



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

FRANKLIN ELECTRIC, INC.

was filed in the office of the Secretary of State on the 30th day of December A.D., One Thousand Nine Hundred seventy-six and will be micro-duly recorded on Film No. 1113 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 Cambridge in the County of Washington

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 30th day of December, A.D., 1976.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

1 ARTICLES OF INCORPORATION

2 OF

3 FRANKLIN ELECTRIC, INC.

4 KNOW ALL MEN BY THESE PRESENTS: That we, JOHN W. FRANKLIN,
5 LUCILLE E. FRANKLIN, and GARY FRANKLIN, of Washington County,
6 Idaho, all being citizens of the United States of America, and
7 all being of full age, do, under and in pursuance of the General
8 Incorporation laws of the State of Idaho, do hereby voluntarily
9 associate ourselves together and such other persons as hereafter
10 may become associated with us, into a body politic and corporate,
11 to carry on the business and for the purposes hereinafter named:

12 I.

13 The name of the corporation shall be FRANKLIN ELECTRIC, INC.

14 II.

15 The purposes for which this Corporation is formed are as
16 follows, to-wit:

- 17 (a) To operate, maintain and carry on the business of
18 general electrical and plumbing contracting and mer-
19 chandising, and to deal in parts, appliances, fix-
20 tures, and furniture at retail, and in compliance with
21 the laws of the State of Idaho, County of Washington,
22 and City of Cambridge, Idaho.
- 23 (b) To operate and carry on the business of owning
24 and operating, buying and selling, and maintaining
25 commercial real estate of any kind and nature,
26 in all of its interrelated and allied aspects.
- 27 (c) To have and to use a corporate seal which may be
28 altered at pleasure.
- 29 (d) To receive, acquire, hold, purchase, dispose of,
30 convey, mortgage and/or lease real and personal
31 property; to dispose of, sell, lease, assign,
32 transfer, mortgage and/or convey any rights,
privileges, franchises, real or personal property
of the corporation, other than its franchise of
being a corporation, and to acquire, purchase,
guarantee, hold, mortgage, own, vote, sell,
pledge and/or otherwise dispose of and deal in
shares, bonds, securities and debentures and
other evidences of indebtedness of other corpora-
tions, domestic or foreign.
- (e) To appoint such officers and employees and agents
as the business of the corporation may Require

1 and to allow them compensation.

- 2 (f) To enter into contracts or obligations of any kind
3 or type essential, necessary or proper to the trans-
4 actions of its ordinary affairs or for the purpose
5 of the corporation.
- 6 (g) To conduct business in the State of Idaho or other
7 states and territories of the United States and in
8 foreign countries and to have one or more offices
9 and places of business in or out of the State of
10 Idaho and to acquire, receive, hold, purchase, lease,
11 mortgage, dispose of and/or convey real and
12 personal property situate within or without the
13 State of Idaho.
- 14 (h) To apply for, acquire, hold, use, own, operate,
15 dispose of by sale, or otherwise, mortgage, hypo-
16 thecate, lease and/or sell and grant licenses in
17 respect of patents, trade marks, trade names, inven-
18 tions, improvements, processes, copyrights and
19 licenses therefor.
- 20 (i) To execute, issue, negotiate promissory notes, bills
21 of exchange, bonds, debentures, negotiable instru-
22 ments, securities and other obligations of this
23 corporation, and to secure any of the same by
24 pledge, mortgage, deeds of trust or other hypothe-
25 cation of any/or all of the property of the
26 corporation.
- 27 (j) In connection with the carrying on of the business
28 of the corporation, to lend and advance money, credit,
29 property of the corporation, and to render aid by
30 guarantee or in any other manner gratuitously or
31 on such terms as may seem expedient on open account,
32 secured or unsecured, to any person, firm, association
or corporation.
- (k) To purchase, subscribe for, or to otherwise acquire,
own, manage, hold, use, operate, lease, mortgage,
hypothesize, pledge, exchange, assign, transfer,
sell, or otherwise dispose of immovable and movable
property of every kind and description, including
shares of stock, bonds, indentures, notes, evi-
dences of indebtedness and other securities, con-
tracts or obligations of this or any other corpora-
tion, association or firm, and to pay therefor in
whole or in part in cash or by exchanging therefor
stocks, bonds, or other evidence of indebtedness or
securities of this or any other corporation and to
receive, collect and dispose of the interest, divi-
dends, and income arising from such property and to
possession and exercise in respect thereof all the
rights, powers and privileges of ownership including
all voting powers or any stocks or other securities
so owned, controlled, managed or operated.
- (l) Generally to do any and all things necessary or
proper in carrying on the business of the corpora-
tion and to enter into, make, perform, and carry out
contracts, leases and franchises of every kind and
nature relating to or connected with the business or

1 any phase thereof in which the corporation may be or
2 is from time to time engaged upon, and to do every-
3 thing necessary, proper, or useful for the accomplish-
4 ment of the objectives and principles herein enumera-
5 ted or necessary, proper or convenient to the benefit
6 of the corporation for the furtherance of its
7 business propositions.

8 (m) The foregoing clauses are to be considered as
9 objectives, purposes and powers and the enumeration
10 of specific powers shall not limit or restrict in
11 any manner the powers of the corporation, it being
12 the intention that the objectives and powers speci-
13 fied in this or any other articles herein shall in
14 nowise be limited or restricted by reference to or
15 by inference from the terms of any other article or
16 or clause thereof, but the same may be and is
17 extended thereby.

18 III.

19 The principal place of the transaction of business of this
20 corporation and its post office address and registered office
21 shall be at P. O. Box 126, Cambridge, Idaho, 83610, but the cor-
22 poration may establish and maintain such subordinate and branch
23 offices as may be hereafter decided or determined on by the cor-
24 poration, by or through its Board of Directors, whether in the
25 State of Idaho or such other states or places as from time to
26 time may be decided or determined upon.

27 IV.

28 That the period for which this corporation shall exist
29 shall be perpetually from and after the date of filing these
30 Articles of Incorporation.

31 V.

32 The total authorized capital stock of this corporation
shall be ONE HUNDRED THOUSAND DOLLARS (\$100,000.00) divided into
ONE THOUSAND (1000) shares of the par value of ONE HUNDRED DOLLARS
(\$100.00) each per share, all of equal classification without
priority one over the other and fully paid and non-assessable.

33 VI.

The names and post office addresses of each of the incor-
porators and the number of shares subscribed by each

1 subscriber and the par value thereof is as follows:

2	<u>NAME</u>	<u>P.O. ADDRESS</u>	<u>NO. SHARES</u>	<u>PAR VALUE</u>
3	John W. Franklin	P.O. Box 126 Cambridge, Idaho 83610	1	\$100.00
4	Lucille E. Franklin	P.O. Box 126 Cambridge, Idaho 83610	1	\$100.00
5	Gary Franklin	P.O. Box 126 Cambridge, Idaho 83610	1	\$100.00

8 VII.

9 The manner, time and place of holding the general annual
10 meeting, adjourned meetings and special meetings of the stock-
11 holders and of the directors of this corporation, and the number
12 of directors of the corporation and the method of conducting
13 the business of this corporation, shall be provided by the By-
14 Laws hereinafter to be adopted by this corporation.

15 IN WITNESS WHEREOF, the undersigned have hereunto set their
16 hands and seals on the 22nd day of December, 1976.

17 John W. Franklin
18 John W. Franklin

19 Lucille E. Franklin
20 Lucille E. Franklin

21 Gary Franklin
22 Gary Franklin

23 STATE OF IDAHO)
24) ss

25 County of Washington)

26 On this the 22nd day of December, 1976, before me,
27 the undersigned, a Notary Public in and for said county and
28 state, personally appeared JOHN W. FRANKLIN, LUCILLE E. FRANKLIN,
29 and GARY FRANKLIN, known to me to be the persons whose names
30 are subscribed to the above and foregoing Articles of Incorpora-
31 tion, of FRANKLIN ELECTRIC, INC., and acknowledged to me that
32 they executed the same.

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

33 Frieda Strong
34 Notary Public for Idaho
35 Residing at Weiser, Idaho