

## Department of State.

### CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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

#### **TIDE SAVERS, INC.**

a corporation duly organized and existing under the laws of **Washington** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **28th** day of **January** 19 **66**, a properly authenticated copy of its articles of incorporation, and on the **28th** day of **January** 19 **66**, a designation of **Ray Kirkland** in the County of **Bonawah** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **28th** day of **January**, A.D. 19 **66**.

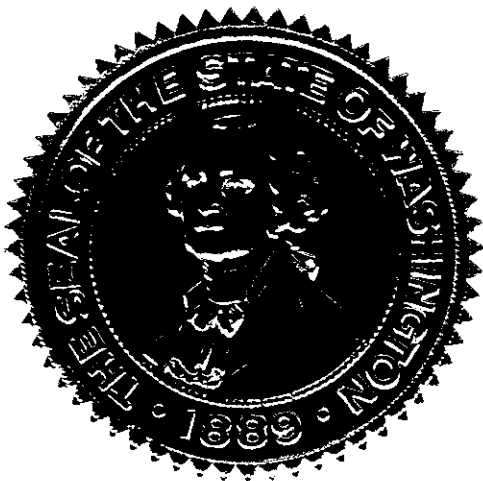
Secretary of State.



CERTIFICATE No. 3517

## STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **A. LUDLOW KRAMER**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that according to the records on file in my office the annexed is a true and correct copy of the Articles of Incorporation of **TIME SAVERS, INC.**, as received and filed in this office on January 4, 1966; and I further certify that **TIME SAVERS, INC.** is in good standing with all annual license fees paid to July 1, 1966.



In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

January 4, 1966

A. LUDLOW KRAMER  
SECRETARY OF STATE

APPROVED  
AS TO FORM AND FILED

ARTICLES OF INCORPORATION  
OF  
TIME SAVERS, INC.

JAN 4 - 1966

A. LUDLOW KRAMER  
SECRETARY OF STATE

BY *M. L. Cady*  
ASSISTANT SUPERVISOR OF CORPORATIONS

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, JOHN KIRKLAND, M. C. SEUELL, LLOYD SEWELL, And EDWARD J. PARRY, all of whom are natural persons of full age and citizens of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Washington; and in pursuance thereof, we hereby adopt, sign, and acknowledge in triplicate originals the following:

ARTICLE I

The name of this corporation is TIME SAVERS, INC.

ARTICLE II

The nature, objects, and purposes of the business to be followed, transacted, promoted or carried on by the corporation are as follows:

A. General Purposes: To engage in and conduct the business of merchandising. Without in any way limiting the foregoing, to deal in Prestodial products, manufactured by Prestodial Incorporated, a New York Corporation, and other personal property; and to buy, lease, or otherwise acquire said products and other personal property, and to own, lease, sell, trade, install, and otherwise deal in said products and property; and in general to do any and every act necessary or desirable (or deemed so) in conducting merchandising business;

B. Contracts: To enter into and make, and perform and carry out contracts of any kind or description made for any lawful purpose, without limit as to amount, with any person, firm, associations or corporation, either public or private, or with any territory or government or agency thereof;

C. Lands: To own, acquire, buy, sell, exchange, lease, mortgage, hold and deal in and improve lands and leaseholds, and any interest, estate or rights in real or personal property of every kind and description including but not limited to residential or commercial properties of every kind, and all improvements which may be placed thereon;

D. Franchises, Licenses and Permits: To own, acquire, buy, sell, exchange, hold, accept, assign, and lease all manner of franchises, licenses and permits, whether exclusive or otherwise, pertaining to the manufacturing, distributing, wholesaling, or retailing of any and all types of

personal property, including but not limited to licenses or franchises for the manufacturing, distributing, wholesaling or retailing of products manufactured by Prestodial, Incorporated, a New York Corporation;

E. Borrowing: To borrow money; to draw, make, accept, transfer, assign, execute and issue bonds, debentures, promissory notes, and other evidence of indebtedness, and for the purpose of securing any of its obligations or contracts to pledge, convey, transfer, assign, deliver, and mortgage all or any part of the property or assets 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;

F. Issuing and Dealing in Securities: To acquire, sell, hold, 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 the purchase of its own shares of capital stock when such use would cause any impairment of the capital structure 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; and provided further that all capital stock of this Corporation or any securities which it owns may be sold, transferred, issued or reissued, under the conditions just specified, for cash, services or property, including securities of other Corporations as the Board of Directors of this Corporation may determine;

G. Acquisition of Other Corporations: To purchase, or otherwise acquire, for cash, services, or property, including securities of this Corporation, the whole or any part of the property, assets, rights of every kind, nature and description, stocks, bonds, debentures or securities of every kind, the business and good will of any other person, firm, association, partnership, cooperative or corporation, either domestic or foreign, and to conduct in any lawful manner the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management, and carrying on of such business;

H. Association with Others: To carry out all or any part of the foregoing objects as principal, factor, agent, contractor, licensee or otherwise, either alone or in connection with any person, firm, association, partnership, cooperative or corporation;

I. Operation Under State Laws: To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Washington upon private corporations formed under the laws under which this Corporation is organized or under any law amendatory thereof or supplemental thereto or substituted therefor;

J. Broad General Powers: The foregoing clauses shall be construed both as objects and powers and are in furtherance of, and not in limitation of, the general powers conferred by the State of Washington; and it is expressly provided that the foregoing enumerations of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation, it being the purpose of this charter to empower the Corporation to do any and all things to the same extent and as fully as natural persons might do or could do in the State of Washington, provided that such actions and powers shall be limited to those purposes which are not repugnant to law.

### ARTICLE III

This Corporation shall have perpetual existence.

### ARTICLE IV

The principle place of business and registered office of the Corporation in the State of Washington is located at Route #7, Spokane, Washington, % John Kirkland, but the Corporation may maintain branch offices at any place or places required by the business operations of the Corporation, either within or outside of the State of Washington, at which branch offices meetings of the Board of Directors may be held and business transacted.

### ARTICLE V

The amount of capital stock of this Corporation shall be Fifty Thousand Dollars (\$50,000), and the total authorized number of shares into which it shall be divided is Five Thousand (5,000) Shares of the par value of Ten Dollars (\$10.00) per share, all of said shares being non-assessable common shares with equal voting rights and powers and without restrictions or preference.

### ARTICLE VI

The amount of paid in capital with which this Corporation will begin business is Five Hundred Dollars (\$500.00).

### ARTICLE VII

The Directors of this Corporation shall be shareholders, and there shall be not less than three nor more than five such directors. The number, qualifications, terms of office, manner of election, time and place of meeting, and the powers and duties of the directors shall be such as may be prescribed by the By-Laws of this Corporation.

The names and addresses of the first directors who shall hold office and manage the affairs of the Corporation until the first annual meeting of the Corporation, which annual meeting shall be the second Wednesday of April of each year, or who shall hold office until their successors are elected and qualified are as follows:

John Kirkland	Route 7, Spokane, Washington
M. C. Seuell	Connell, Washington
Lloyd Seuell	Connell, Washington
Edward J. Parry	E. 14004 Sprague Avenue, Spokane, Washington

#### ARTICLE VIII

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

John Kirkland	Rt. 7, Spokane, Washington P. O. Box 93	26 shares
M. C. Seuell	Connell, Washington P. O. Box 93	8 shares
Lloyd Seuell	Connell, Washington P. O. Box 93	8 shares
Edward J. Parry	E. 14004 Sprague Avenue Spokane, Washington	8 shares

#### ARTICLE IX

The authority to make By-Laws of this Corporation is hereby expressly vested in the Board of Directors of this Corporation, subject to the power of the shareholders to change or repeal such By-Laws; PROVIDED, HOWEVER, that the directors shall not make or alter any By-Law fixing their qualifications, term of office, or compensation.

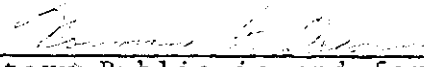
IN WITNESS WHEREOF, the incorporators have executed this instrument on the 3rd day of January, 1966.

John Kirkland  
M. C. Seuell  
Lloyd Seuell  
Edward J. Parry

STATE OF WASHINGTON )  
 ) ss  
County of Spokane )

On this 31<sup>st</sup> day of January, 1966, before me, a Notary Public, in and for said State and County, personally appeared JOHN KIRKLAND, M. C. SEUELL, LLOYD SEUELL, and EDWARD J. PARRY, to me known to be the persons whos names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and my notarial seal the day and year in this certificate first above written.

  
\_\_\_\_\_  
Notary Public in and for the State  
of Washington, residing at Spokane.