



## Department of State.

### CERTIFICATE OF INCORPORATION

**LOUIS L. CLAFF**

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

**THE BIG TOOL, INC.,**

was filed in the office of the Secretary of State on the **Seventh** day  
of **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  
**unlimited existence** from the date hereof, with its registered office in this State located at  
**Caldwell,** in the County of **Canyon.**

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 **7th** day of **October**,  
A.D., 19**66**.

Secretary of State.

1                                   ARTICLES OF INCORPORATION  
2   OF  
3                                   THE BIG TOOL, INC.  
4                                   

---

5           WE, THE UNDERSIGNED natural persons of the age of 21 years or  
6 more, a majority of whom are residents of the State of Idaho and the United  
7 States of America, do hereby voluntarily associate ourselves for the purposes  
8 of forming a private corporation under the laws of the State of Idaho. We here-  
9 by set forth, declare and certify that:

10           I. The name of this corporation is THE BIG TOOL, INC.

11           II. The purposes of this corporation are:

12                   (1) To engage in the business of buying, selling, distributing,  
13 and otherwise dealing, selling at wholesale and retail, in industrial tools,  
14 industrial supplies, industrial hardware, electric motors and parts, general  
15 hardware, general tools and supplies, general merchandise including paints  
16 and painting supplies, but not excluding any other articles of merchandise  
17 sometimes dealt in by hardware establishments, and such other and further  
18 objects as may be necessary and incidental to the carrying on of such business,  
19 including the buying and owning of the necessary tools and equipment for the  
20 business and the buying, leasing, holding, releasing, selling, and conveying  
21 the real estate necessary or proper in connection with the business.

22                   (2) To engage in other forms of business relating to the industrial  
23 hardware and to the general hardware business.

24                   (3) To transact the business of investing on behalf of itself or  
25 others, any part of its capital and such additional funds as it may obtain or  
26 any interest therein, either as tenants in common or otherwise, and selling  
27 or otherwise disposing of the same, or any part thereof, or any interest  
28 therein.

29                   (4) To appoint such officers, employees and agents as the  
30 business of the corporation may require and to allow them compensation.

31                   (5) To issue shares and admit shareholders, and to engage in  
32 all transactions incident to the same.

1           (6) To engage in any activity or to do anything with the objects  
2 and purposes hereinbefore mentioned that may be necessary or proper to  
3 accomplish successfully or promote the said objects and purposes. The fore-  
4 going clauses, by reason of the specific enumeration of powers, shall not be  
5 held to restrict the power of the corporation to do any of the things within the  
6 purview of its general powers.

7           (7) To have succession by its Corporate name so long as this  
8 Corporation may exist.

9           III. That the duration of the Corporation is unlimited.

10          IV. The location and post office address of the registered office of the  
11 Corporation in the State of Idaho is 502 Main Street, Caldwell, Idaho.

12          V. That the Board of Directors shall consist of three (3) directors,  
13 at least one of whom must be a shareholder in this Corporation and that said  
14 directors shall be elected for a term of two (2) years.

15          VI. That the total authorized number of par value shares is Five  
16 Hundred (500). The aggregate par value of the total authorized number of par  
17 value shares is Fifty Thousand (\$50,000.00) Dollars.

18          VII. The stock of the Corporation is divided into Five Hundred (500)  
19 shares of common stock, the par value of each shall be One Hundred (\$100.00)  
20 Dollars, and such stock shall be non-assessable.

21          At every meeting of the shareholders, every holder of the common stock  
22 of the Corporation shall be entitled to one vote for each share of common stock  
23 standing in his name on the books of the Corporation. At each election of  
24 directors, every holder of the common stock of the Corporation shall have the  
25 right to vote, in person or by proxy, the number of shares owned by him for  
26 as many persons as there are directors to be elected and for whose election  
27 he has a right to vote, or to cumulate his votes by giving one candidate as  
28 many votes as the number of such directors multiplied by the number of his  
29 shares shall equal, or by distributing such votes on the same principle among  
30 any number of such candidates.

31          VIII. The name and post office address of each of the incorporators  
32 and the number of common stock shares for which each subscribes is as

1 follows:

2	<u>Name</u>	<u>Address</u>	<u>No. Shares</u>
3	Robert M. Campbell	Route 2, Box 45, Parma,	1
4		Idaho	
5	Bob G. Lee	2120 Terrace Drive	1
6		Caldwell, Idaho	
7	Wm. J. Brauner	P. O. Box 130, Caldwell,	1
8		Idaho	

9 IN WITNESS WHEREOF, We, the undersigned, being each of the origi-  
10 nal subscribers to the capital stock hereinbefore named, for the purpose of  
11 forming a corporation to do business both within and without the State of Idaho,  
12 and in pursuance of the Corporation laws of the State of Idaho, do make and file  
13 these Articles, hereby declaring and certifying that the facts herein stated are  
14 true, and do respectively agree to take the number of shares of stock herein-  
15 before set forth, and accordingly have hereunto set our hands and seals this  
16 4th day of October, 1966.

17 Robert M Campbell  
18 Robert M. Campbell  
19 Bob G. Lee  
20 Bob G. Lee  
21 Wm. J. Brauner  
22 Wm. J. Brauner

23 STATE OF IDAHO )  
24 ) ss.  
25 County of Canyon

26 On this 7<sup>th</sup> day of October, 1966, before me, the undersigned, a  
27 Notary Public in and for said State, personally appeared Robert M. Campbell,  
28 Bob G. Lee and Wm. J. Brauner, known to me to be the persons whose names  
29 are subscribed to the foregoing instrument, and acknowledged to me that  
30 they executed the same.

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

Wm. J. Brauner  
Notary Public for Idaho  
Residing at Caldwell, Idaho