

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

BAXTER STATIONERY, 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 _____
BAXTER STATIONERY, INC.

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 December 11th, 19 80.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

RECEIVED
ARTICLES OF INCORPORATION

OF '80 DEC 11 PM 4:08

BAXTER STATIONERY, INC.

SECRETARY OF
STATE

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 herein-after stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

FIRST

The name of the corporation shall be BAXTER STATIONERY, INC.

SECOND

This corporation is formed and organized for the following purposes and objects:

(a) To own, operate, maintain and engage in an office supply, furniture and equipment business for the purpose of making profit in the City of Boise, County of Ada, State of Idaho, and at such other location or locations as may be determined by the Board of Directors of this corporation; purchase, acquire, sell, produce and lease office products, supplies, furniture, equipment, machines and services of all sorts; to develop, market, promote, solicit and provide office products, services and supplies to every nature and kind of business entity in both the private and public sector; to do all and everything necessary and proper for the accomplishment of any of the purposes, objectives or powers set forth herein either alone or in conjunction with other corporations, firms or individuals, principals or agents, and do every other act incidental to the purposes, objectives or powers, as is lawfully permitted corporations under the laws of State of Idaho.

(b) To buy, sell, acquire, hold, own, dispose of, convey, mortgage, pledge, lease, assign, transfer, trade and deal in and with all kinds of personal property, franchises, privileges, rights, goods, wares, and merchandise of every kind, nature and description;

(c) To buy, sell, convey, lease, let, mortgage, exchange or otherwise acquire or dispose of lands, lots, houses, buildings and real property, hereditaments and appurtenances of all kinds and wheresoever situated, and of any interest and rights therein, to the same extent as natural persons might or could do, and without limit as to amount;

(d) To acquire by purchase, subscription, or otherwise, and to own, hold, sell, negotiate, assign, deal in, exchange, transfer, mortgage, pledge, or otherwise dispose of, any shares of capital stock, scrip, bonds, mortgages, securities, or evidences of indebtedness, issued or created by any other corporation, joint stock company or association, public or private, or by whomsoever issued, and while the holder or owner thereof to possess and exercise in respect thereof any and all rights, powers and privileges of ownership, including the right to vote thereon;

(e) To make, perform and carry out contracts of every kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, either public or private, or with any territory or government, or any agency thereof;

(f) To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes, and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets, real or personal, at any time owned or held by this corporation, upon such terms and conditions as the Board of Directors shall authorize, and as may be permitted by law;

(g) To acquire, hold, sell, reissue or cancel any shares of its own capital stock, provided, however, that this corporation may not use any of its funds or property for that purchase of its own common stock when such use would cause any impairment of the capital of this corporation, and provided, further, that the shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly;

(h) To purchase or otherwise acquire the whole or any part of the property, assets, business and good will of any other person, firm, corporation or association, and to conduct in any lawful manner the business so acquired, and to exercise all management and carrying on of such business;

(i) To organize, promote, incorporate and reorganize subsidiary corporations and joint stock companies and associations for any purpose permitted by law;

(j) To have one or more offices to carry on all or any part of its operations and business, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and which now or hereafter may be authorized by law, or could do, as principals, agents, contractors, trustees, or otherwise, and either along or in connection with any person, firm, association, or corporation;

(k) To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho upon corporations formed under the general corporation laws of said State, or under any Act amendatory thereof or supplemental thereto or substituted therefor;

The foregoing clauses are to be construed both as objects and powers; and it is hereby expressly provided that enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation; provided, however, that nothing contained herein 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 a corporation formed under the Act hereinbefore referred to, or any amendment thereof or supplement thereto, or substitute therefor, may not at the time lawfully carry on or do. It is the intention that the purposes, objects and powers specified in each of the subparagraphs (a) to (k) inclusive, of paragraph Second of these Articles of Incorporation, shall, except as otherwise expressly provided, in no wise be limited or restricted by reference to, or inference from, the terms of any other subparagraph, clause or paragraph of these Articles of Incorporation.

THIRD

The corporation shall have perpetual existence.

FOURTH

The location and post office address of the registered office of the corporation shall be 1616 River Street, Boise, Idaho 83702. The name of the registered agent of the corporation who may be found at that address is Gary D. Lee.

FIFTH

The amount of the capital stock of this corporation shall be and is 5,000 shares of common stock at par value of \$1.00 each, making an aggregate stock of \$5,000.00, which stock shall not be issued until fully paid for and once so issued shall be nonassessable.

SIXTH

The names and post office addresses of the initial incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
William L. Mauk	P. O. Box 124 Boise, ID 83701

SEVENTH

The names and post office addresses of the initial directors of the corporation, appointed by the incorporators to serve until the first election of directors, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Gary D. Lee	1616 River Street Boise, ID 83702
James M. A. Koppert	1616 River Street Boise, ID 83702
James E. Johnston	1616 River Street Boise, ID 83702

EIGHTH

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the corporation.

NINTH

The number of directors of the corporation shall be as specified in the bylaws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the bylaws, provided the number of directors of the corporation shall not be fewer than the number required by law. In case of any increase in the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

TENTH

Every director and officer shall be indemnified against all liabilities civil and criminal, incurred in relation to his duties, including all reasonable expenses of defense, except to the extent that he shall have been finally adjudged to be liable for negligence or misconduct in the matters out of which the liability arises.

ELEVENTH

Stockholders of the corporation shall have pre-emptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations of the corporation convertible into stock. Any stock or obligations issued by the corporation shall first be offered to the shareholders of the corporation.

TWELFTH

A voluntary sale, lease or exchange of all of the property and assets of the corporation, including its good will and its corporate franchise, may be made by the board of directors after authorization by the shareholders upon such terms and conditions as it may deem expedient and for the best interests of the corporation.

THIRTEENTH

No contract or other transaction between the corporation and any other corporation and no 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 or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction 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 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 any 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.

FOURTEENTH

The board of directors is expressly authorized to repeal and amend the bylaws of the corporation and to adopt new bylaws, and the corporation reserves the right to amend, alter, change or repeal any provision contained in these articles, in the manner now or hereafter prescribed by law, by a majority vote of the stockholders, represented in person or by proxy, at any annual meeting of the stockholders or at any meeting duly called for that purpose, except where the laws of the said State of Idaho otherwise provide.

11th IN WITNESS WHEREOF, I have hereunto set my hand this
day of December, 1980.

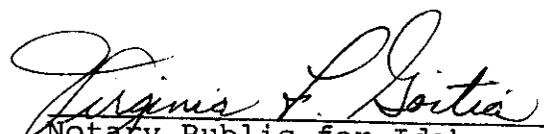


William L. Mauk

STATE OF IDAHO)
) ss
County of Ada)

On this 11th day of December, 1980, before me,
the undersigned, a Notary Public, in and for said State, personally
appeared WILLIAM L. MAUK, known to me to be the person whose name
is subscribed to the within instrument, and acknowledged to me
that he executed the same, and that he is a person over the age
of eighteen years and a citizen of the United States of America.

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


Notary Public for Idaho
Residing at Boise, Idaho