

Department of State.

**CERTIFICATE OF INCORPORATION
OF**

NORTHWESTERN SALES PROMOTIONAL FUND, INC.

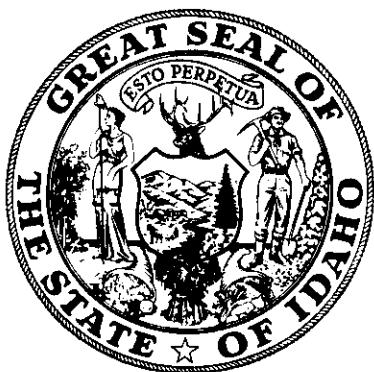
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

NORTHWESTERN SALES PROMOTIONAL FUND, 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 July 15, 19 81.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

JUL 15 1980

ARTICLES OF INCORPORATION

OF

NORTHWESTERN SALES PROMOTIONAL FUND, INC.

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is NORTHWESTERN SALES PROMOTIONAL FUND, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purposes for which the corporation is organized are to encourage and promote efficiency in the conduct of dealers engaged in the sale of Kirby vacuum cleaners and related items in the Pacific-Canadian Division and to eliminate unwise and unfair business practices and to advise, assist, and provide incentives and educational opportunities for the dealers, and to act as trustee for funds provided to carry out the above purposes and for the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 5,000 shares; and the aggregate par value of the total authorized number of par value shares is \$5,000.00.

FIFTH: The address of the initial registered office of the corporation is: 10181 Pine Road, Hayden Lake, Idaho, 83835 and the name of its initial registered agent at such address is: ROBERT NOTTE.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is three, and the names and addresses of the persons who are to serve as directors until their successors are elected and shall qualify are:

NAME:

Robert Notte

Harvey Gelfand

Raymond G. Hinkle

ADDRESS:

10181 Pine Road
Hayden Lake, Idaho 83835

#150, 5665 Kingsway
Burnaby, B.C.
Canada
V5H264

S. King Kirby
635 S.W. 150th Street
Seattle, Washington 98166

SEVENTH: The name and address of each incorporator is:

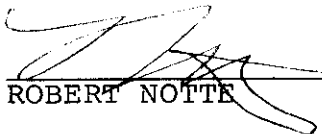
Name:

Robert Notte

Address:


10181 Pine Road
Hayden Lake, Idaho 83835

DATED this 10 day of July, 1981.


ROBERT NOTTE

STATE OF IDAHO)
 ss.
County of Kootenai)

On this 10 day of July, 1981, before me, the undersigned
Notary Public in and for Idaho, personally appeared ROBERT NOTTE,
known to me to be the person whose name is subscribed to the fore-
going instrument and acknowledged to me that he executed the same.


Notary Public for Idaho
Residing at Coeur d'Alene