



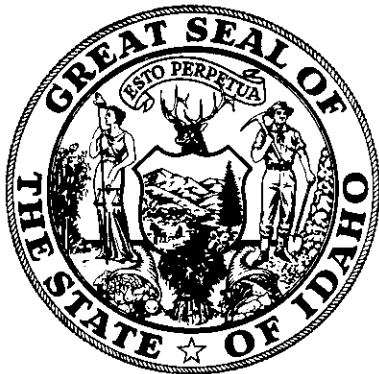
**CERTIFICATE OF INCORPORATION  
OF**

**TOM'S DISTRIBUTING, INC.**

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 the above named corporation, 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: **March 29, 1985**



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SECRETARY OF STATE

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

ARTICLES OF INCORPORATION

OF  
TOM'S DISTRIBUTING, INC.  
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I.

The name of the corporation is TOM'S DISTRIBUTING, INC.

II.

The purposes for which this corporation is formed are:

- (a) To carry on and conduct an agency to provide storage, distribution, sales, service, or any other acts necessary to maintain an operation of this nature.
- (b) To purchase, lease and otherwise acquire, hold, operate, lease, mortgage, convey and otherwise dispose of all kinds of property, both real and personal, both in the State of Idaho and in other states, territories and dependencies of the United States; to purchase the good will, business and all other property of any individual, firm or corporation as a going concern and to assume all its debts, contracts and obligations providing said business is authorized by the powers herein conferred.
- (c) To own, acquire, produce or purchase any and all kinds of real or personal property of whatsoever kind or nature to be used in connection with or for any one of the purposes of this corporation. To own, acquire, build, construct or repair buildings for rental and business purposes and to operate, handle and conduct the same as and for rental and business purposes.

(d) To lend or advance money or to invest money in any corporation, business, association or individual wherever situated or located, with or without security as directed or authorized by the Board of Directors of this corporation.

(e) To borrow money in the purchase or acquisition of property, business, rights or franchises or for additional working capital or for any other object in or about its business or affairs and without limit as to amount; to incur debts and to raise, borrow and secure the payment of money in any lawful manner including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instrument and evidence of indebtedness of all kinds whether secured by mortgage, pledge, deed of trust or otherwise.

(f) To enter into, make and perform and carry out contracts of every sort and kind with any person, firm, association or corporation, municipality, body politic, country, territory, state, government or colony or dependency thereof and without limit as to amount; to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments or evidences of indebtedness, whether secured by mortgage or otherwise, so far as may be permitted by the laws of the State of Idaho.

(g) To endorse, guarantee and secure the payment and satisfaction of the bonds, coupons, mortgages, deeds of trust, debentures, obligations, securities, evidences of indebtedness and the shares of capital stock of other corporations as far as and to the extent that the same may be permissible by the laws relating to domestic corporations of the State of Idaho.

(h) To purchase and otherwise acquire any and all letters patent and similar rights guaranteed by the United States or any other country or government, licenses and the like, or any other interests therein or any inventions which may seem capable of being used for or in the connection with any of the objects or purposes of said corporation and to use, develop, sell and grant licenses in respect to or other interest in the same and otherwise turn the same to account.

(i) To purchase, sell, acquire or otherwise become interested in any stocks, bonds, mortgages, debentures, notes, commercial paper, subscription warrants, voting trust certificates and other securities, choses in action, evidences of indebtedness or other obligations of any nature, whether of domestic or foreign corporations or other body politic or of domestic or foreign corporations, associations, firms, syndicates or individuals by purchase, investment, underwriting, by original subscription, participation in syndicates with others or otherwise and irrespective of whether or not such securities are fully paid or subject to further payment either with a view to investment or for resale or for any other legal and lawful purpose.

(j) To organize or cause to be organized under the laws of the State of Idaho or any other state, district, territory, province or government, a corporation or corporations for the purpose of accomplishing any or all of the objects for which this corporation is organized and to dissolve, wind up, liquidate, merge, or consolidate any such corporation or corporations or to cause the same to be dissolved, wound up, liquidated, merged or consolidated.

(k) To do each and all things herein set forth to the same extent and as fully as natural persons might do or could do in the State of Idaho or in any other state, country or place.

(l) In general, but in connection with the foregoing, said corporation shall have and exercise all the powers conferred by the laws of the State of Idaho, upon business corporations, it being hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner such general powers.

(m) To do each and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.

(n) In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly to promote the interest of the corporation or to enhance the value of its properties; and the performing of all other acts which may be incidental to the proper carrying on of said business.

### III.

The period of existence and duration of the life of this corporation shall be perpetual.

### IV.

The location and post office address of the registered office of this corporation in the State of Idaho shall be 2211 Arlington, Caldwell, Idaho, 83605. The registered agent for the corporation is Thomas J. Haggerty

V.

This corporation is authorized to issue one class of shares of capital stock, to be designated as common stock.

The total number of the shares of the said common stock which this corporation shall be authorized to issue is Ten Thousand (10,000). The aggregate par value of the said shares of common stock in this corporation shall be One Hundred Thousand Dollars (\$100,000.00); the par value of each of the shares of common stock shall be Ten Dollars (\$10.00).

VI.

The names and post office addresses of each of the incorporators of this corporation and the number of shares of the said common stock subscribed by each, are as follows:

<u>NAME AND ADDRESS</u>	<u>SHARES</u>
Thomas J. Haggerty 2211 Arlington Caldwell, Idaho 83605	1
Rita M. Haggerty 2211 Arlington Caldwell, Idaho 83605	1

Each of the persons above named as an incorporator is a natural person of full age and a citizen of the United States of America.

VII.

The capital stock of this corporation shall be non-assessable and the private property of the shareholders in this corporation and shall not be liable for the debts, obligations and liabilities of this corporation.

VIII.

The number of the directors of this corporation shall be at least two (2) and such additional number of directors as may be determined from time to time by the By-Laws of the corporation. The initial incorporators shall also serve as the initial directors.

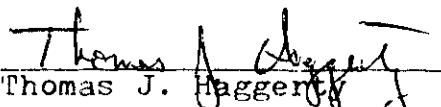
IX.

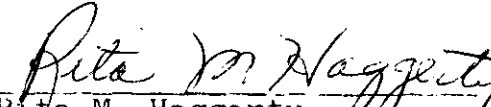
The Board of Directors of this corporation shall have the power to repeal and amend the By-Laws of this corporation and adopt new By-Laws. Such power shall not extend to making or altering any By-Laws, fixing the qualifications, classifications, term of office or compensation of the Board of Directors and this authority shall not be interpreted as taking from the shareholders that power and authority given to them by Section 30-132, Idaho Code.

X.

This corporation shall have power to have offices, conduct its business and promote its objects within and without the State of Idaho, in other States, the District of Columbia, the territories and colonies of the United States, and in foreign countries without restriction as to place or amount; and this corporation shall have the power to hold meetings within or without the State of Idaho as may be determined from time to time by its By-Laws.

IN WITNESS WHEREOF, For the purpose of forming this corporation under the laws of the State of Idaho, we, the undersigned, constituting the incorporators of this corporation, have executed the Articles of Incorporation this 29th day of March, 1985.

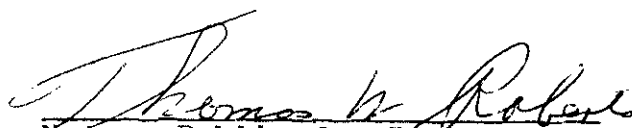
  
Thomas J. Haggerty

  
Rita M. Haggerty

STATE OF IDAHO            )  
                              :   ss.  
County of Canyon        )

On this 29 day of MARCH, 1985, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared THOMAS J. HAGGERTY and RITA M. HAGGERTY, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same. And I further certify that the said incorporators are each and all bona fide residents of the State of Idaho.

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

  
Notary Public for Idaho