



CERTIFICATE OF INCORPORATION  
OF

C. & T. INCORPORATED

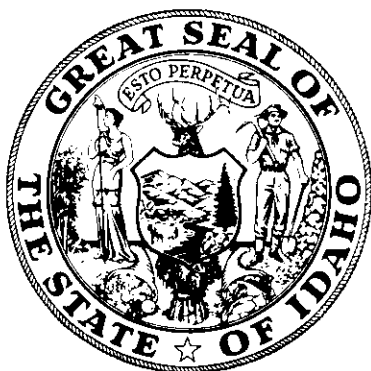
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

C. & T. INCORPORATED

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: **April 4, 1984**



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: \_\_\_\_\_

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SECRETARY OF  
STATE

ARTICLES OF INCORPORATION

OF

C. & T. INCORPORATED

KNOW ALL MEN BY THESE PRESENTS: THAT WE, THE UNDERSIGNED, BEING NATURAL PERSONS OF FULL AGE AND CITIZENS OF THE UNITED STATES OF AMERICA, IN ORDER TO FORM A CORPORATION FOR THE PURPOSES HEREINAFTER STATED PURSUANT TO THE LAWS OF THE STATE OF IDAHO, DO HEREBY SIGNIFY AS FOLLOWS:

#### ARTICLE I

THAT THE NAME OF THE CORPORATION SHALL BE C. & T. INCORPORATED.

THE PURPOSES AND OBJECTS FOR WHICH THE CORPORATION IS FORMED ARE:

A. TO ENGAGE IN AND DEVELOP, MANUFACTURE, MANUFACTURING OF BEAUTY AIDS, WHOLESALE, RETAIL, RESEARCH AND DEVELOPMENT OF NEW PRODUCTS, SETTING UP AND OPERATION OF BEAUTY SHOPS, NAIL SCULPTURE, COSMETICS, COSMETOLOGIST, COSMETOLOGY, BOTTLING, ASSEMBLING, MERCHANDISING, PACKAGING, PROCESSING, DISTRIBUTING, WAREHOUSING, SHIPPING OF PRODUCTS, TOGETHER WITH ANY AND ALL NECESSARY ACTIVITIES RELATING THERETO.

B. TO APPOINT AGENTS, SUB-AGENTS AND SALESMEN AND TO RENT, LEASE, AND OR SELL TERRITORIAL RIGHTS, TO SELL AND DISTRIBUTE ANY AND ALL PRODUCTS AND ENTER INTO ALL NECESSARY CONTRACTS WITH AGENTS, SUB-AGENTS, SALESMEN AND DEALERS.

C. TO ENTER INTO, MAKE, PERFORM, AND CARRY OUT CONTRACTS AND OBLIGATIONS OF ANY TYPE OR KIND WITH ANY PERSON, FIRM, ASSOCIATION, OR CORPORATION ESSENTIAL, NECESSARY, OR PROPER TO THE TRANSACTION OF ITS ORDINARY AFFAIRS OR FOR THE PURPOSES OF THE CORPORATION.

D. TO BORROW MONEY OR OTHERWISE INCUR INDEBTEDNESS WITHOUT LIMIT AS TO THE AMOUNT AND TO DRAW, MAKE, ACCEPT, ENDORSE, TRANSFER, GUARANTEE, EXECUTE, AND ISSUE NOTES, CHECKS, DRAFTS, BILLS OF

exchange, negotiable instruments or all other instruments for the payment of money, negotiable or non-negotiable, and whether secured or unsecured.

E. To purchase and sell its own stock so far as the same may be done without impairing the capital of the corporation, except as otherwise permitted by law and to hold, pledge and reissue shares of its own capital stock, that such stock so acquired and held shall not be entitled to vote or to receive dividends.

F. To have, exercise, and enjoy all of the powers now or hereafter granted to corporations organized under the laws of the State of Idaho and particularly all of the powers and privileges granted to corporations by Chapter I of Title 30 of the Idaho Code and any present and/or future amendments thereto, and to do any act of thing necessary or convenient for the transaction of the aforesaid business and/or carrying into effect any and all of the aforesaid objects and purposes and to do all other things incidental thereto which are not forbidden by law or by these Articles of Incorporation.

G. All of the foregoing provisions of this Article II are to be construed both as objects and powers, and it is hereby expressly provided that the enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers to the corporation, provided however, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do any act which corporations formed under the laws of Idaho now or hereafter existing, may not at the time lawfully carry on or do. It is the intention that the purposes, objectives, and powers specified in each of the paragraphs of this Article II of the articles of Incorporation shall, except as otherwise provided, in no wise be limited to or restricted by reference or to inference from the terms of any other clause or paragraph of this article contained or any other provision of these Articles of Incorporation, and it is the intention that the purposes, objects and powers

specified in this Articles of Incorporation shall be regarded as independent purposes, objects, and powers.

#### ARTICLE III

The coporation is to have perpetual existence.

#### ARTICLE IV

The location of the post office address of the registered office of the corporations shall be 635 Park Ave. Suite 179, Idaho Falls, Idaho, Bonneville County, Idaho. *Cindy Beard*

#### ARTICLE V

The amount of the authorized capital stock of this corporation shall be \$25,000.00 divided into 25,000 shares of common stock of the par value of \$1.00 per share.

#### ARTICLE VI

The names and post office addresses of the incorporators *+ directors* and the number of shares subscribed by each are as follows:

<u>Name</u>	<u>Address</u>	<u>No. Shares</u>	<u>Type</u>	<u>Value</u>
Cindy Irene Beard	349 Gustafson Idaho Falls, ID	2,500	Common	\$1.00
Wesley T. Beard	349 Gustafson Idaho Falls, ID	2,500	Common	\$1.00

#### ARTICLE VII

The Board of Directors shall consist of not less than three and no more than seven members.

#### ARTICLE VIII

The power to repeal and amend Bylaws and adopt new Bylaws is hereby conferred upon the directors as well as shareholders to be exercised by such vote so such directors or of the allotted shares as the case may be, not less however, than the majority thereof as may be fixed by the Bylaws.

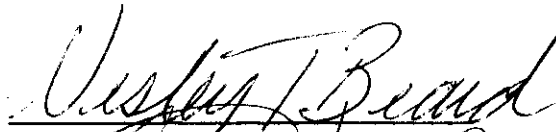
ARTICLE IX

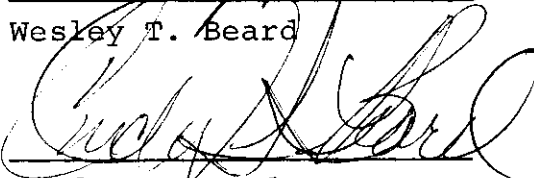
All or any meetings of the shareholders or the Board of Directors may be held within or without the State of Idaho.

ARTICLE X

No contract or other transaction between the corporation and any other porporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and not act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors of or officers of such other corporation; any director individually, or any firm of which such director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaciton of the corporation; provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors, or a majority thereof; and any director of the corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize such contract or transaction, and may vote thereat to authorize such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

IN WITNESS WHEREOF, we have hereunto set our hands and Seals this 19 day of March, 1984.


  
Wesley T. Beard

  
Cindy I. Beard

STATE OF IDAHO                    )  
                                      ) ss.  
County of Bonneville            )

On this 19 day of March, 1984, before me, the undersigned, a Notary Public in and for said state, personally appeared CINDY IRENE BEARD and WESLEY T. BEARD, known to me to be the persons whose names are subscribed to the within instrument and acknowledge 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 the certificate first above written.

  
Notary Public for Idaho  
Residing at Idaho Falls, Idaho  
My commission expires: Life