

State of Idaho



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

MID-WEST DISTRIBUTORS, INC.

a corporation duly organized and existing under the laws of **South Dakota** 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 **Thirteenth** day of **July**, 19 **61**, a properly authenticated copy of its articles of incorporation, and on the **Thirteenth** day of **July**, 19 **61**, a designation of **Fred Staffler** in the County of **Bonneville** 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 **13th** day of **July**, A.D. 19 **61**

Secretary of State.

State of South Dakota

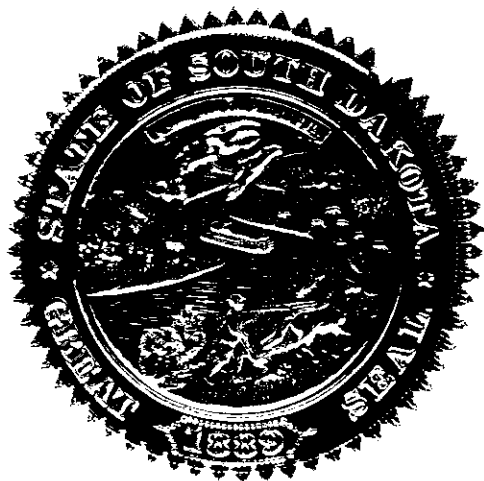


Department of State

United States of America, } Secretary's Office
State of South Dakota, }

This is to certify that the attached instrument of writing
is a true, correct and examined copy of the Articles of Incorporation of MID-WEST DISTRIBUTORS, INC. as filed in this office September 9, 1959,

and the whole thereof, and has been carefully compared with the original now on file in this office and found correct.



In Testimony Whereof, *I have hereunto*
set my hand and affixed the Great
Seal of The State of South Dakota
at the City of Pierre, the Capital on
this 10th *day of* July 1961

Eeric Liederman
Secretary of State.

FEES. \$ 2.50

BY _____
Assistant Secretary of State

ARTICLES OF INCORPORATION OF
MID-WEST DISTRIBUTORS, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, NORMAN MELLEARD, WILLIAM C. RICE, RICHARD DE BAERE and P. A. PAULOS, for ourselves, our associates, and successors, have associated ourselves together for the purpose of forming a corporation under and by virtue of the statutes and laws of the State of South Dakota, and we do hereby certify and declare as follows, viz:

FIRST: The name of this corporation shall be
MID-WEST DISTRIBUTORS, INC.

SECOND: The purposes for which this corporation is formed are to maintain and operate a general wholesale and retail distributing center, to engage in any lawful type of wholesale and retail business for profit, to borrow money, to buy, sell and manage both real and personal property, and to do all things necessary and needed to carry out the aims and objectives of this corporation.

THIRD: The place where the principal business of this corporation shall be transacted is Sioux Falls, in the County of Minnehaha, and State of South Dakota, where said corporation may hold meetings of its stockholders and directors, but the corporation may do business in any part of the world.

FOURTH: The term for which this corporation shall exist shall be perpetual or until such corporation is dissolved as provided by law.

FIFTH: The number of directors of this corporation, when it has been fully organized, shall be four (4), and the number of temporary directors, who are to serve until the election of their successors, is four (4) and their names and residences are as follows:

<u>NAMES</u>	<u>RESIDENCES</u>
NORMAN MELLEGARD	Hurley, South Dakota
WILLIAM C. RICE	Sioux Falls, South Dakota
RICHARD DE BAERE	Inwood, Iowa
P. A. PAULOS	Minneapolis, Minnesota

Each director must be the holder of at least one (1) share of the capital stock of the organization, and at least one of the directors must be a resident of the State of South Dakota.

SIXTH: The amount of the capital stock of this corporation shall be One Hundred Thousand Dollars (\$100,000.00), divided into two thousand (2,000) shares of the par value of Fifty Dollars (\$50.00) each.

SEVENTH: The directors shall be stockholders of the corporation and shall be elected as provided by the By-Laws at the annual meeting, to serve for a period of one (1) year.

No stockholder shall be liable for the debts of the corporation in any amount greater than his unpaid subscription.

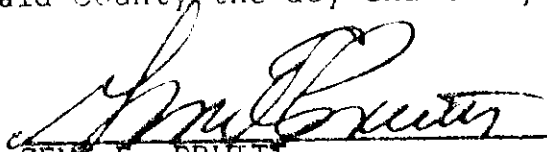
IN TESTIMONY WHEREOF, we have hereunto set our hands this 26th day of August, 1959.

Norman Mellegard
William C. Rice
Richard De Baere
P. A. Paulos

STATE OF SOUTH DAKOTA |
: ss
COUNTY OF MINNEHAHA |

BE IT REMEMBERED, that on this 26th day of August, 1959, before the undersigned, personally appeared the above named NORMAN MELLEGARD, WILLIAM C. RICE, RICHARD DE BAERE and P. A. PAULOS, well and personally known to me to be the same persons described in and who executed the foregoing instrument, and severally duly acknowledged to me that they executed the same.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal at said County the day and the year last above written.





GENE E. PRUITT
Notary Public, South Dakota

My Commission expires August 10, 1966.

STATE OF SOUTH DAKOTA |
: SS
COUNTY OF MINNEHAHA |

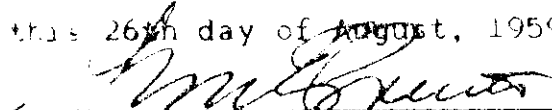
NORMAN MELLEGARD and WILLIAM C. RICE, being duly sworn, each for himself deposes and says: That he is one of the persons described in and who signed the foregoing Articles of Incorporation as an incorporator therein; that he has read said Articles and knows the contents thereof; that the incorporators intend in good faith to form a corporation for the purpose of the promotion of a lawful business as set forth in said Articles and not for the purpose of enabling any corporation or corporations to avoid the provisions of Chapter 13.18 South Dakota Code of 1939, relating to unlawful trusts and combinations, and laws amendatory thereto.





Subscribed and sworn to before me

this 26th day of August, 1959.



GENE E. PRUITT
Notary Public, South Dakota