



CERTIFICATE OF INCORPORATION  
OF

*POWEL'S PRODUCTS, 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 \_\_\_\_\_

*POWEL'S PRODUCTS, 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: *November 4, 1981*



SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION

OF

POWEL'S PRODUCTS, INC.

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

ARTICLE I

The name of the corporation is POWEL'S PRODUCTS, INC.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are:

- (a) To manufacture machinery, parts of machinery, tools, and similar articles of commerce from iron, steel, other metals, wood, and similar materials; to conduct, manage, and control the business of making and selling tools and special parts for machinery; and to engage in the general machinery manufacture business and to do everything necessary to carry on the general machinery and sales business, particularly as it relates to the laundry business, but including the application of said machinery, parts of machinery, tools, and similar articles of commerce to such other industry as it may be found to apply.
- (b) To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways acquire import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate,

encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm, or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto, including, but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

- (c) To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.
- (d) To promote or aid in any manner, financially or otherwise, any person, firm, corporation or association, and to guarantee contracts and other obligations.
- (e) To let concessions to others to do any of the things that this corporation is empowered to do, and to enter into, make,

perform and carry out, contracts and arrangements of every kind and character with any person, firm association or corporation, or any government or authority or subdivision or agency thereof.

- (f) To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this corporation, and to do all things specified in Sections 30-1-3 and 30-1-4, Idaho Code, and to have and to exercise all powers conferred by the laws of the State of Idaho on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations, and in any part of the world.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

#### ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is 100 shares, without par value,

all of one class. Said capital stock shall be nonassessible.

#### ARTICLE V

Provisions denying preemptive rights are: There shall be no preemptive rights to any issued or outstanding corporate shares.

#### ARTICLE VI

Provisions for the regulation of the internal affairs of the corporation shall be set out in the Bylaws of the corporation.

#### ARTICLE VII

The address of the initial registered office of the corporation is 263 Sixth Avenue West, P. O. Box 491, Twin Falls, Idaho 83301, and the name of its initial registered agent at such address is William S. Powel of P. O. Box 491, Twin Falls, Idaho 83301.

#### ARTICLE VIII

The number of directors constituting the initial board of directors of the corporation is two (2), 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>
William S. Powel	Route #3 Twin Falls, Idaho 83301
Charlotte W. Powel	Route #3 Twin Falls, Idaho 83301

#### ARTICLE IX

The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
William S. Powel	Route #3 Twin Falls, Idaho 83301

Charlotte W. Powel

Route #3

Twin Falls, Idaho 83301

DATED This 3<sup>rd</sup> day of November, 1981.

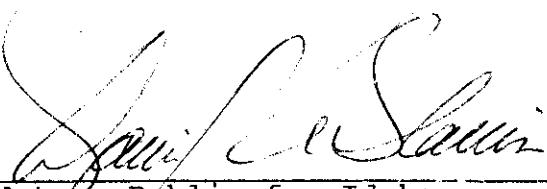
William S. Powel  
WILLIAM S. POWEL

Charlotte W. Powel  
CHARLOTTE W. POWEL

STATE OF IDAHO                    )  
                                      : ss.  
County of Twin Falls            )

On this 3<sup>rd</sup> day of November, 1981, before me,  
the undersigned, a Notary Public in and for said state,  
personally appeared WILLIAM S. POWEL, known to me to be the  
person who executed the foregoing instrument, and acknowl-  
edged to me that he executed the same.

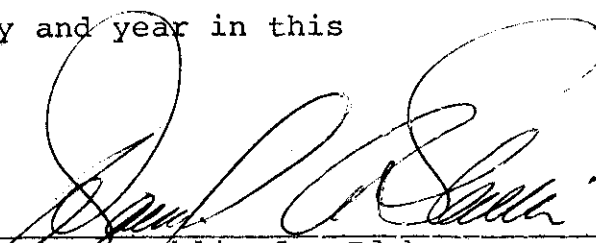
IN WITNESS WHEREOF, I have hereunto set my hand  
and affixed my official seal the day and year in this  
certificate first above written.

  
\_\_\_\_\_  
Notary Public for Idaho,  
Residing at Twin Falls, Idaho.

STATE OF IDAHO                    )  
                                      : ss.  
County of Twin Falls            )

On this 3<sup>rd</sup> day of November, 1981, before me,  
the undersigned, a Notary Public in and for said state,  
personally appeared CHARLOTTE W. POWEL, known to me to be  
the person who executed the foregoing instrument, and acknowl-  
edged to me that she 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.

  
\_\_\_\_\_  
Notary Public for Idaho,  
Residing at Twin Falls, Idaho.