and all powers
13 above and set forth as fully as natural persons, whether as
14 principals, agents, trustees, or otherwise.

15 To engage in and operate a general hardware and merchantile
16 business, and to deal in, buy, and sell general hardware, electrical
17 and gas appliances, housewares, toys, general merchandise including
18 paints and painting supplies, but not excluding any other article
19 of merchandise sometimes dealt in by hardware establishments.

20 To acquire by lease, purchase, gift, devise, contract, con-
21 cession, or otherwise, and to hold, own, develop, explore, exploit,
22 improve, operate, lease, enjoy, control, manage, or otherwise turn
23 to accounts, mortgage, grant, sell, exchange, convey, or otherwise
24 dispose of, wherever situated, within or without the State of
25 Idaho, any and all real estate, lands, options, concessions, grants,
26 land patents, franchises, rights, privileges, easements, tenements,
27 estates, hereditaments, interests, and properties of every kind,
28 nature and description whatsoever.

29 To purchase real estate, make and purchase materials for the
30 construction of buildings; to erect buildings; to own, manage,
31 operate, lease and sell buildings; to conduct and carry on the busi-
32 ness of builders and contractors for the purpose of building, erect-

1 ing, altering, repairing or doing any other work in connection with
2 any and all classes of buildings, structures, and improvements, of
3 every kind and nature whatsoever; also, to buy or otherwise acquire
4 real estate, and to subdivide, plat and sell the same, and generally
5 to buy, sell and deal in real and personal property of every kind
6 and description, and to own, hold, improve, develop and manage any
7 real estate or personal property and to erect and cause to be
8 erected on any lands owned, held or occupied by the corporation,
9 buildings or other structures with their appurtenances and to
10 mortgage, sell, lease or otherwise dispose of any lands or interests
11 in lands and in any buildings or other structures at any time owned
12 or held by the corporation; to conduct a general brokerage, agency
13 and commission business for others in the purchase, sale and
14 management of real estate for others and the negotiation of loans
15 thereon; in general, to conduct a general building and construction
16 business and a general real estate business.

17 To manufacture, purchase, or otherwise acquire, hold, own, sell,
18 assign, transfer, lease, exchange, invest in, mortgage, pledge or
19 otherwise encumber or dispose of and generally deal and trade in
20 and with, both within and without the State of Idaho, and in any
21 part of the world, goods, wares, merchandise, and property of every
22 kind, nature and description.

23 To enter into, make and perform contracts of every kind and
24 description with any person, firm, association or corporation, muni-
25 cipality, body politics, country, territory, state, government, or
26 colony or dependency thereof.

27 To acquire, and to make payment thereafter in cash or the stock
28 or bonds of the corporation, or by undertaking or assuming the
29 obligations and liabilities of the transferror, or in any other way,
30 the good will, rights and property, the whole or any part of the
31 assets, tangible or intangible, and to undertake or assume the
32 liabilities of, any person, firm, association or corporation, to

1 hold or in any manner dispose of the whole or any part of the pro-
2 perty so purchased; to conduct in any lawful manner the whole or any
3 part of the business so acquired and to exercise all of the powers
4 necessary or convenient for the conduct and management thereof.

5 To adopt, apply for, obtain, register, produce, take, purchase,
6 exchange, lease, hire, acquire, secure, own, hold, use, operate,
7 contract, or negotiate for, take licenses or other rights in respect
8 of, sell, transfer, grant licenses and rights in respect of, manu-
9 facture under, introduce, sell, assign, collect the royalties on,
10 mortgage, pledge, create liens upon, or otherwise dispose of, deal
11 in, and turn to account, letters patent, patents, patent rights,
12 patents applied for or to be applied for, trade-marks, trade names
13 and symbols, distinctive marks and indications of origin or owner-
14 ship, copyrights, syndicate rights, inventions, discoveries, devices,
15 machines, improvements, licenses, processor, data, and formulas of
16 any and all kinds granted by, or recognised under or pursuant to the
17 laws of the United States of America, or of any other country or
18 countries whatsoever, and with a view to the working and development
19 of the same, to carry on any business, whether manufacturing or
20 otherwise, which the corporation may think calculated, directly or
21 indirectly, to effectuate these objects.

22 To underwrite, subscribe for, purchase, invest in, or reinvest,
23 acquire, hold, pledge, hypothecate, exchange, sell, deal in and
24 dispose of, alone or in syndicates or otherwise in conjunction with
25 others, stocks, bonds, debentures, mortgages and other evidences of
26 indebtedness and obligations of any corporation, association, part-
27 nership, syndicate, entity, person or governmental, municipal, or
28 public authority, domestic or foreign, and evidences of any interest,
29 in respect of any such stocks, bonds and other evidences of indebt-
30 edness and obligations; to issue in exchange therefor its own stock,
31 bonds or other obligations, and, while the owner or holder of any
32 such, to exercise all the rights, powers and privileges of owner-

1 ship in respect thereof, and, to the extent now or hereafter per-
2 mitted by law, to aid by loan, subsidy, guaranty or otherwise, those
3 issuing, creating or responsible for any such stocks, bonds or other
4 evidences of indebtedness or obligations or evidences of any interest
5 in respect thereof.

6 To borrow or raise money for any of the purposes of the cor-
7 poration, without limit as to the amount, and in connection there-
8 with, to grant collateral or other security either alone or jointly
9 with any other person, firm or corporation, and to make, execute,
10 draw, accept, endorse, discount, pledge, issue, sell, or otherwise
11 dispose of promissory notes, drafts, bills of exchange, warrants,
12 bonds, debentures and other evidences of indebtedness, negotiable
13 or non-negotiable, transferable or non-transferable, and to confer
14 upon the holders of any of its obligations such powers, rights and
15 privileges as from time to time may be deemed advisable by the
16 Board of Directors, to the extent permitted under the General Cor-
17 poration Law of the State of Idaho; to lend and advance money,
18 extend credit, take notes, open accounts and every kind and nature
19 of evidence of indebtedness and collateral security in connection
20 therewith.

21 To purchase or otherwise acquire, hold, sell, pledge, transfer
22 or otherwise dispose of shares of its own capital stock, provided
23 that the funds or property of the corporation shall not be used for
24 the purchase of its own shares of capital stock when such use would
25 cause any impairment of the capital of the corporation, and pro-
26 vided further, that shares of its own capital stock belonging to the
27 corporation shall not be voted upon directly or indirectly.

28 To have one or more offices, to carry on all or any of its
29 operations and business and without restriction or limit as to
30 amount; to purchase, or otherwise acquire, to hold, own, mortgage,
31 sell, convey or otherwise dispose of real and personal property of
32

1 every class and description in any of the states, districts, terri-
2 tories, dependencies, possessions or colonies of the United States.

3 IN GENERAL, to do any or all of the things herein set forth
4 to the same extent as natural persons might or could do and in any
5 part of the world, as principals, agents, contractors, trustees, or
6 otherwise, within or without the State of Idaho, either alone or in
7 company with others, and to carry on any other business in connection
8 therewith, and to do all things not forbidden, and with all the
9 powers conferred upon corporations by the laws of the State of Idaho.

10 It is the intention that each of the objects, purposes and
11 powers specified in each of the paragraphs of this Fourth Article of
12 this Certificate of Incorporation shall, except where otherwise
13 specified, be nowise limited or restricted by reference to or in-
14 ference from the terms of any other paragraph or of any other
15 Article in this Certificate of Incorporation, but that the objects,
16 purposes and powers specified in this Article and in each of the
17 Articles or paragraphs of this Certificate shall be regarded as
18 independent objects, purposes and powers, and the enumeration of
19 specific purposes and powers shall not be construed to restrict in
20 any manner the general terms and powers of this corporation, nor
21 shall the expression of one thing be deemed to exclude another,
22 although it be of like nature. The enumeration of objects or pur-
23 poses herein shall not be deemed to exclude or in any way limit by
24 inference any powers, objects, or purposes which this corporation is
25 empowered to exercise, whether expressly by force of the laws of the
26 State of Idaho, now or hereafter in effect, or impliedly by any
27 reasonable construction of said law.

28 V.

29 In furtherance, and not in limitation of the powers conferred
30 by statute, the Board of Directors is expressly authorized:

31 To make and alter by-laws of this corporation, to fix the
32 amount to be reserved as working capital over and above its capital.

1 stock paid in, and to authorize and cause to be executed mortgages
2 and liens upon the real and personal property of this corporation.

3 If the by-laws so provide, to designate two or more of its
4 members to constitute an executive committee, which committee shall
5 for the time being, as provided in said resolution or in the by-laws
6 of this corporation, have and exercise any or all of the powers of
7 the Board of Directors in the management of the business and affairs
8 of this corporation, and have power to authorize the seal of this
9 corporation to be affixed to all papers which may require it.

10 Pursuant to the affirmative vote of the holders of at least
11 a majority of the stock issued and outstanding, having voting powers,
12 given at a stockholders' meeting duly called for that purpose, or
13 when authorized by the written consent of at least a majority of the
14 holders of the voting stock issued and outstanding, the Board of
15 Directors shall have power and authority at any meeting to sell,
16 lease or exchange all of the property and assets of this corporation,
17 including its good will and its corporate franchises, upon such
18 terms and conditions as its Board of Directors deems expedient and
19 for the best interest of the corporation.

20 This corporation may in its by-laws confer powers upon its
21 directors in addition to the foregoing, and in addition to the
22 powers and authorities expressly conferred upon them by statute.

23 VI.

24 The capital stock of this corporation shall be TWENTY-FIVE
25 THOUSAND DOLLARS (\$25,000.00), divided into twenty-five hundred
26 shares at the par value of TEN DOLLARS (\$10.00) per share of stock.
27 No distinction shall exist between the shares of this corporation
28 and all such shares shall have the same rights in the corporation.

29 VII.

30 All or any portion of the capital stock may be issued for cash
31 or in payment for real or personal property, services, or any
32 other right or thing of value, for the uses and purposes of the

1 corporation, and when so issued shall become and be fully paid, the
2 same as though paid for in cash at par; and the directors shall be
3 the sole judges of the value of any property, right or thing
4 acquired in exchange for capital stock.

5 VIII.

6 From time to time the capital stock may be increased according ✓
7 to law, and may be issued in such amounts and proportions as shall
8 be determined by the Board of Directors, and as may be permitted by
9 law.

10 IX.

11 The name and postoffice address of each of the incorporators
12 and a statement of the number of shares subscribed for by each, is
13 as follows:

14	NAME:	ADDRESS:	NO. SHARES	AMOUNT
15	BERT H. MORRIS,	Grangeville, Idaho	1	\$ 10.00
16	CAROLYN J. MORRIS	Grangeville, Idaho	1	10.00
17	WILLIAM J. DEE	Grangeville, Idaho	1	10.00

18 This corporation reserves the right to amend, alter, change or
19 repeal any provisions contained in this Certificate of Incorporation
20 in the manner now or hereafter prescribed by statute, and all ✓
21 rights conferred upon stockholders herein are granted, subject to
22 this reservation.

23 X.

24 The private property of the stockholders shall not be subject
25 to the payment of the corporate debts to any extent whatsoever.

26 WE, THE UNDERSIGNED, being each one of the original subscribers
27 to the capital stock hereinbefore named for the purpose of forming
28 a corporation to do business both within and without the State of
29 Idaho, and in pursuance of the laws of the State of Idaho, do make
30 and file these Articles of Incorporation, hereby declaring and
31 certifying that the facts herein stated are true, and we respectfully
32

WILLIAM J. DEE
ATTORNEY AT LAW
GRANGEVILLE, IDAHO

1 agree to take the number of shares of stock hereinbefore set
2 opposite our names and accordingly have hereunto set our hands and
3 seals this 24th day of October, 1966.

4
5 Bert H. Morris
BERT H. MORRIS

6
7 Carolyn J. Morris
CAROLYN J. MORRIS

8
9 William J. Dee
WILLIAM J. DEE

10 STATE OF IDAHO)
11) ss.
12 County of Idaho)

13 On this 24th day of October, 1966, before me, the under-
14 signed Notary Public in and for said county and state, personally
15 appeared BERT H. MORRIS, CAROLYN J. MORRIS and WILLIAM J. DEE, known
16 to me to be the persons who executed the within and foregoing
17 Articles of Incorporation of MORRIS DISTRIBUTING CO., and severally
18 acknowledged to me that they executed the same in triplicate.

19 IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
20 official seal in the day and year in this certificate first above
21 written.

22 (SEAL)

23 Norma D. Wemhoff
Notary Public in and for
the State of Idaho;
Residing at Grangeville,
therein.

24 My commission expires Oct 7 1969