

# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

**HALES, INC. OF BOISE**

was filed in the office of the Secretary of State on the **Eighteenth** day of **September,** A.D. One Thousand Nine Hundred **Sixty-one** and duly recorded on Film No. **114** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at **Boise** in the County of **Ada**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **18th** day of **September**, A.D., 19 **61**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

HALES, INC. OF BOISE

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, all citizens of the United States, of full age, and residents of the State of Idaho, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify:

FIRST: That the name of said corporation shall be  
HALES, INC. OF BOISE.

SECOND: That the purposes for which said corporation is formed are:

(a) To buy and sell, at wholesale or retail, and to deal in all and every kind of machinery and electrical devices and apparatus, including electrical stoves, washing machines, irons, refrigerators, and all other types of electrical appliances now known, or hereafter developed; and to construct and to enter into contracts for the construction of and installation of electrical devices and lighting equipment of all and every kind and type, and the performance of such contracts for individuals and duly incorporated companies, and to manufacture and deal in and sell gas and electric light fixtures and supplies and all other similar articles of commerce from iron, steel and other metals and minerals, and the general sale and distribution of every and all kinds of furniture and household goods, including paints and glass and other similar items, together with building supplies, and in general to carry on and operate a general electrical appliance and furniture store in all branches, both at wholesale or retail.

(b) To construct, lease, operate and maintain such buildings and warehouses as may be necessary for the purposes of the corporation.

(c) To carry on a general business, either at retail or wholesale, or both, in all and every kind of goods, wares and merchandise as may from time to time be determined upon, and generally to purchase, buy, sell, prepare for market, trade and deal in and with all such goods, wares and merchandise, articles of trade, things or materials as are or may be sold generally in retail stores or by wholesale establishments.

(d) To carry on all or any of the business, of manufacturers, merchants, wholesale and retail, importers, exporters, without limitation as to class of products and merchandise, and other general merchandise, and all articles and commodities of personal and household use, and consumption.

(e) To carry on a general mercantile or merchandise business and to purchase, sell and deal in such goods, supplies and merchandise as are, or may be found in a general merchandise store.

(f) To buy, sell, barter, exchange, and deal generally in all classes of goods, wares and merchandise and articles of trade, including electrical stoves, washing machines, irons, refrigerators, and all other types of electrical appliances now known or hereafter developed, gas and electric light fixtures, paints and glass and other similar items, and all other articles of trade, barter or exchange.

(g) To purchase, or otherwise acquire, own, hold, lease, sell, exchange, assign, transfer, mortgage, pledge or otherwise dispose of, to guarantee, and to invest, trade and deal in and with personal property of every class and description.

(h) To purchase, or otherwise acquire, own, hold, lease, sell, exchange, assign, transfer, mortgage, or otherwise dispose of and to invest, trade, and deal in and with real property, and any and all interests therein.

(i) To enter into any kind of contract or agreement, cooperative or profit-sharing plan with its officers or employees that the corporation may deem advantageous or expedient or otherwise to reward or pay such persons for their services as the directors may deem fit.

(j) To carry on business in the United States or elsewhere as factors, agents, commission merchants, or merchants, to buy, sell, manipulate and deal in at wholesale or retail, merchandise, goods, electrical appliances and commodities of every sort, kind or description; and to carry on any other business, whether manufacturing or otherwise, which can be conveniently carried on with any of the company's objects; and to open stores, offices, or agencies, through the United States, or elsewhere.

(k) To purchase, lease or otherwise acquire, in whole or in part, the business, good will, rights, franchises, and property of every kind, and to undertake the whole or any part of the assets or liabilities, of any person, firm, association or corporation engaged in or authorized to conduct any business similar to any business authorized to be conducted by this corporation, or owning property necessary or suitable for its purposes, and to pay for the same in cash, in the stock or bonds of this company, or otherwise; to hold or in any manner dispose of the whole or any part of the business or property so acquired, and to exercise all the powers necessary or incidental to the conduct of such business.

(l) To lend money and to negotiate and make loans, either on its own account or as agent or broker for others.

(m) To borrow money, to issue bonds, debentures, notes, and other obligations of this corporation from time to time for any of the objects or purposes of this corporation, and to mortgage, pledge, hypothecate, and/or convey in trust,

any or all of its property to secure the payment thereof.

(n) To discount and negotiate promissory notes, drafts, bills of exchange, and other evidences of debt, and to collect for others money due them on notes, checks, drafts, bills of exchange, commercial paper and other evidences of indebtedness.

(o) To enter into, make, perform and carry out contracts of every kind and for any lawful purpose, without limit as to amount, with any person, firm, association, corporation, municipality, state, or government, or any subdivision, district or department thereof.

(p) To acquire, and pay for in cash, shares of stocks, bonds, or notes of this corporation, or otherwise, the assets, including the good will of any person, firm, association or corporation and to undertake or assume the whole or any part of the obligations or liabilities thereof.

(q) To do any and all other such acts, things, business or businesses in any manner connected with, or necessary, incidental, convenient or auxiliary to any of the objects hereinbefore enumerated or calculated, directly or indirectly, to promote the interest of the corporation; and in carrying on its purposes, or for the purpose of attaining or furthering any of its business, to do any and all acts and things, and to exercise any and all other powers, which a co-partner or natural person could do or exercise, and which now or hereafter may be authorized by law, and in any part of the world.

(r) To buy, sell, assign, or otherwise deal in and use, patent, patent rights, privilege, licenses, trade marks, trade names, devices, and improved or secret processes of every kind and sort and description, necessary and incidental to these purposes.

(s) 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.

(t) The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and the statements contained in each clause shall be in nowise limited or restricted, by reference to, or inference from, the terms of any other clause, but shall be regarded as independent purposes and powers; and no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive; but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

(u) The board of directors shall have the power and authority to sell, assign, mortgage, and convey, or otherwise dispose of any and all of the property and assets of the corporation on such terms and conditions as they shall prescribe, whether for cash or property or bonds or stocks in other corporations.

THIRD: The duration of this corporation shall be PERPETUAL.

FOURTH: This corporation is authorized to issue only one class of shares of stock, the total number of which said shares is FIFTY THOUSAND, and that such shares shall have a par value of ONE DOLLAR (\$1.00) for each of said shares, and that the aggregate par value of said shares is the sum of FIFTY-THOUSAND DOLLARS (\$50,000.00). Such stock may be issued by the corporation from time to time for such consideration as may be fixed from time to time by the Board of Directors thereof.

FIFTH: The location and post office address of the registered office of the corporation in the State of Idaho, shall be: Hales, Inc. of Boise, 810 Vista, Boise, Ada County, Idaho, which said place shall be the principal office for the transaction of business of this corporation.

SIXTH: The name and post office address of each of the incorporators and a statement of the number of shares subscribed by each is as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS.</u>	<u>SHARES SUBSCRIBED</u>
Leon Hales	Nampa, Idaho	1
Jack V. Madison	Nampa, Idaho	1
Edithe M. Martin	Nampa, Idaho	1
Gordon Grigg	Nampa, Idaho	1

SEVENTH: That the number of directors of said corporation shall be three (3), and the directors shall be hereafter elected by the incorporators at a meeting held for that purpose, and that the first directors to be so elected shall hold office until the selection and qualification of their successor.

EIGHTH: The Board of Directors shall have power and authority to formulate, repeal and amend by-laws of the corporation and to adopt new by-laws, subject to the restrictions provided by the laws of the State of Idaho.

NINTH: Meetings of the Board of Directors and shareholders of this corporation may be held within or without the State of Idaho, pursuant to authority of the laws of the State of Idaho. The annual meeting of the corporation shall be held on the fourth Monday of each December hereafter.

TENTH: The private property of the stock holders of the corporation shall not be subject to the payment of corporate debts, to any extent whatever.

ELEVENTH: The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law, by a majority vote of the shareholders represented in person or by proxy at any annual meeting of the shareholders or at any meeting duly called for that purpose, except where the laws of the State of Idaho otherwise provide.

IN WITNESS WHEREOF, the persons named herein as incorporators, have hereunto set their hands this 16<sup>th</sup> day of September, A.D., 1961.

Leon Hales  
Jack V. Madison  
Edithe M. Martin  
Gordon Grigg

STATE OF IDAHO       )  
                              ) ss  
County of Canyon    )

On this 16<sup>th</sup> day of September, in the year 1961, before me, the undersigned, a notary public in and for said State, personally appeared LEON HALES, JACK V. MADISON, EDITHE M. MARTIN and GORDON GRIGG, personally 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 the day and year in this certificate first above written.

James M. Pennington  
Notary Public for Idaho  
Residence: Nampa, Idaho

(SEAL).