



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

FRIVOLE, INC.

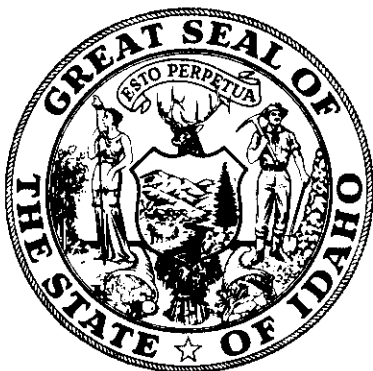
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

FRIVOLE, 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 9, 19 81.



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

10  
LABORATORY AGENCY  
DEPARTMENT OF STATE

In the Matter of the Incorporation )  
of )  
FRIVOLE, INC. )  
\_\_\_\_\_ )

## ARTICLES OF INCORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, FRIVOLE, INC.  
desiring to become incorporated as a corporation under and  
in accordance with the laws of said State of Idaho, and to  
obtain the benefits conferred by said laws upon corporations,  
do hereby mutually agree upon and enter into the following  
Articles of Incorporation, the term whereof shall be equally  
obligatory upon the parties hereto as well as upon all other  
persons who from time to time may become stockholders of the  
corporation.

## ARTICLE I

The name of the corporation shall be FRIVOLE, INC.

## ARTICLE II

The principal office of the corporation shall be located in Idaho Falls, County of Bonneville, State of Idaho, and the place of its initial office shall be located at 795 Davidson St, Idaho Falls which office may be changed by action of the Board of Directors and.

be such other offices within and without the State of Idaho as its Board of Directors may from time to time deem necessary or advantageous to the corporation, such other offices to be in charge of such person or persons as may be appointed by the Board of Directors.

### ARTICLE III

The purpose for which the corporation is organized and its powers in connection therewith are as follows:

(I) To engage in a general commission merchant's and selling agent's business; to carry on and undertake any business, transaction, or operation commonly carried on or undertaken by merchants, commission men, factors, importers, manufacturer's agents and exporters; to buy, sell, and otherwise dispose of, hold, own, manufacture, produce, export and import, and deal in, either as principal or agent, and upon commission or otherwise, all kinds of personal property whatsoever; to make and enter into all kinds of contracts, agreements, and obligations by or with any person or persons, corporation or corporations, within or without the United States for the purchasing, acquiring, holding, and selling or otherwise disposing of, either as principal or agent, upon commission or otherwise, all goods, wares, and merchandises; and generally to exercise full power to perform any and all acts connected therewith, or arising therefrom, or incidental thereto, and all acts proper or necessary for the purpose aforesaid.

(2) To buy, sell, build, exchange, lease and hold for investment, office building, homes, apartment houses, industrial property, rental units, land and improvements and any interest or right therein and to finance the construction thereof on an interim or permanent basis and to furnish, rebuild, redecorate and renovate homes, offices, buildings and apartments and all types of properties and to finance the same;

(3) To purchase or otherwise acquire, hold, own, use, improve, develop, subdivide, cultivate, grant, bargain, sell, convey, lease, mortgage or otherwise dispose of, and in every other manner deal in and with real property and any estate and interest therein, including easements, eppurtenances, licenses and water rights and privileges;

(4) To loan money on real estate, bonds, stocks, notes and all other personal property and upon any and all character of collateral security;

(5) To apply for, obtain, register, lease or otherwise or in any manner acquire and hold, use, operate sell, assign or otherwise dispose of any trade names, trade marks, copyrights, patents, inventions, improvements and processes;

(6) To manufacture, improve, repair, work upon, buy, take leases and licenses of, otherwise acquire, use, hold, sell, grant leases, rental agreements and licenses of, otherwise dispose of, and otherwise deal in and with any and all kind of vehicles, apparatus, machinery, tools, mechanical devices, appliances, materials and merchandise of any and every kind, whether or not in any way relating to any other purpose or power of the corporation;

(7) To buy, sell, lease, assemble, import, export,

process and deal in any and all classes of materials, merchandise, supplies and commodities of every kind and nature;

(8) To engage in and carry on the business of general wholesale and retail merchants, importers, exporters, commission merchants, brokers, factors, agents, manufacturers, processors, dealing in or with any and all classes of materials, merchandises, supplies and commodities of every kind and nature;

(9) To act as agent, representative, broker, factor, adviser or manager of any individual, partnership, corporation and as such, to promote, develop, and extend their business, or to aid in any lawful enterprise;

(10) To engage generally, on its own behalf and for any individual, partnership or corporation carrying on an authorized business, in the management and administration of all kinds of businesses and property, real, personal or mixed, and without limiting the generality of the foregoing, to collect rentals, dividends and other moneys, keep and maintain books and records, prepare tax returns and pay taxes and other obligations, to invest and reinvest principal and income and other money, to carry on any authorized business and to buy and sell or dispose of and arrange for the administration or management by others of such business or property; and

(11) To undertake and carry on any business, investment, transaction, venture or enterprise which may be lawfully undertaken or carried on by a corporation and any business whatsoever which may seem to the corporation convenient or suitable to be undertaken whereby directly or indirectly to promote any of its general purposes or interest or render more valuable or profitable any of its property, rights, interest or enterprises; and, for any of the purposes mentioned in these Articles, to acquire by purchase, lease or otherwise, the property, rights, franchise, assets, business and goowill of any person, firm, association,

partnership or corporation engaged in or authorized to conduct any business or undertaking which may be carried on by this corporation or possessed of any property suitable or useful for any of its own purposes and carry on the same and undertake all or any part of the obligations and liabilities in connection therewith, on such terms and conditions and for such consideration as may be agreed upon, and to pay for the same either all or partly in cash, stocks, bonds, debentures, or other forms of assets and securities, either of this corporation or otherwise; and to effect any such acquisition or carry on any business authorized by these Articles of Incorporation, either by directly engaging therein, or indirectly by acquiring the shares, stocks or other securities of such other business or entity, and holding and voting the same and otherwise exercising and enjoying the rights and advantages incident thereto.

And in furtherance of said purposes, said corporation shall also have the following powers, that is to say;

(1) To sue and be sued in any court; to make and use a common seal, and to alter the same at its pleasure to hold, purchase and convey such property as the purposes of the corporation shall require without limit as to amount, and to mortgage the same to secure any debt of the corporation to appoint such subordinate officers and or agents as the business of the corporation shall require to make and adopt and from time to time amend or repeal By-Laws not inconsistent with any existing law for the management of its properties, the election and removal of its officers, the regulation of its affairs and the transfer of its stocks, and for all other purposes permitted by law;

(2) To borrow money or otherwise incur indebtedness with or without security and to secure any indebtedness by deed of trust, mortgage, pledge, hypothecation or other lien upon all or any part of the real or personal property of the corporation and to execute bonds, promissory notes, bills of exchange, debentures or other obligations or evidences of indebtedness of all kinds, whether secured or unsecured, and to owe debts in an amount which may at any time be in excess of its capital stock;

(3) To purchase on commission or otherwise, subscribe for, hold, own, sell on commission or otherwise, or otherwise acquire or dispose of and generally to deal in stocks, scrips, bonds, notes, debentures, commercial papers, obligations and securities, including so far as permitted by law, its own issued shares of capital stock or other securities, and also any other securities, or evidences of indebtedness whatsoever, or any interest therein, and while the owner of the same to exercise all the rights, powers and privileges of ownership;

(4) To draw, make, accept, endorse, assign, discount, execute and issue all such bills of exchange, bills of lading, promissory notes, warrants and other instruments to be assignable, negotiable or transferable by delivery or to order, or otherwise, as the business of the corporation shall require;

(5) To lend and advance money or to give credit, with or without security, to such persons, firms or corporations, and on such terms as may be thought fits and if with security, then upon mortgages, deeds of trust, pledge or other hypothecations or interest therein or thereto;

(6) To aid in any manner any corporation of which any of the bonds or other securities or evidences of indebtedness or stock are held by this corporation, and to do any acts or things to preserve, protect, improve or enhance the value of any such bonds or other securities or evidences of indebtedness or stock, including spe-

cifically the right and power to enter into and take the management of any business enterprise of any kind or nature, and, while so managing any such business, to do the acts and things incidental or necessary thereto;

(7) To enter into partnership contracts (as a general partner or as a limited partner) with any other person or persons with any such natural or corporate person or persons, and to enter into and perform contracts, undertakings and obligations of every kind and character to the same extent as if this corporation were a natural person;

(8) To promote, assist, subscribe or contribute to any association, organization, society, company, institution or object, charitable or otherwise, calculated to benefit the corporation or any person in its employ or having dealings with the corporation, or deemed to be for the common or public welfare;

(9) To become a party to and effect a merger or consolidation with another corporation or other corporations, and to enter into agreements and relationships not in contravention of law with any person, firm or corporation;

(10) To become surety for or guarantee any dividends, bonds, stocks, contracts, debts or other obligations or undertaking of any other person, firm or corporation (provided, however, that nothing herein shall be deemed to authorize the corporation to engage in the banking, surety or bonding business), and to convey transfer or assign, by way of pledge or mortgage, all or any of the corporation's property or rights, both present and future, of such persons, firms, or corporations, and



on such terms and conditions as the corporation may determine;

(11) To do all or any of the above things in any part of the world, directly or indirectly, and as principal, agent, factor, contractor or otherwise, and by through trustees, agents or otherwise, and either alone or in conjunction with others; and

(12) The corporation shall have all the powers now provided or which may hereafter be provided by law for incorporated companies, and which may be implied herefrom.

The enumeration herein of the objects and purposes of this corporation shall be construed as powers as well as objects and purposes and shall be literally construed both as to purposes and powers, objects or purposes which this corporation is empowered to exercise, whether expressly by force of the laws of the state of Idaho now or hereafter in effect, or impliedly by the reasonable construction of said laws.

#### ARTICLE IV

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1. The authorized capital stock of the corporation shall be FOUR THOUSAND FIVE HUNDRED AND NO/100 DOLLARS (\$ 4,500.00) divided into FOUR THOUSAND FIVE HUNDRED (4500) shares of common stock of the par value of ONE AND NO/100 DOLLARS (\$ 1.00) a share, with the privilege of subsequent increase or extension of its capital stock from time to time in the manner provided by law by the issuance of either common or preferred stock to an amount not exceeding ONE MILLION DOLLARS (\$ 1,000,000.00) in the aggregate.

2. The Board of Directors is authorized, subject to the preemptive rights of the holders of common stock of the corporation as set forth in Paragraph 3 of this Article IV, to determine the consideration and the terms and conditions upon which

additional shares of stock, with or without par value, may be issued and what portion of such consideration shall constitute capital and what portion, if any, paid-in surplus, subject to the applicable provisions of these Articles and of law.

3. In case of any increase of the outstanding capital stock of the corporation by the issuance or reissuance of any shares of any class, or by the issuance of any obligations or securities convertible into shares of capital stock (unless the same shall be issued or sold or granted in connection with the acquisition of the property or of substantially the entire assets of a going business or in connection with a merger or consolidation), such stock, obligations or securities shall, unless otherwise provided by the vote of the holders of not less than three-fourths of the common stock issued and outstanding before being sold or offered to others, be offered to the holders of the common stock of the corporation as of the date of issuance as shown by the stock books of the corporation upon such terms (which terms shall not be less favorable than the terms upon which said shares are thereafter sold to others) as shall be determined by the Board of Directors in proportion to the shares of common stock respectively held by such stockholders at such date.

4. No stockholder or the executor or administrator of any deceased stockholder shall transfer, alienate or in any way dispose of any share of the corporation unless such share shall first have been offered for sale to the remaining stockholders at no more than the book value thereof, if being the intention hereof to give them a preference in the purchase of them, and any attempted sale in violation of this provision is null and void. The remaining stockholders reserve and shall have the exclusive right and option to purchase such shares within sixty (60) days after such offer. After the expiration

of such time the stockholder or the executor or administrator of any deceased stockholder, if the remaining stockholders shall not have exercised their option to purchase such share, shall be free to transfer, alienate or dispose of such share without any restriction whatsoever.

#### ARTICLE V

1. The officers of the corporation shall be a president, one or more vice presidents, a secretary and a treasurer, who shall be elected by the Board of Directors as shall be prescribed by the By-Laws. There may also be such assistant secretary and assistant treasurers as may be deemed desirable. The officers need not be stockholders, except as may otherwise be provided in the By-Laws of the corporation. There may also be such other subordinate officers and agents as the business of the corporation may require, who shall be elected or appointed as the By-Laws may prescribe. The same person may hold at the same time two or more offices and also be a director.

2. There shall be a Board of Directors of not less than three (3) members, who need not be stockholders, except as may otherwise be provided by the By-Laws. The directors shall be elected or appointed and any vacancies at any time occurring in the Board of Directors shall be filled by the stockholders or the Board of Directors or any officer thereof in such manner and for such terms as the By-Laws may prescribe.

The following persons are to act as the initial officers and directors of the corporation upon its incorporation:

<u>Name</u>	<u>Officer-Director</u>	<u>Address</u>
DANIELLE G. RENOU	President-Treasurer & Director	509 University Ave # 305 Honolulu, Hawaii 96826
MARJORIE A. IVIE	Vice President & Director <i>&amp; Agent</i>	795 Davidson Street Idaho Falls, Idaho 83401
BETH ROSZELL	Secretary & Managing Director	795 Davidson Street Idaho Falls, Idaho 83401

4. All the powers and authority of the corporation shall be vested in and may exercised by the Board of Directors

except as otherwise provided by law, these Articles of Incorporation or the By-Laws of the corporation; and in furtherance and not in limitation of said general powers, the Board of Directors shall have powers: To acquire and dispose of property; to appoint a general manager, branch managers and such other managers, officers or agents of the corporation as in its judgment the business thereof may require, and to confer upon and to delegate to them by power of attorney or otherwise such power and authority as it shall determine; to fix the salaries or compensation of any or all of its officers, agents and employees and in its discretion require the security of any of them for the faithful performance of any of their duties; to declare dividends in accordance with law when it shall deem it expedient; to make rules and regulations not inconsistent with law or these Articles of Incorporation or the By-Laws for the transaction of business; to instruct the officers or agents of the corporation with respect to, and to authorize the voting of stock of other corporation owned or held by this corporation; to incur indebtedness as may be deemed necessary, which indebtedness may exceed the amount of the corporation's capital stock; to create such committees (including an executive committee) and to designate as members of such committees such persons as it shall determine, and to confer upon such committees such powers and authority as may by resolution be set forth for the purpose of carrying on or exercising any of the powers of the corporation; to create and set aside reserve funds for any purpose, and to invest any funds of the corporation in such securities or other property as to it may seem proper; to remove or suspend any officer, and, generally, to do any and every lawful act necessary or proper to carry into effect the power, purposes and objects of the corporation.

## ARTICLE VI

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No contract or other transaction between the corporation and any of its officers or directors or stockholders or any other person, firm or corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are parties to such contract, transaction or act, or are pecuniarily or otherwise interested in the same, or are directors or officers or members of any such other firm or corporation, provided that the interest of such director shall be disclosed or shall have been known to the Board of Directors authorizing or approving the same, or to a majority thereof. Any director of the corporation who is pecuniarily or otherwise interested in, or is a director or officer or member of such other firm or corporation, may be counted in determining a quorum of any meeting of the Board of Directors which shall authorize or approve any such contract, transaction or act; and may vote thereon with like force and effect as if he were in no way interested therein, provided his interest has been disclosed or is known as hereinabove set forth. No director or officer of the corporation being so interested in any such contract, transaction or act of the corporation which shall be approved by the Board of Directors shall be liable or accountable to the corporation or to any stockholder thereof for any loss incurred by the corporation pursuant to or by reason of such contract, transaction or act, or for any gain received by any such other party pursuant thereto or by reason thereof.

## ARTICLE VII

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The corporation shall have succession by its corporate name in perpetuity and shall have all the powers herein enumerated or implied herefrom and the powers now or which may hereafter be approved by law for incorporated companies.

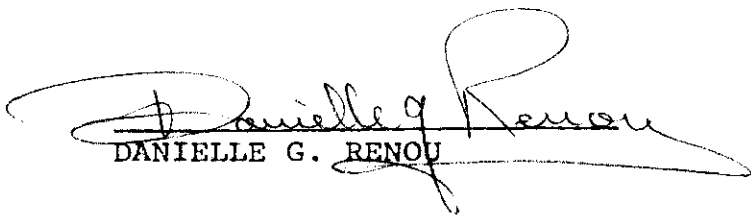
ARTICLE VIII

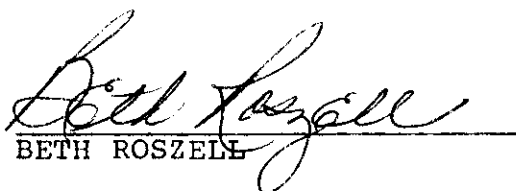
Service of legal process may be made upon the corporation in the manner provided by law.

ARTICLE IX

No stockholder shall be liable for the debts of the corporation beyond the amount which may be due or unpaid upon any share or shares of stock of the corporation owned by him.

IN WITNESS WHEREOF, the parties to these Articles of Incorporation have hereunto set their hands on the 1<sup>st</sup> day of June 19 81.

  
DANIELLE G. RENOU

  
BETH ROSZELL


STATE OF HAWAII, )  
ss:  
City and County of Honolulu.)

On this 1<sup>st</sup> day of June A.D. 19 81, before me personally appeared DANIELLE G. RENOU + BETH ROSZELL

to me known to be the person s described in and who executed the foregoing instrument and acknowledged that they executed the same as their free act and deed.

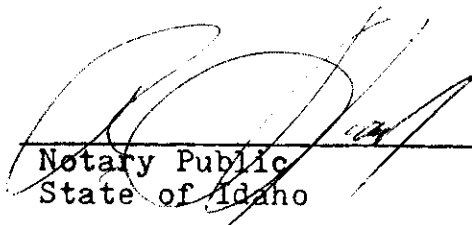
My commission expires 11/2/84

  
Notary Public,  
State of Hawaii

  
MARJORIE A. IVIE

STATE OF IDAHO )  
CITY OF IDAHO FALLS AND COUNTY OF BONNEVILLE ) SS.

On this 8 day of June A. D. 1981, before me personally appeared MARJORIE A. IVIE, to me know to be the person described in and who executed the foregoing instrument and acknowledged that she executed the same as her free act and deed.

  
Notary Public  
State of Idaho

My Commission Expires: Dec 31 1983

In the Matter of the Incorporation )  
of )  
FRIVOLE, INC. )

SECRETARY

That the names of the subscribers for shares in said proposed Corporation, the number of shares subscribed for by each, the amounts paid therefore, and the manner of payment by each are as follows :



Marjorie A. Ivie  
MARJORIE A. IVIE  
Vice President & Agent

STATE OF IDAHO )  
CITY OF IDAHO FALLS AND COUNTY OF BONNEVILLE ) SS.

On this 8 day of JUNE A. D. 1981, before me personally appeared MARJORIE A. IVIE, to me know to be the person described in and who executed the foregoing instrument and acknowledged that she executed the same as her free act and deed.

[Signature]  
Notary Public  
State of Idaho

My Commission Expires: Dec 31, 1983

Marjorie A. Ivie shall also be known as the initial registered Agent for Trivolt, Inc., residing at 795 Davidson Street, Idaho Falls, Idaho, 83401.