

State of Idaho



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

SANDERS AND BANNON COMPANY, INC.

was filed in the office of the Secretary of State on the **First** day of **February**, A.D. One Thousand Nine Hundred **Sixty-two** and duly recorded on Film No. **114** 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 **First** day of **February**, A.D., 19**62**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
SANDERS AND BANNON COMPANY, INC.

The undersigned natural persons of the age of twenty-one years or more, and citizens of the United States of America, acting as incorporators of a corporation (hereinafter referred to as the "Corporation"), under the provisions of the Idaho Business Corporation Act (hereinafter referred to as the "Act"), adopt Articles of Incorporation and certify as follows:

ARTICLE I.

Name

The name of this Corporation is "SANDERS AND BANNON COMPANY, INC."

ARTICLE II.

Purposes and Powers

Section 1. The purposes for which the Corporation is organized are as follows:

Clause (a). General Purposes. To engage in the hearing aid business at retail and wholesale, and in connection therewith to sell, service and repair hearing aid devices of any and all kinds.

Clause (b). Ancillary Purposes. To do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinabove set forth, and to do all other things incident thereto or connected therewith, which are not forbidden by the Act, by other law, or by these Articles of Incorporation.

Clause (c). To Carry Out Such Purposes in Other States. To carry out the purposes hereinabove set forth in any state, territory, district

or possession of the United States, or in any foreign country, to the extent that such purposes are not forbidden by the law of such state, territory, district or possession of the United States, or by such foreign country; and in the case of any state, territory, district or possession of the United States, or any foreign country, in which one or more of such purposes are forbidden by law, to limit the purpose or purposes which the Corporation proposed to carry on in such state, territory, district or possession of the United States, or foreign country, to such purpose or purposes as are not forbidden by the law thereof in any certificate for application to do business in such state, territory, district or possession of the United States, or foreign country.

Section 2. Statutory Powers . The Corporation shall have and exercise the statutory powers specified in Section 30-114, Idaho Code.

Section 3. Additional Powers . In furtherance and not in limitation of the powers conferred by the laws of the State of Idaho upon corporations organized for the foregoing purposes, the Corporation shall have the following additional powers:

Clause (a). Directly, or through ownership of stock in any corporation, to purchase, lease, exchange or otherwise acquire real estate and property, either improved or unimproved, and any interest therein; to own, hold, control, maintain, manage, and develop the same; to erect, construct, maintain, improve, rebuild, enlarge, alter, manage, operate and control all kinds of buildings, offices, warehouses, mills, shops, factories, machinery, and plants, and all structures and erections of any description on any lands owned, held, or leased by the Corporation, or upon any other lands; to lease or sublet offices, and other

space in such building or buildings, and to sell, lease, sublet, mortgage, exchange, assign, transfer, convey, pledge or otherwise alienate or dispose of any of such real estate and property, and any interest therein.

Clause (b). Directly, or through ownership in any corporation, to purchase or otherwise acquire, hold, manufacture, sell, exchange, mortgage, pledge hypothecate, deal in and dispose of hearing aid devices, machinery, implements, equipment, accessories, parts and supplies and other personal and real property of every kind, and any interest therein.

Clause (c). To purchase or otherwise acquire, hold, sell, exchange, pledge, hypothecate, underwrite, deal in and dispose of stocks, bonds, notes, debentures, or other evidences of indebtedness and obligations and securities of any corporation, company, association, partnership, syndicate, entity or person, domestic or foreign, or of any domestic or foreign state, government, or governmental authority or of any political or administrative subdivision or department thereof, and certificates or receipts of any kind representing or evidencing any interest in any such bonds, stocks, notes, debentures, evidences of indebtedness, obligations or securities; to issue its own shares of stock, bonds, notes, debentures or other evidences of indebtedness and obligations and securities, certificates or receipts purchased or acquired by it; and, while the owner or holder of any such stocks, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates or receipts, to exercise all the rights of ownership in respect thereof; and, to the extent now or hereafter permitted by law, to aid by loan, subsidy, guaranty or otherwise,

those issuing, creating, or responsible for any such stocks, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates or receipts.

Clause (d). To purchase, or otherwise acquire, hold, exchange, pledge, hypothecate, sell, deal in, and dispose of mortgages covering any kind of property, tax liens, and transfers of tax liens on real estate.

Clause (e). To borrow or raise moneys for any of the purposes of the Corporation, and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute, issue and grant promissory notes, drafts, bills of exchange, warrants, options, bonds, debentures and other negotiable or non-negotiable instruments, evidences of indebtedness and agreements; to secure the payment thereof and of the interest thereon and the performance thereof by mortgage upon, or pledge, conveyance, or assignment in trust of, the whole or any part of the assets of the Corporation, whether at the time owned or thereafter acquired; and to sell, pledge or otherwise dispose of such securities or other obligations of the Corporation for its corporate purposes.

Clause (f). To purchase or otherwise acquire, undertake, carry on, improve or develop, all or any of the business, good will, rights, assets and liabilities of any person, firm, association or corporation carrying on any kind of business of a similar nature to that which this Corporation is authorized to carry on, pursuant to the provisions of this certificate; and to hold, utilize and in any manner dispose of the rights and property so acquired.

Clause (g). To make any guaranty respecting dividends, stocks, securities, indebtedness, interest, contracts or other obligations so far as the same may be permitted to be done by corporations organized under the Act.

Clause (h). To enter into any lawful arrangements for sharing profits, union of interest, reciprocal concession, or cooperations, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, in the carrying on of any business which the corporation is authorized to carry on or any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of the Corporation.

Clause (i). To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government or governmental authority, or of any political, or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel or rescind any such contracts.

Clause (j). To exercise all or any of the corporate powers and to carry out all or any of the purposes, enumerated herein or otherwise granted or permitted by law, while acting as agent, nominee, or attorney in fact for any persons or corporations, and to perform any service under contract or otherwise for any corporation, joint stock company, association, partnership firm, syndicate, individual or other entity, and in such capacity or under such arrangement, to develop, improve, stabilize, strengthen, or extend the property or commercial interests thereof, and to aid, assist or participate in any lawful enterprises in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the Act.

Clause (k). To purchase the Corporation's own capital stock, using the Corporation's surplus earnings or accumulated profits at any time,

as the Board of Directors may determine, and the Corporation's capital stock so purchased may, if the Directors so determine, be held in the Treasury as its treasury stock, to be thereafter disposed of in such manner as the Directors may deem proper.

ARTICLE III.

Period of Duration

The period of duration of the Corporation is perpetual.

ARTICLE IV.

Registered Office

The location of the Corporation's registered office in this state is Boise, Ada County, State of Idaho.

ARTICLE V.

Authorized Shares

Section 1. Number. The total authorized number of shares which the Corporation shall have authority to issue is 10,000 shares of common stock. The aggregate par value of said shares is \$10,000.00, and the par value of each share is \$1.00.

Section 2. Dividends. The holders of the capital stock shall be entitled to receive, when and as declared by the Board of Directors, out of the unreserved surplus of the Corporation, as permitted by the Act, dividends payable either in cash, in property, or in shares of the capital stock of the Corporation.

Section 3. Stock Non-Assessable. The private property of the stockholders of this Corporation shall not be subject to the payment of the corporate debts to any extent whatsoever, and shares of the Corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the Corporation.

Section 4. Voting Power. The entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the common stock, who shall be entitled to one vote for each share of common stock held by them of record.

ARTICLE VI.

Incorporators

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

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>
Barbara G. Sanders	2520 South Roosevelt, Boise, Idaho	1
Robert A. Bannon	118 N. 5th Street, Boise, Idaho	1
Marjorie Beattie	603 Allumbaugh, Boise, Idaho	1

ARTICLE VII.

Interest of Directors in Contracts

Any contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any firm of which one or more of its Directors are members or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its Directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors of the Corporation, which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors, and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the Directors present, such interested Director or Directors to be counted in determining whether a quorum is present, and in calculating the majority

necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE VIII.

Board of Directors

The initial Board of Directors shall consist of three (3) members. The number of Directors may be increased or decreased from time to time (but not below three members) by amendment of the By-Laws, but no decrease shall have the effect of shortening the term of any incumbent Director. In the absence of a By-Law fixing the number of Directors, the number shall be three (3).

ARTICLE IX.

Amendment of By-Laws

The power to alter, amend or repeal the Code of By-Laws, or to adopt a new Code of By-Laws for the government of this Corporation, shall be vested in the Board of Directors. The Code of By-Laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the Act or these Articles of Incorporation.

IN WITNESS WHEREOF, We have hereunto set our hands and seals
this 1st day of February, 1962.

Barbara L. Sanders
Robert A. Benson
Marjorie Beattie

STATE OF IDAHO)
) ss
County of Ada)

On this 12 day of February, 1962, before me, the undersigned, a Notary Public in and for said state, personally appeared BARBARA G. SANDERS, ROBERT A. BANNON and MARJORIE BEATTIE, known to me to be the persons whose names are subscribed to the within 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.

Paul B. Emms
Notary Public for Idaho
Residing at Boise, Idaho