

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

F. W. KAUPHUSMAN, INC.

was filed in the office of the Secretary of State on the **20th** day of **October** A.D., One Thousand Nine Hundred **seventy-one** and ~~will be~~ ^{duly recorded on} ~~File No.~~ ^{Microfilm} 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, Idaho** 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 **20th** day of **October**, A.D., 19 **71**.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

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CL. STATE

ARTICLES OF INCORPORATION

OF

F. W. KAUPHUSMAN, INC.

KNOW ALL MEN BY THESE PRESENTS:

WE, THE UNDERSIGNED, BEING THREE OR MORE NATURAL PERSONS OF FULL AGE, ALL OF WHOM ARE CITIZENS OF THE UNITED STATES OR ITS TERRITORIES OR POSSESSIONS, HEREBY ASSOCIATE OURSELVES TOGETHER FOR THE PURPOSE OF FORMING A PRIVATE CORPORATION UNDER THE LAWS OF THE STATE OF IDAHO AND DO HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION.

I

The name of this corporation shall be:

F. W. KAUPHUSMAN, INC.

II

The term of existence of this corporation shall be perpetual.

III

The registered office of this corporation in the State of Idaho, shall be located in the City of Boise, County of Ada, State of Idaho, and the post office address of such registered office shall be Boise, County of Ada, State of Idaho.

IV

The total authorized stock of this corporation shall be divided into one hundred (100) shares, which shall be common stock and which shall be issued with a par value of One hundred Dollars (\$100) per share. The shares of stock with or without nominal or par value may be increased and sold from time to time by the corporation for such consideration and upon such terms as may from time to time be fixed by the Board of Directors, without action by the shareholders. Such units shall be non-assessable and shall have equal voting rights and other powers.

V

The Board of Directors of this corporation shall consist of at least three (3) members and not more than seven (7) members, and all of the powers of this corporation are hereby conferred upon such directors insofar as such powers may lawfully be vested in and exercised by such a Board.

VI

This corporation hereby reserves the right to amend, alter change or repeal any provision of these Articles of Incorporation in the manner now provided, or which may hereinafter be provided by law, and all rights, privileges and powers by the Articles are so conferred, subject to this reservation.

VII

This corporation proposes to engage in and carry on and shall have the power to engage in and carry on certain businesses and enterprises and shall have and exercise certain rights and powers as follows:

(1) To sell, distribute at wholesale and retail, electrical supplies and appliances and the replacement parts for same, and in every other way to operate a retail and wholesale establishment, including every description of retail or wholesale activity, and to engage in such endeavor as any natural person may or could do which may be of advantageous purpose for the corporation and which can be lawfully done under the laws of the State of Idaho.

(2) To manufacture, purchase, or otherwise acquire, own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares, and merchandise and real and personal property of every class and description.

(3) In furtherance, and not in limitation of the powers hereinbefore conferred upon this corporation, such corporation shall be further empowered to do all and singular any of these things; to perform any act and to engage in any enterprise or transaction which may be necessary, suitable or convenient in the exercise of any power or right herein provided for said corporation or conferred upon it by the laws of the State of Idaho, or by the principles of the common law, including and not excluding mercantile businesses, mercantile agencies, or any other businesses that the said corporation may desire to engage in which are not prohibited by law.

VIII

The amount of capital stock actually subscribed is three (3) shares, which have been subscribed at their par value, and following are the names and places of residence of each of the incorporators who have subscribed to said stock:

<u>Name</u>	<u>Address</u>	<u>Number of Shares</u>
Francis W. Kauphusman	2824 McKinney Street Boise, Idaho	1
Rosemary L. Kauphusman	2824 McKinney Street Boise, Idaho	1
Fred J. Kauphusman	326 W. Pine Meridian, Idaho	1

IX

The Secretary-Treasurer does not have to be a stockholder of the corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals to this instrument, which was executed in triplicate, this 29th day of September, 1971.

Francis W. Kauphusman

Rosemary L. Kauphusman

F J Kauphusman

STATE OF IDAHO)
) SS.
County of Ada)

On this 29th day of September, 1971, before me, the undersigned, a Notary Public in and for said State, personally appeared FRANCIS W. KAUPHUSMAN, ROSEMARY L. KAUPHUSMAN, and FRED J. KAUPHUSMAN, known to me to be the persons whose names are subscribed to the within and foregoing instrument and acknowledge to me that they executed the same.

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

John W. Davis
Notary Public for Idaho
Residing at Boise, Idaho