

# State of Idaho

## Department of State.

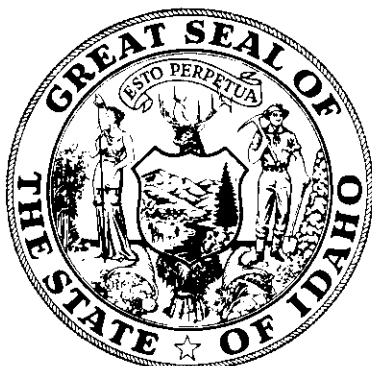
### CERTIFICATE OF AUTHORITY OF

\_\_\_\_\_  
THE SLIMMING COMPANY, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of \_\_\_\_\_  
THE SLIMMING COMPANY, INC.  
\_\_\_\_\_ for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to \_\_\_\_\_  
THE SLIMMING COMPANY, INC.  
\_\_\_\_\_ to transact business in this State under the name \_\_\_\_\_  
THE SLIMMING COMPANY, INC.  
\_\_\_\_\_ and attach hereto a duplicate original of the Application for such Certificate.

Dated February 24, \_\_\_\_\_, 19 82.



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

## APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is THE SLIMMING COMPANY, INC.
2. \*The name which it shall use in Idaho is THE SLIMMING COMPANY, INC.
3. It is incorporated under the laws of Montana
4. The date of its incorporation is July 27, 1981 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 202 South Black, Bozeman, Montana 59715
6. The address of its proposed registered office in Idaho is 300 North 6th Street  
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:  
To engage in the weight loss business.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Georgia J. Monforton</u>	<u>Pres/Dir.</u>	<u>80155 Gallatin Rd., Bozeman, MT 59715</u>
<u>Cheryl D. Rittenbach</u>	<u>V.P./Dir.</u>	<u>1002 Zacharia Ln., Bozeman, MT 59715</u>
<u>Joan L. Smith</u>	<u>Secy/Treas/Dir.</u>	<u>212 Story Hill Rd., Bozeman, MT 59715</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>50,000</u>	<u>Common</u>	<u>No Par Value</u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>255</u>	<u>Common</u>	<u>No Par Value</u>

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated February 3, 19 82

THE SLIMMING COMPANY, INC.

By

Georgia J. Monforton  
Georgia J. Monforton

Its President

and

Joan L. Smith  
Joan L. Smith

Its Secretary

STATE OF Montana )

COUNTY OF Gallatin ) ss:

I, Shelia G. Sinclair, a notary public, do hereby certify that on this 3rd day of February, 19 82, personally appeared before me Georgia J. Monforton, who being by me first duly sworn, declared that he is the President of THE SLIMMING COMPANY, INC.

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

Shelia G. Sinclair  
Notary Public

\*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

SECRETARY OF STATE  
STATE OF MONTANA

**Jim Waltermire**  
Secretary of State

State Capitol  
Helena, Montana 59620

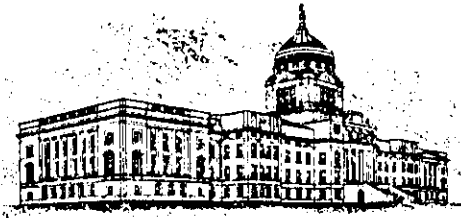
CERTIFICATION

I hereby certify that the attached is a true and complete copy  
of the 6 page document(s) on file in this office.

DATED: February 18, 1982

Jim Waltermire  
SECRETARY OF STATE  
By: Lawrence Hershey  
Deputy

# Office of the Secretary of State



## OF THE STATE OF MONTANA

### CERTIFICATE OF INCORPORATION

I, JIM WALTERMIRE, Secretary of State of the State of Montana, do hereby certify that duplicate originals of Articles of Incorporation for the incorporation of

THE SLIMMING COMPANY, INC.

duly executed pursuant to the provisions of Section 35-1-201, Montana Code Annotated, have been received in my office and found to conform to law.

NOW, THEREFORE, I, JIM WALTERMIRE, as such Secretary of State, by virtue of the authority vested in me by law, hereby issue this Certificate of Incorporation to

THE SLIMMING COMPANY, INC.

and attach hereto a duplicate original of the Articles of Incorporation.

(Great Seal)

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Montana, at Helena, the Capital, this 27th day of July, A.D. 1981.

  
JIM WALTERMIRE  
Secretary of State

283667

STATE OF MONTANA

**FILED**

JUL 27 1981

ARTICLES OF INCORPORATION

OF

THE SLIMMING COMPANY, INC.

JIM WALTERMIRE  
SECRETARY OF STATE

*Jim Waltermire* *Rep*

We, the undersigned, all natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the Montana Business Corporation Act, adopt the following Articles of Incorporation for such Corporation:

FIRST: The name of the Corporation is THE SLIMMING COMPANY, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are:

1. The corporation shall have unlimited power to engage in and to do any lawful act concerning any or all lawful business for which the corporation may be organized under the Montana Business Corporation Act, including, but not limited to, the purposes following.

2. To engage in the business of offering to the public a weight-loss system, consisting of a dietary, nutritional, exercise and motivational program; to establish, maintain, conduct and operate health food markets, grocery stores, bakeries and stores of every kind, nature and description; to purchase, buy, sell, exchange, grow, produce, manufacture, process, market, export, import, handle, store, distribute and otherwise generally deal in any and all articles of food, food products, household products, groceries, health care products, vitamins, food supplements, dairy products, wines, liquors, beverages of all kinds, meat and meat products, vegetables and vegetables products, provisions, product, poultry, fish, game, and food supplies of all kinds, both at wholesale and retail, and acquire, construct, maintain, operate, buy, sell and deal in stores selling such goods, wares and merchandise; to acquire, construct, establish, maintain, operate or sell or dispose of factories, plants, warehouses, dairy plants, creameries, machinery and equipment, markets, stores, depots and gathering and delivery systems for such purposes.

3. To buy, sell, exchange, let for hire, and deal in, at wholesale or retail and as principal or agent, exercise devices and equipment of all kinds; ammunitions; fishing rods, tackle and bait; boats and canoes; ice boats; snowshoes; skates; sleds; electrical goods; cultery; compasses; tents; decoys; blankets; footwear, headwear, clothing; goods, supplies and equipment of all kinds for hunters, dog owners, trap and target shooters, campers, fishermen, explorers, joggers, prospectors, timber cruisers, lumbermen, surveyors, and engineers; for golf, croquet, tennis, baseball, football, basketball, hockey, polo players, weight lifters, athletes, yachtsmen, canoeists, swimmers, archers, trappers, campers, motorists, travelers and for all persons pursuing indoor or out-of-door sports, recreations, exercise programs, or callings of any kind.

4. To acquire by purchase, lease or otherwise and to improve and develop real property. To erect dwellings, apartment houses, and other buildings, private or public, of all kinds, and to sell or rent the same. To lay out, grade, pave and dedicate roads, streets, avenues, highways, alleys, courts, paths, walks, parks and playgrounds. To buy, sell, mortgage, exchange, lease, let, hold for investment or otherwise, use and operate real estate of all kinds, improved or unimproved, and any right or interest therein.

5. To maintain, operate and conduct delicatessen and health food stores; to buy, sell and generally deal in canned goods, cheeses, baked goods, fancy foodstuffs, and every other thing commonly purchasable at a store of similar nature. To acquire the necessary real estate and stores to conduct its business.

6. To carry on and conduct a general agency business, to act and to appoint others to act, as general agent, special agent, broker, factor, manufacturers' agent, purchasing agent, sales agent, distributing agent, representative, and commission merchant for individuals, firms, associations and corporations in the distribution, delivery, purchase, and sale of goods, wares, merchandise, property, commodities and articles of commerce of every kind and description, and in selling, promoting the sale of, advertising, and introducing, and contracting for the sale, introduction, advertisement, and use of, services of all kinds, relating to any and all kinds of businesses for any and all purposes.

7. To acquire the good will, rights, property and assets of all kinds and to undertake the whole

or any part of the liabilities of any person, firm, association or corporation, on such terms and conditions as may be agreed upon, and to pay for the same in cash, stock, bonds, debentures, or other securities of this corporation, or otherwise; and subject to the provisions of the law, to purchase or otherwise acquire, hold, and reissue the shares of the association, and to hold, purchase or otherwise acquire, or to be interested in, and to sell, assign, pledge or otherwise dispose of, shares of the association, shares of the capital stock, bonds, or other evidences of debt issued or created by any other corporation, whether foreign or domestic, or public or private, and whether now or hereafter organized; and while the holder of any share of stock, to exercise all the rights and privileges of ownership, including the right to vote thereon, to the same extent as a natural person might or could do.

8. To sell, rent and issue franchises, licenses, permits and the like to others.

9. To enter into partnerships, joint ventures, and the like to accomplish any of the foregoing purposes.

FOURTH: The aggregate number of shares, which the Corporation has the authority to issue is 50,000 shares having no par value.

FIFTH: The Corporation will not commence business until at least \$200.00 has been received by it as consideration for the issuance of shares.

SIXTH: The shareholders shall have the preemptive right to acquire additional or treasury shares of the Corporation, and there are no provisions limiting or denying to shareholders the preemptive right to acquire additional or treasury shares of the Corporation.

SEVENTH: Provisions for the regulation of the internal affairs of the corporation are:

1. The corporation may purchase its own shares of stock, directly or indirectly, out of capital surplus.

2. The board of directors of the corporation may, from time to time, distribute to the shareholders in partial liquidation, out of capital surplus of the corporation, a portion of its assets, in cash or property, without consent or

authorization of the stockholders, but subject to the conditions otherwise imposed by the Montana Business Corporation Act.

EIGHTH: The address of the initial registered office of the Corporation is: 202 South Black, Bozeman, Montana; and the name of its registered agent as such address is GEORGIA J. MONFORTON.

NINTH: The number of directors constituting the initial Board of Directors of the Corporation is three (3), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Georgia J. Monforton	Bozeman, Montana 59715.
Jo Smith	Bozeman, Montana 59715.
Cheryl Rittenbach	Bozeman, Montana 59715.

TENTH: The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Georgia J. Monforton	Bozeman, Montana 59715.
Jo Smith	Bozeman, Montana 59715.
Cheryl Rittenbach	Bozeman, Montana 59715.

DATED: July 7<sup>th</sup>, 1981.

  
\_\_\_\_\_  
GEORGIA J. MONFORTON

  
\_\_\_\_\_  
JO SMITH

  
\_\_\_\_\_  
CHERYL RITTENBACH

STATE OF MONTANA                    )  
  : ss.  
County of Gallatin                 )

On this 9<sup>th</sup> day of July, 1981, before me, a Notary Public in and for said State, personally appeared GEORGIA J. MONFORTON, JO SMITH, and CHERYL RITTENBACH, known to me to be the persons whose names are subscribed to the within and foregoing instrument, and acknowledged to me that they executed the same.

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

( Notarial Seal )

*Kelly Bernice Nagra*  
Notary Public for the State of Montana  
Residing at Bozeman, Montana  
My Commission expires May 10, 1982