

State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, IRA H. MASTERS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

UNITED PREMIUM ADVERTISING CORPORATION

a corporation duly organized and existing under the laws of **California** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code by filing in this office on the **Second** day of **April**, 19 **55**, a properly authenticated copy of its articles of incorporation, and on the **2nd** day of **April** 19 **55**, a designation of **Frank Martin, Jr.**, in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **2nd** day
of **April**, A.D. 19 **55**

Secretary of State.

STATE OF CALIFORNIA
GREAT SEAL OF THE STATE OF CALIFORNIA
DEPARTMENT OF STATE

To all to whom these presents shall come, Greetings:

I, FRANK M. JORDAN, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the Record on file in my office, of which it purports to be a copy, and that the same is full, true and correct.

IN TESTIMONY WHEREOF, I, FRANK M. JORDAN,
Secretary of State, have hereunto caused the
Great Seal of the State of California to be
affixed and my name subscribed, at the City
of Sacramento, in the State of California,
this 29th day of March, 1955.

FRANK M. JORDAN
Secretary of State

(SEAL)

By s/ _____
Assistant Secretary of State

ENDORSED FILED

In the office of the Secretary of State
of the State of California

Jan 5-1955

Frank M. Jordan, Secretary of State

By Stacy H. Aspey
Deputy

ARTICLES OF INCORPORATION

OF

UNITED PREMIUM ADVERTISING CORPORATION

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the Laws of the State of California.

AND WE HEREBY CERTIFY:

1. That the name of said Corporation shall be UNITED PREMIUM ADVERTISING CORPORATION.

2. That the primary business in which the Corporation intends initially to engage is:

To own, purchase, lease, sublet, operate, maintain, assign and supervise franchises, concessions, businesses and agencies of and for the sale, distribution, consignment, installation, servicing, designing, development and promotion of trading stamps, gift coupons, premium advertising and sales stimulation programs, devices and plans.

As subsidiary to and in connection with the foregoing from time to time the Corporation may:

Take, purchase, hire, lease or otherwise acquire real and personal property and any interests therein, whether situated in the State of California or elsewhere, and to own, use, hold, sell, mortgage, exchange, control, maintain, manage, operate, improve, repair, develop and otherwise deal with the same; and to do all things necessary and proper for the accomplishment of the aforesaid purposes.

To sell at retail or wholesale any and all kinds of per-

sonal property.

To transact any other kind of business that may be beneficial and desirable to the stockholders of this Corporation and necessary for the purpose of carrying out the objects of this Corporation and not contrary to the Laws of the State of California.

The foregoing clauses shall not be held to limit or restrict in any manner the powers of this Corporation.

To have one or more places of business within the State of California or elsewhere.

3. The principal office for the transaction of the business of the Corporation will be located in the City of Oakland, County of Alameda, State of California.

4. The authorized capital stock of the Corporation shall be One Hundred Thousand Dollars (\$100,000.00), divided into 1,000 shares of common voting stock, each having a par value of \$50.00 each, and 1,000 shares of preferred non-voting participating stock, each having a par value of \$50.00.

All voting powers of the shareholders shall be vested exclusively in the holders of the common stock; the holders of preferred stock shall have no voting powers whatsoever. All shares of stock of all classes and type shall be non-assessable. All dividends declared and issued by the corporation shall be paid in equal amounts per share to the holders of both preferred and common stock. In case of liquidation or dissolution of the corporation, the holders of the preferred stock shall first be entitled to be paid in full at \$50.00 per share and no more, then the holders of common stock shall next be entitled to be paid in full at \$50.00 per share and no more; if any assets shall remain thereafter they shall be divided equally among all shareholders, both of common and preferred stock. This preference upon dissolution shall be the only

preference of the preferred stock.

All and any shares of stock which may be acquired by the corporation may at the option and discretion of the Corporation, be cancelled, held as treasury stock and/or re-issued, provided, however, that any acquisition by the Corporation of its own shares after issue, to be held as treasury stock, shall be purchased from surplus.

If additional preferred shares shall be issued, the holders of the preferred stock at that time outstanding shall, together with the holders of the common stock, have the exclusive right to subscribe in proportion to their holdings for the preferred stock to be issued. If additional common stock shall be authorized, the holders of the common stock at that time outstanding shall have the exclusive right to subscribe in proportion to their holdings for the common stock so to be issued; no holder of the preferred stock shall have any right, pre-emptive or other, to subscribe for any such common stock so to be issued.

5. The number of Directors of the Corporation is three until changed by amendment of the Articles of Incorporation or by a By-Law duly adopted by the Stockholders, and the names and addresses of the persons who are appointed to act as the first Directors are:

Names	Addresses
Herbert R. Kargher	1600 N. 72nd Street Philadelphia, Pa.
Leonard R. Silver	1422 Chestnut Street Philadelphia, Pa.
Irvin M. Kargher	112 Righters Ferry Rd. Bala-Cynwyd, Pa.

6. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors are expressly authorized:

To hold their meetings, to have one or more offices, and to keep the books of the Corporation within, or except as otherwise provided by statute, without the State of California, at such places as may from time to time be designated by them.

To fix, determine from time to time and vary the amount to be reserved as working capital, to determine the times for the declaration and payment and the amount of each dividend on the stock, to determine and direct the use and disposition of any surplus or net profits, and to authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation, provided always that a majority of the whole Board concur therein.

IN WITNESS WHEREOF, We, as Incorporators and named hereinabove as Directors, have hereunto set our hands and seals as such Incorporators and Directors in the County of Philadelphia, State of Pennsylvania, the 26th day of November, in the year of 1954.

Herbert R. Kargher (SEAL)

Irvin M. Kargher (SEAL)

Leonard R. Silver (SEAL)

STATE OF PENNSYLVANIA)
 : ss.
COUNTY OF PHILADELPHIA)

On this 26th day of November, in the year 1954, before me, Emma Moskovitz, a Notary Public in and for the County of Philadelphia, State of Pennsylvania, residing therein, duly commissioned and sworn, personally appeared Herbert R. Kargher, Leonard R. Silver and Irvin M. Kargher, known to me to be the persons described in and whose names are subscribed to the within instrument, and they acknowledged 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 this certificate first above written.

(SEAL)

Emma Moskovitz
Notary Public

My Commission Expires May 14, 1955