

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

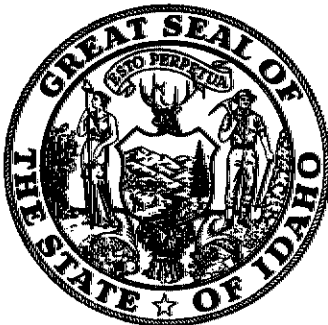
UNITED PAINTING, INC.

File number C 107567

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 the above named corporation, 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: September 6, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Anna Seibel*

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ARTICLES OF INCORPORATION

OF

UNITED PAINTING, INC.

KNOW ALL MEN BY THESE PRESENTS:

I, the undersigned natural person of the age of 21 years or more, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

ARTICLE I.

NAME

The name of the corporation is UNITED PAINTING, INC.

ARTICLE II.

DURATION

The period of duration of the corporation shall be perpetual.

ARTICLE III.

PURPOSES AND POWERS

The purposes of this corporation is to do any or all of the things mentioned herein, to the same extent that natural persons might, as follows:

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CK #: 5686 CUST# 22103

CORP

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# : C

SWAFFORD LAW OFFICE, CHARTERED  
ATTORNEY AT LAW  
525 NINTH STREET  
IDAHO FALLS, IDAHO 83404  
(208) 524-4002  
FAX (208) 524-4131

SEP 6 10 12 AM '94  
SECRETARY OF STATE

## SECTION 1. PURPOSES:

1. To buy, sell, trade and deal in painting services and supplies, and with goods, wares and merchandise of every kind and nature, and to carry on such business as wholesalers, retailers, importers and exporters; to acquire all such merchandise, supplies, materials and other articles as shall be necessary or incidental to such business; and to have any and all powers to carry out the purposes above set forth as fully as natural persons, whether as principals, agents, trustees, or otherwise.

2. To generally engage in, do and perform any enterprise, act or vocation that a natural person might or could do or perform.

3. To engage in the manufacture, sale, purchase, importing and exporting of merchandise and personal property of all matter and description, to act as agents for the purchase, sale, handling of goods, wares and merchandise of any and all types and descriptions for the account of the corporation, or as factor agent, procurer or otherwise for or on behalf of another.

4. The purposes specified herein shall be construed both as purposes and powers and shall be in no way limited nor restricted by reference to or inference from the terms of any other clause in this or any other article, but the purposes and powers specified in each of the

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clauses herein shall be regarded as independent purposes and powers and the enumeration of specific purposes and powers shall not be construed to limit nor restrict in any manner the meaning of the general terms of the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another although it be of like nature not expressed.

## SECTION 2 POWERS:

This corporation shall have all of the powers specified in the Idaho Business Corporation Act, Chapter 1, Title 30, Idaho Code. As examples and not as limitations, this corporation shall have the power to do the following:

1. To have and to exercise all powers now or hereafter conferred by the laws of the State of Idaho upon corporations organized pursuant to the laws under which the corporation is organized and any and all acts amendatory thereto and supplemental thereto.

## 2. ALL POWERS NECESSARY TO CARRY OUT PURPOSES:

To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the exercise of any of the powers herein set forth, either alone or in conjunction with other corporations, firms or individuals,

and either as principals or agents, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of, or connected with the above-mentioned objects, purposes or powers.

3. CARRYING ON BUSINESS OUTSIDE STATE: To conduct and carry on its business or any branch thereof in any state or territory of the United States, or in any foreign country, in conformity with the laws of such state, territory, or foreign country, and to have and maintain in any state, territory or foregoing country, a business office, plant, store or other facility.

4. MANAGEMENT AND OPERATION OF OTHER BUSINESS:

In general to manage, operate and carry on any other business in connection with the foregoing powers, and to have and exercise all the powers conferred on similar (business or as the case may be) corporations formed under the laws of the State of Idaho and any amendments thereto.

5. ACQUISITION AND DISPOSITION OF PROPERTY  
GENERALLY:

The corporation hereby formed shall have power to purchase, lease, or otherwise acquire by bequest, devise, gift or other means, and to hold, own, manage or develop, and to mortgage, hypothecate, deed in trust, sell, convey, exchange, option, subdivide or otherwise

dispose of real and personal property of every class and description and any estate or interest therein, as may be necessary or convenient for the proper conduct of the affairs of the corporation, without limitation as to the amount or value, in any of the states, districts or territories of the United States, and in any and all foreign countries, subject to the laws of any such states, districts, territories or countries.

**6. ACQUISITION OF REAL PROPERTY:**

To take, buy, exchange, lease or otherwise acquire real property and any interest or right therein, and to hold, own, operate, control, maintain, manage and develop such property and interest in any manner that may be necessary, useful or advantageous for the purposes of this corporation.

**7. ACQUISITION OF REAL PROPERTY - IMPROVEMENTS:**

To erect, construct, maintain, improve, rebuild, enlarge, alter, manage and control, directly or through ownership of stock in any corporation, any and all kinds of buildings, houses, stores, offices, shops, warehouses, factories, mills, machinery and plants, and any and all other structures and erections that may at any time be necessary, useful or advantageous for the purposes of the corporation.

#### 8. ACQUISITION OF PERSONAL PROPERTY:

To take, purchase or otherwise acquire, and to own and hold such personal property, chattels, chattels real, rights, easements, privileges, choses in action, notes, bonds, mortgages and securities as may lawfully be acquired and held by corporations under the laws of the State of Idaho.

#### 9. DISPOSITION OF PROPERTY:

To sell, assign, convey, exchange, lease and otherwise deal in and dispose of such real and personal property, lands, buildings, chattels, chattels real, rights, easements, privileges, choses in action, notes, bonds, mortgages and securities as may lawfully be acquired, held or disposed of by the corporation under the laws of the State of Idaho.

#### 10. ACQUISITION AND CONDUCT OF SIMILAR BUSINESS:

To acquire all or any part of the good will, rights, franchises, property and business of any person, firm, association or corporation, engaged in any business similar to the business of this corporation, and to pay for it in cash, or in stock, or obligations of the corporation or otherwise, and to hold, utilize, enjoy and in any manner dispose of the whole or any part of the rights and properties so acquired, and to assume in connection therewith any liabilities of any such person, firm,

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association, or corporation, and to conduct in a lawful manner the whole or any part of the business thus acquired.

11. MAKING AND PERFORMANCE OF CONTRACTS -

GENERAL POWER:

To enter into and perform all manner and kinds of contracts, agreements and obligations, for any lawful purpose by or with any person, firm, association, corporation or governmental division or subdivision.

12. MAKING AND PERFORMANCE OF CONTRACTS -

UNDERWRITING CONTRACTS:

To enter into and to perform or cancel and rescind contracts of underwriting of the securities of any corporation, association, partnership, firm, trustee, syndicate, individual or governmental division or subdivision, domestic or foreign, or of any combination, organization or entity, domestic or foreign, and to act as manager of any underwriting or purchasing or selling syndicate.

13. ASSISTANCE TO OTHER BUSINESSES:

To promote and assist, financially or otherwise, corporations, firms, syndicates, associations, individuals, and others, and to give any guaranty in connection therewith or otherwise for the payment of money or for the performance of any other undertaking or obligation.

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14. ACQUISITION AND OPERATION UNDER FRANCHISES  
AND LICENSES:

From time to time to apply for, purchase or acquire, by assignment, transfer or otherwise, and to exercise, carry out, and enjoy any license, power, authority, franchise, concession, right or privilege that any government or authority, Federal, State or local, or any corporation or other legal entity may be empowered to enact, make or grant, and to pay for, aid in and contribute toward carrying it into effect and to appropriate any of the company's stock, bonds and assets to defray the necessary costs, charges and expenses thereof.

15. ENTRANCE INTO PARTNERSHIPS:

To enter into partnership agreements and joint ventures with any person, firm, association or corporation engaged in carrying on any business in which the corporation is authorized to engage, or in connection with carrying out all or any of the purposes of this corporation.

16. PARTICIPATION IN COOPERATIVE AGREEMENTS:

To join or consolidate with, and to enter into agreements and cooperative relations not in contravention of the law with any person, firms, associations or corporations, governmental, municipal or

otherwise, in connection with carrying out all or any of the purposes of this corporation.

**17. ACTING AS GUARANTOR:**

To endorse or guarantee the payment of principal of, or interest on bonds, notes or other evidences of indebtedness or obligations, and to guarantee the performance of any other contracts or other undertakings in which the corporation may otherwise be or become interested, of any corporation, association, partnership, firm, trustee, syndicate, individual or governmental division or subdivision, domestic or foreign, insofar as may be permitted by law.

**18. INSURANCE OF COMMERCIAL PAPER:**

To borrow money and to draw, make, accept, endorse, issue, sell or otherwise deal lawfully in promissory notes, bills of exchange, bonds, debentures, or any other negotiable or transferable obligations or instruments from time to time, for any purpose of or concerning the business of the corporation.

**19. ISSUANCE OF COMMERCIAL PAPER - SECURITY FOR INDEBTEDNESS:**

To secure the payment of corporate indebtedness by executing mortgages, deeds of trust, pledges, or similar instruments with respect

to all or any part of the property of the corporation, whether now owned or to be acquired in the future.

20. ISSUANCE OF STOCK AND ACCEPTANCE OF PAYMENT

THEREFORE:

To issue both preferred and common stock and accept payment of subscriptions therefore and such installments in such manner, on such terms, in money or in property, real or personal, or both, as shall be determined by the Board of Directors.

21. INVESTMENT IN SECURITIES:

To acquire by purchase, subscription, contract or otherwise, and to hold for investment or otherwise, to sell, discount or re-discount, exchange, mortgage, pledge or otherwise dispose of, and generally to deal in and with all forms of securities, including, but not by way of limitation, shares, stocks, bonds, debentures, notes, script, mortgages and choses in action of all kinds, both as principal and as agent and while the holder thereof, to exercise all the rights privileges of ownership, the same as may be permitted to natural persons, including the right to vote thereon.

22. LOAN OR ADVANCE OF MONEY:

To lend and advance money or to give credit to such persons and on such terms as may seem expedient, and in particular to

customers and others having dealings with the corporation; and, to guarantee or give security for the loans of its customers; but nothing contained herein shall be construed to give this corporation banking powers.

23. SUPPORT OF CHARITIES:

To support and subscribe to any charitable or public institution, organization or club that may be for the benefit of the corporation or its employees or stockholders, or may be connected with any city or place where the corporation does business, or to organize such institutions, organization or clubs, if it shall be deemed necessary.

24. EMPLOYEE FRINGE BENEFITS - PENSIONS AND INSURANCE:

To establish and maintain a fund to provide pensions for the benefit of employees and their dependents, and to establish and contribute to group life and health insurance plans for the benefit of employees and their dependents.

25. EMPLOYEE FRINGE BENEFITS - PROFIT SHARING:

To enter into any kind of profit-sharing plan with its officers or employees that the corporation may deem advantageous or expedient, or otherwise to reward or pay those persons who have been largely responsible for a current year's profits and who will be primarily

responsible for the corporation's continued success, as the directors may deem fit.

**26. RESERVATION OF INCIDENTAL POWERS:**

The above enumerated powers shall not be construed as limiting or restricting in any manner the powers of this corporation which shall always have such incidental powers as may be connected with or related to any specific power herein enumerated.

**SECTION IV.**

**STOCK**

**SECTION 1. DESCRIPTION AND CLASSES OF SHARES:**

There shall be one class of shares, all of which shall be common stock.

**SECTION 2. NUMBER OF SHARES:**

The aggregate number of shares which this corporation shall have authority to issue is 100,000 shares, with a par value of \$100.00 per share, for an aggregate par value of \$10,000,000.00.

**SECTION 3. VOTING RIGHTS:**

Each share shall have equal voting powers; each shall entitle the holder to one vote.

#### SECTION 4. NONASSESSABLE:

No shares shall be issued until the same are fully paid for and when fully paid for, the same shall be nonassessable. There shall be stated on each stock certificate in print the following: "The shares represented by this certificate are fully paid for and nonassessable".

#### ARTICLE V.

#### PROVISIONS FOR REGULATION OF THE CORPORATION'S INTERNAL AFFAIRS

#### SECTION 1. MEETINGS OF SHAREHOLDERS AND DIRECTORS:

Meetings of the shareholders and directors of this corporation may be held within or without the State of Idaho at such place or places as may from time to time be designated in the code of Bylaws or by resolution of the Board of Directors.

#### SECTION 2. CODE OF BYLAWS:

The initial code of Bylaws of this corporation shall be adopted by its shareholders. The power to amend or repeal the Bylaws or to adopt a new code of Bylaws shall be in the shareholders, but the affirmative vote of the holders of a majority of the shares outstanding shall be necessary to exercise the power. The code of Bylaws may contain any provisions for the regulation and management of this

corporation which are consistent with the Idaho Business Corporation Act and these Articles of Incorporation.

ARTICLE VI.

REGISTERED OFFICE AND REGISTERED AGENT

The initial registered agent in the State of Idaho of this corporation is:

Trudy Staggie

The initial registered office in the State of Idaho of this corporation has the address as follows:

2416 E 109 N  
Ucon ID 83454

ARTICLE VII.

The initial incorporators will constitute the initial Board of Directors, and shall serve as director until the first annual meeting of shareholders or until successors shall be elected and qualify.

ARTICLE VIII.

INFORMATION ON THE INCORPORATORS

The name and post office address of each incorporator is as follows:

Trudy Staggie  
P.O. Box 482  
Ucon ID 83454

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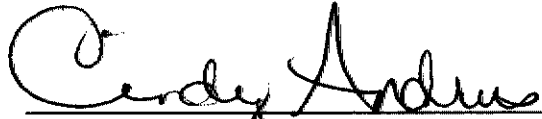
IN WITNESS WHEREOF, The undersigned, being the incorporator of this corporation, execute the Articles of Incorporation in triplicate and certify to the truth of the facts therein stated.

Dated this 31 day of August, 1994.

  
TRUDY STAGGIE

STATE OF IDAHO           )  
                                  )  
COUNTY OF BONNEVILLE )

On this 31<sup>st</sup> day of August, 1994, before me, the undersigned, a notary public in and for the State of Idaho, personally appeared Trudy Staggie, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that she has read the same, understood the contents and the legal effect thereof, and that she has executed the same of her own free will and choice.

  
NOTARY PUBLIC  
Residing: 54th ID  
Commission expires: 3/30/99