

# State of Idaho

## Department of State

CERTIFICATE OF INCORPORATION  
OF

PRO MARK INTERNATIONAL, INC.  
File number C 110219

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: April 13, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Anna Seibel*

ARTICLES OF INCORPORATION

OF

APR 13 10 18 AM '95 Pro Mark International, Inc.

SECRETARY OF STATE

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

- FIRST: The name of the corporation is Pro Mark International, Inc.
SECOND: The period of its duration is perpetual.
THIRD: The purpose or purposes for which the corporation is organized are: 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 one thousand (1,000) of common stock, par value \$1.00 per share.
FIFTH: Provisions denying preemptive rights are: No holder of stock of the corporation of any class, whether now or hereafter outstanding, shall be entitled or have any right, as such holder, to subscribe for or to purchase any part of (i) any shares of any class whatsoever which the corporation may hereafter issue or sell or (ii) any obligations or securities which the corporation may hereafter issue or sell convertible into or exchangeable for any shares of the corporation of any class or (iii) any warrants which the corporation may hereafter issue or sell that shall confer upon the holder or owner thereof the right to subscribe for or purchase from the corporation any of its shares of any class.
SIXTH: Provisions for the regulation of the internal affairs of the corporation are: In furtherance and not in limitation of powers conferred by statute, the board of directors is expressly authorized:

- (a) To make, alter or repeal the by-laws of the corporation.
(b) To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.
(c) To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.
(d) By a majority of the whole board, to designate one or more committees, each committee to consist of one or more of the directors of the corporation. The board may designate one or more directors as alternate members of any

# : C
1 @ 100.00 = 100.00
CORP 1 @ 20.00 = 20.00
CORP
IDaho SECRETARY OF STATE
19980413 0900 80383
CK #: 9249 CUST# 15948

committee, who may replace any absent or disqualified member at any meeting of the committee. The by-laws may provide that in the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting whether or not he or they constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of such absent or disqualified member. Any such committee, to the extent provided in the resolution of the board of directors, or in the by-laws of the corporation, shall have and may exercise all the powers and authority of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; but no such committee shall have power or authority to amend the certificate of incorporation, adopt an agreement of merger or consolidation, recommend to the stockholders the sale, lease or exchange of all or substantially all of the corporation's property and assets, recommend to the stockholders a dissolution of the corporation or a revocation of a dissolution, or amend the by-laws of the corporation; and, unless the resolution or by-laws expressly so provide, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock.

- (e) When and as authorized by the stockholders in accordance with statute, to sell, lease or exchange all or substantially all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

**SEVENTH:** The address of the initial registered office of the corporation is 300 North 6th Street, boise, Idaho, 83701 and the name of its initial registered agent at such address is CT CORPORATION SYSTEM.

**EIGHTH:** The number of directors constituting the initial board of directors of the corporation is SIX, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
James A. Backo	First Interstate Center, 9th and Main Street, Boise, ID 83702
Paul F. Renne	600 Grant St., Pittsburgh, PA 15219
F. Kerr Dow	600 Grant St., Pittsburgh, PA 15219
Ryan P. Curtis	220 West Parkcenter Blvd., Boise, ID 83706
Stephen D. Reyburn	Riverfront Place, Newport, KY 41071
Dean A. Bierkan	P.O. Box 57, Pittsburgh, PA 15230-0057

NINTH: The name and address of each incorporator is:

NAME

Kevin A. Seburnia

ADDRESS

CT Corporation System, Three Gateway Ctr., 16th  
Fl. West, Pittsburgh, PA 15222

Dated April 12, 1995



\_\_\_\_\_  
Kevin A. Seburnia, Incorporator