

97297

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

M.M. AND C. DISTRIBUTING CORPORATION

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 the above named corporation, 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: January 09, 1992



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Sheryl Delves*

Corporation Clerk

# ARTICLES OF INCORPORATION

OF

JUN 9 3 28 PM '92

SECRETARY OF STATE

## M.M. AND C. DISTRIBUTING CORPORATION

We the undersigned natural persons acting as Incorporators of the corporation under the Idaho Business Corporation Act adopt the following Articles of Incorporation for such corporation.

### ARTICLE 1

Name. The name of the corporation (hereinafter called "Corporation") is M.M. and C. DISTRIBUTING CORPORATION.

### ARTICLE 2

Period of Duration. The period of duration of the Corporation is perpetual.

### ARTICLE 3

Purposes and Powers. The purpose for which this Corporation is organized is to engage in the business of investing in products and all forms and nature of investments that are legal in any state in the United States or in any country in the world, and initially specializing in Skin Protection products.

### ARTICLE 4

Capitalization. The corporation has one class of stock, consisting of COMMON stock. The Corporation is authorized to issue Twenty-Five Thousand (25,000) shares of COMMON voting stock. Each share of COMMON stock is entitled to one vote. There is \$1.00 par value on each share of common stock. In the event of bankruptcy or dissolution of the corporation, the preferred stockholders would be paid first, and any remaining assets would be divided equally between the outstanding common shares. Fully paid stock of this Corporation shall not be liable for further call or assessment. The authority to further define the relative rights of each type stock shall remain with the Board of Directors.

### ARTICLE 5

Initial Registered Office and Initial Registered Agent. The address of the initial registered office of the Corporation is 6041 Oreana Drive, Boise, Idaho and the initial registered agent of the corporation at that address is Ronald L. Marsden.

## *ARTICLE 6*

**Directors.** The corporation shall be governed by a Board of Directors consisting of no less than two (2) and nor more than fifteen (15) directors. Directors need not be stockholders in the corporation but shall be elected by the stockholders of the Corporation. The number of Directors constituting the initial Board of Directors is two (2) and the name and post office address of the persons who shall serve as Directors until their successors are elected and qualified are:

Ronald L. Marsden &  
Carol L. Marsden  
6041 Oreana Drive  
Boise, Idaho 83709

Oren Carter  
3705 Oxbow Way  
Boise, Idaho 83704

## *ARTICLE 7*

**Incorporators.** The name and post office address of each incorporator is:

Ronald L. Marsden &  
Carol L. Marsden  
6041 Oreana Drive  
Boise, Idaho 83709

Oren Carter  
3705 Oxbow Way  
Boise, Idaho 83704

## *ARTICLE 8*

**Preemptive Rights.** Shareholders of the corporation shall have preemptive rights to acquire unissued and/or treasury shares of the stock of the corporation.

## *ARTICLE 9*

**Voting of Shares.** Each outstanding share of common stock of the Corporation shall be entitled to one vote on each matter submitted to a vote at the meeting of the stockholders. Each stockholder shall be entitled to vote his or its shares in person or by proxy, executed in writing by such stockholder, or by his duly authorized attorney-in-fact. At each election of Directors, every stockholder entitled to vote in such election of Directors shall have the right to vote in person or by proxy the number of shares owned by him or it for as many persons as there are directors to be elected and for whose election he or it has the right to vote, but the shareholder shall have no right to accumulate his or its votes with regard to such election.

ACKNOWLEDGEMENT

Ronald L. Marsden  
Ronald L. Marsden

Oren Carter  
Oren Carter

Carol L. Marsden  
Carol L. Marsden

STATE OF IDAHO    }  
                              } ss  
COUNTY OF        }

On the 9 day of <sup>JANUARY 1992</sup>~~December 1991~~ personally appeared before me Ronald L. Marsden, Carol L. Marsden and Oren Carter and duly acknowledge to me that they are the persons who signed the forgoing instrument as incorporators and that they have read the foregoing instrument and know the contents thereof and that the same is true of their own knowledge except as to those matters upon which they operate on information and belief and as to those matters believe them to be true.

Ronald E. Heffer  
Notary Public

MY COMMISSION EXPIRES

1-16-97

Residing in Boise