

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

KWIK-VEND, INC.

was filed in the office of the Secretary of State on the **Twenty-eighth** day of **December** A.D. One Thousand Nine Hundred **Sixty** and duly recorded on Film No. **113** 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 **28th** day of **December**, A.D., 19 **60**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

KWIK-VEND, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all of whom are natural persons of full age, citizens of the United States of America and residents of the State of Idaho, have this day voluntarily associated ourselves together, and do hereby and by these Articles of Incorporation, unite and associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho for the purposes hereinafter stated.

I.

The name of this corporation shall be:

"KWIK-VEND, INC."

II.

The duration of this corporation shall be perpetual.

III.

The location and post office address of the registered office of this corporation in the State of Idaho shall be Boise, Ada County, Idaho.

IV.

The objects and purposes for which this corporation is formed and the general nature of the business to be transacted by this corporation are as follows:

A. To carry on and conduct at retail or wholesale the business of buying, selling, dealing in and vending food, drinks, merchandise and commodities of all kinds by automatic coin-operated vending machines, or by any and all other lawful means.

B. To purchase, own, lease, hold or otherwise acquire real and personal property of all kinds or descriptions in the United States of America, and elsewhere, and in particular vending machines, vehicles, supplies, parts and accessories, and any rights, franchises or privileges which it may deem convenient to obtain for the purchase of, or in connection with, the business of the company and whether for the purposes of resale or realization or otherwise, and to improve, manage, develop, sell, exchange, lease, mortgage or otherwise deal with the whole or any part of such property or rights.

C. To purchase, own, hold, vote, sell or hypothecate the stocks and bonds of other corporations and to take in the name of this corporation such stocks, bonds, mortgages, notes, deeds, conveyances or other evidence of indebtedness, ownership, title or security as may be acquired by this corporation in the usual and ordinary transaction of its business.

D. To purchase, hold, sell and reissue the shares of stock of this corporation.

E. To borrow money in the name of this corporation in such amounts as the stockholders or directors may determine and issue as evidence thereof notes, bonds or other evidence of indebtedness of this corporation, and to secure the payment

of the same, when required, by mortgages, trust deeds, pledges, assignments or other conveyances of all, or any portion, of its property, real and personal.

F. To acquire the good will, rights and property of any person, firm, association or corporation, and to pay for the same in cash, stocks, notes or bonds of this corporation, or otherwise.

G. To enter into, make, perform and carry out contracts of every kind and character with any person, firm, association or corporation.

H. To carry out the objects and purposes for which this corporation is formed, as principal, agents, or otherwise, to the same extent as natural persons might do.

I. To conduct the business of this corporation as herein set out at any place or places within the State of Idaho, or in any other state or territory of the United States of America as the Board of Directors may from time to time determine.

J. To carry on and promote any other business whatsoever which may seem to the officers or stockholders of this corporation capable of being carried on in connection with the foregoing objects and purposes, or calculated directly or indirectly to promote the interests of the corporation, or to enhance the value of its property and generally to have, enjoy and exercise all the rights, powers and privileges which are now, or which may hereafter be, conferred upon corporations

organized under the laws of the State of Idaho.

K. It is the intention of the incorporators of this company that the foregoing clauses shall be construed both as objects and powers and the foregoing enumeration of specific powers shall not be construed to limit or restrict in any manner the powers of the corporation, but that said corporation shall have power to do all and every thing necessary, suitable, convenient or proper for the accomplishment of any of its purposes, or the attainment of any one or more of the objects herein enumerated, or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and this to the same extent and as fully as natural persons might or could do.

V..

The business of this corporation shall be managed and conducted by a Board of at least three directors, the exact number to be fixed by the By-Laws, the first Board to be elected at the first meeting of the stockholders of this corporation and the entire Board to be elected annually thereafter at the annual meeting of the stockholders of this corporation.

VI.

The Board of Directors of this corporation may meet and transact the business of this corporation either at the principal place of business herein designated, or at such other place within or without the State of Idaho as may be designated by resolution of the Board of Directors.

VII.

This corporation shall have a total authorized capital stock of TWENTY-FIVE THOUSAND DOLLARS (\$25,000.00) divided into two thousand five hundred shares of the par value of Ten Dollars (\$10.00) per share.

VIII.

The names and the post office addresses, together with the number of shares of stock subscribed by each of the incorporators, are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. OF SHARES</u>	<u>PAR VALUE</u>
Randall Wallis	Boise, Idaho	1	\$10.00
Helen Ston	Boise, Idaho	1	\$10.00
Winston H. Churchill	Boise, Idaho	1	\$10.00

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 28th day of December, 1960.

Randall Wallis (SEAL)

Helen Ston (SEAL)

Winston H. Churchill (SEAL)

