



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, JAS. H. YOUNG, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

INTERMOUNTAIN COMMERCIAL BUYERS ASSOCIATION, INC.

a corporation duly organized and existing under the laws of **Nevada** 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 **10th** day of **January** **19 58**, a properly authenticated copy of its articles of incorporation, and on the **10th** day of **January** **19 58**, a designation of **J. L. Eberle** in the County of **Ada** 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 **10th** day of **January**, **A.D. 1958**.

Secretary of State.

THE STATE OF NEVADA



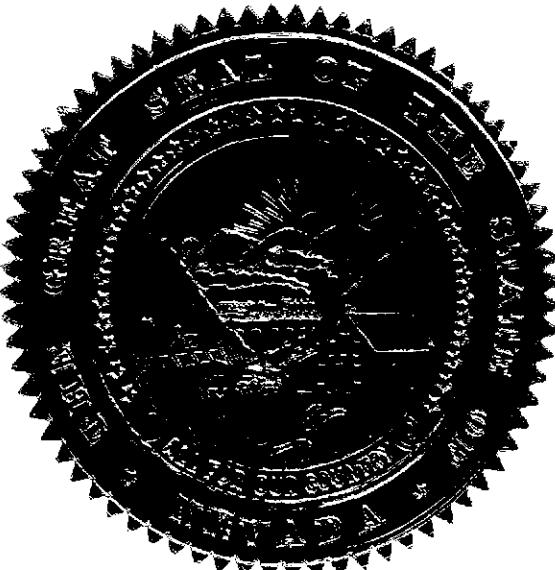
DEPARTMENT OF STATE

I, JOHN KOONTZ, the duly elected, qualified and acting Secretary of State of the State of Nevada, do hereby certify that the annexed is a true, full and correct transcript of the original Articles of Incorporation of

INTERMOUNTAIN COMMERCIAL BUYERS ASSOCIATION, INC.

as the same appears on file and of record in this office.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office
in Carson City, Nevada, this 26TH day
of DECEMBER A. D. 19 57



John Koontz
Secretary of State
Deputy

ARTICLES OF INCORPORATION

-of-

INTERMOUNTAIN COMMERCIAL BUYERS ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the Laws of the State of Nevada, and WE HEREBY CERTIFY:

FIRST: The name of said corporation is:

INTERMOUNTAIN COMMERCIAL BUYERS ASSOCIATION, INC.

SECOND: The principal office of this corporation is to be located in the Cheney Building, No. 139 North Virginia Street, in the City of Reno, County of Washoe, State of Nevada. Nevada Agency and Trust Company is hereby named as the Resident Agent of the above-named corporation and in charge of its said office at Reno, Nevada.

THIRD: In furtherance and not in limitation of the general powers conferred by the Laws of the State of Nevada, it is expressly provided that the corporation shall also have the following powers:

To engage in and associate with any other person or persons, company or companies for mutual trade and discount advantages; to organize, direct, administer and put into operation an association of hotel and motel owners for purposes of obtaining bulk purchase discounts from manufacturers and distributors, and any other mutual advantage; to sell participating membership therein and otherwise deal with members thereof.

To engage in the business of buying and selling household, hotel and motel furnishings, equipment, accessories and supplies of all types and nature; to buy and sell such furnishings, equipment, accessories and supplies on a retail or wholesale level and to enter into contracts with manufacturers of said furnishings, equipment, accessories and supplies and for the purchase thereof; to engage in the manufacture and sale of household, hotel and motel furnishings, equipment, accessories and supplies of every kind whatsoever.

To establish, maintain and conduct a general mercantile agency, to carry on every branch of business usually transacted in connection therewith, including the obtaining and acquiring by purchase, or in any other lawful manner, information, statistics, facts, and circumstances of, relating to, or affecting the business, capital, debt, solvency, credit, responsibility and commercial condition and standing of any and all individuals, firms, associations and corporations engaged in or connected with any business,

occupation, industry or employment in any part of the civilized world, and particularly in and throughout the United States and Canada, and to dispose of, sell, loan, pledge, hire and use in any and all lawful ways the information, statistics, facts and circumstances so obtained and acquired; also to establish and conduct a general collection business for the recovery, enforcement and collection of accounts, bills, debts, dues, demands and obligations and claims of all kinds, also to establish and conduct a general business of making and issuing contracts to secure the faithful performance of any mercantile or commercial contract or agreement, and for the prompt payment of any debt or obligation due by, under or arising from or out of any mercantile or commercial transaction; also to acquire by purchase or otherwise and to establish and conduct a general printing, publishing, bookbinding and advertising business, and to prepare and distribute newspapers, books, pamphlets, directories, catalogues, reports, ratings, digests, lists and other printed matter of interest or use to merchants, traders, bankers and lawyers.

To carry on business in the United States or elsewhere as factors, agents, commission merchants or merchants to buy, sell, manipulate and deal in, at wholesale or retail, merchandise, goods, wares, food products and commodities of every sort, kind or description and to carry on any other business whether manufacturing or otherwise which can be conveniently carried on with any of the company's objects; to open stores, offices or agencies throughout the United States or elsewhere, or to allow or cause the legal estate and interest in any properties or business acquired, established or carried on by the company to remain or be vested in the name of, or carried on by, any other company formed or to be formed, and either upon trust for, or as agents or nominees of, this company, and to manage the affairs or take over and carry on the business of any such other company formed or to be formed, and to exercise all or any of the powers of any such company, or of holders of shares of stock or securities thereof, and to receive and to distribute as profits the dividends and interest on such shares of stock and securities; to purchase or otherwise acquire and undertake, all or any part of the business, property and liabilities of any persons or company, carrying on any kind of business which this company is authorized to carry on; to enter into partnership or into any arrangement for sharing profits, union of interests reciprocal concessions, or co-operate with any person or company carrying on or about to carry on any business which this company is authorized to carry on, or any business or transaction capable of being conducted so as, directly or indirectly, to benefit this company.

To act as agents, trustees, receivers, liquidators, managers, brokers, attorneys or referees or in any other station of trust or confidence in respect to the establishment and promotion of corporations or associations; to acquire, prosecute and execute undertakings, business works, and enterprizes of any description in Nevada or elsewhere.

To examine and inquire into, search for, prospect, explore and obtain information with respect to any business, property or undertaking and report on same, in the United States of America or elsewhere. To establish and promote or assist in establishing or promoting companies or associations for the acquisition, prosecution, and execution of undertakings, businesses, works, projects, and enterprizes of any and every description in the United States of America and elsewhere, and to acquire or dispose of and deal in shares and interests in such companies and associations and in any other companies or associations or undertakings thereof. To purchase or take on lease or in exchange, hire or otherwise acquire any real or personal property, rights franchises or privileges which the corporation may think suitable or convenient for any of the purposes of its business.

To pay out of the funds of the corporation all expenses of or incidental to the examination and information in respect to any property, business or undertaking of the corporation or any other corporation or corporations and the issue of its shares, stocks, obligations, or securities, including brokerage and commission for obtaining such property or undertaking or for placing its shares or underwriting shares, bonds, debentures or otherwise under the laws of Nevada or of any other State or County.

To promote or establish and in any way to assist in promoting and establishing agencies; to establish and promote and bring out or issue any corporation, syndicate, association, or partnership, whether public or private, in the United States of America and/or elsewhere throughout the world. To enter into any arrangement with any government or authorities, supreme, local, municipal or otherwise, that may seem conducive to the corporation's objects or any of them, and to obtain from any such government or authorities any rights, privileges and concessions which the corporation may deem desirable to obtain and which may seem conducive to any objects of the corporation. Generally to undertake and transact any of the business of merchants, businessmen, financial agents, trustees or promoters which seem conducive to any of the objects of the corporation.

To apply for, purchase, or otherwise acquire any and all letters patent, and similar rights, granted by the United States or any other country or government licenses and the like, or any other interest therein or any inventions which may seem capable of being used for or in connection with any of the objects or purposes of the corporation; to deal in, use, develop, sell and grant licenses and privileges in respect to said letters patent and similar rights, and to otherwise turn the same to account; To grant rights, privileges and licenses, exclusive or limited, for the use of patents and rights, covered, granted and protected by patents, and to grant such rights, privileges, and licenses for the use of the processes covered by patents held or hereafter acquired by the corporation, and to enter into contracts for the use of the same, and to provide by such contracts for the payment of royalties by the persons to whom such rights, privileges and licenses are granted, and likewise in consideration of the use of

such rights, privileges and patents, to require the payment of cash bonuses or the issuance of shares of stock in corporations to which such rights, privileges or licenses may or shall be granted, and to provide for the payment of other or different remuneration in payment for the use thereof, or benefits to be derived therefrom, and to do any and all things that may be necessary, proper or convenient for the aforesaid purpose; to apply for, take out, acquire, own, use and dispose of trademarks, trade names, copyrights, devices, and improved or secret processes, of every sort and description desirable and/or incidental to the purposes of the corporation.

To own and operate experimental plants for the determination of any and every kind of industrial processes.

To buy, sell, lease, improve and mortgage land.

To engage in any lawful activity.

To manufacture, buy, sell and deal in, export, and import any and every kind or description of material, merchandise, product or other property, and to act as purchasing and selling agents therefore.

To loan or advance money to individuals, firms, or corporations on open account, or on personal or corporate notes of such individuals, firms or corporations, with or without security.

To enter into contracts of all kinds with firms, individuals, corporations, and civil, municipal, state or federal governmental authorities, whenever the same shall be authorized by the directors of the corporation, or by its By-Laws.

To carry on business at any place or places, with the United States, its territories and/or possessions, and in any and all foreign countries, and to purchase, hold, mortgage, convey, lease, or otherwise dispose of, and deal in real and personal property at any such place or places.

To buy, sell, own and deal in real estate, livestock, bonds, securities and other properties of all kinds, on its own account and for commission, in the United States and elsewhere.

To purchase, hold, pledge, transfer, sell, or otherwise dispose of or deal in, shares of the capital stock, bonds, debentures, notes, or other securities or evidences of indebtedness of any corporation, to receive, collect and dispose of dividends, interests or other income on such securities, held by it, and do any and all acts and things tending to increase the value of the corporation; to issue bonds and secure the same by pledge or deed of trust or upon any part of such securities or other property held or owned by the corporation and to sell or pledge such bonds for proper corporate purposes and in the promotion of its corporate business; to purchase, receive, hold, and dispose of any securities of any person or corporation, whether such securities shall be bonds, mortgages, debentures, notes, shares of capital stock or otherwise, and in respect to any such securities, to exercise any and all

rights and privileges of ownership thereof, and generally to act as investment brokers, agents, or principals.

To borrow and lend money and negotiate loans; to draw, accept, endorse, buy and sell promissory notes, bonds, stocks, debentures, coupons, and other securities; to issue on commission, subscribe for, take, acquire, hold, sell, exchange and deal in shares, stocks, bonds, obligations, and securities of any government, governmental subdivision or agency, or company; to form, promote, subsidize and assist corporations, syndicates or partnerships of all kinds, and to finance and refinance the same. To develop and turn to account any land acquired by or in which the corporation is interested, and in particular by laying out and preparing the same for building purposes, constructing, altering, repairing, pulling down, decorating, maintaining, planting, paving, draining, furnishing, fitting up and improving buildings and letting on building leases or building agreements, and by advancing money to and entering into contracts and agreements of all kinds with builders, tenants, and others. To engage in general insurance brokerage business for the purpose of selling fire, marine, accident, liability, collision, theft, property damage and other insurance. To carry on and undertake any business undertaking, transaction or operation commonly carried on or undertaken by businessmen, promoters, financiers, concessionaries, contractors, brokers, and commission merchants and any other incidental business which may seem to the corporation desirable to carry on in connection with the above, or calculated directly or indirectly to enhance the value of or render profitable any of the corporation's property or rights.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers of this corporation, granted to it by right of its existence, as outlined in Sections Eight and Nine of the Nevada General Corporation Law; and are in furtherance of and in addition to, and not in limitation of the general powers conferred by the laws of the State of Nevada.

It is the intention that the purposes, objects and powers specified in this Article Third and all subdivisions thereof, shall, except as otherwise expressly provided, in no wise be limited or restricted by reference to or inference from the terms of any other clause or paragraph of this Article, and that each of the purposes, objects, and powers specified in this Article Third shall be regarded as independent purposes, objects and powers.

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FOURTH: The amount of the total authorized capital stock of this corporation is ONE HUNDRED THOUSAND (100,000) shares of the par value of ONE DOLLAR (\$1.00) per share.

FIFTH: The members of the governing board shall be styled "Directors" and the number of such directors shall be not less than three, but may be increased or changed in the manner provided by Section 33 of the General Corporation Act of this state. The first Board of Directors shall consist of three (3) members, whose names and post office addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
HAYES E. SHAFFER,	139 North Virginia Street, Reno, Nevada
WILLIAM X. SMITH,	139 North Virginia Street, Reno, Nevada
K. F. ANDREWS,	139 North Virginia Street, Reno, Nevada

SIXTH: The capital stock of this corporation after the amount of the subscription price or par value has been paid in shall not be subject to assessment to pay debts of this corporation and no stock issued as fully paid up shall ever be assessable or assessed and the Articles of Incorporation shall not be amended in this particular.

SEVENTH: The names and post office addresses of each of the incorporators signing these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
HAYES E. SHAFFER,	139 North Virginia Street, Reno, Nevada
WILLIAM X. SMITH,	139 North Virginia Street, Reno, Nevada
K. F. ANDREWS,	139 North Virginia Street, Reno, Nevada

EIGHTH: This corporation is to have perpetual existence.

NINTH: Each holder of common stock shall be entitled to one vote in respect of each share of common stock held.

No holder of stock shall have any right, as such holder, to purchase or subscribe for or otherwise acquire any shares of stock, or any securities or obligations convertible into or any right of option to purchase, any shares of stock at any time hereafter issued or sold, but any and all such stock, obligations, rights, and options may be issued and disposed of by the Board of Directors to such persons, firms,

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corporations and associations and for such lawful consideration, and on such terms, as the Board of Directors, in its discretion, may determine, without first offering the same of any thereof to the stockholders.

Without action by the stockholders, shares of stock may be issued by the Board of Directors from time to time for such consideration, not less than the par value thereof, and upon such terms as may be fixed from time to time by the Board of Directors and any and all such shares so issued, the full consideration for which has been paid or delivered, shall be deemed fully paid stock and not liable for any further assessment thereon for any purpose whatsoever, and the holders of such shares shall not be liable for any further call or assessment thereon or for any further payment thereon for any purpose whatsoever.

That the private property of the stockholders, directors and officers shall not be subject to the payment of corporate debts to any extent whatever.

TENTH: In furtherance, and not in limitation of the powers conferred by statute, and in addition to the powers which may be conferred by the By-Laws, the Board of Directors of the corporation is expressly authorized:

1. To hold its meetings, to have one or more offices, to keep the books of the corporation, except as may be otherwise specifically provided by the laws of the State of Nevada, within or without the State of Nevada, at such places as may be, from time to time, designated by them;

2. To determine, from time to time, whether, and if allowed, under what conditions and regulations the accounts and books of the corporation (other than the books required by law to be kept at the principal office of the corporation in Nevada), shall be open to inspection of the stockholders and the stockholder's rights in this respect are and shall be restricted or limited accordingly;

3. To make, alter, amend and rescind the By-Laws of the corporation, to fix the amount to be reserved as working capital, to

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in the times for the declaration and payment of dividends, and to authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation, provided always that a majority of the whole Board shall concur therein;

4. In order to promote the interest of the corporation and to encourage the utilization of the corporation's lands and other property, to sell, assign, transfer, lease and in any lawful manner dispose of such portions of said property as the Board of Directors shall deem advisable, and to use and apply the funds received in payment therefor to the surplus account for the benefit of the corporation, or the payment of dividends, or otherwise; provided that a majority of the whole Board concurs therein and further provided that the capital stock of the corporation shall not be decreased except in accordance with the laws of the State of Nevada; and

5. By resolution passed by a majority of the whole Board, to designate two or more of their number to constitute an executive committee, which committee shall, for the time being, as provided in said resolution or in the By-Laws, have and exercise any or all of the powers of the Board of Directors which may be lawfully delegated to the management of the business and affairs of the corporation, and shall have power to authorize the seal of the corporation to be affixed to all papers which may require it.

ELEVENTH: The corporation shall be entitled to treat the person, firm or corporation in whose name any share is registered as the owner thereof, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share on the part of any other person, firm or corporation, whether or not the corporation shall have notice thereof, unless otherwise expressly provided by the laws of the State of Nevada.

We, the undersigned, being each of the original incorporators, for the purpose of forming a corporation to do business both within and without the State of Nevada, and in pursuance of the General Corporation

Law of the State of Nevada, effective March 31, 1925, and as subsequently amended, do make and file this certificate, hereby declaring and certifying that the facts hereinabove stated are true and accordingly have hereunto affixed our signature this 29th day of July 1957.

Hans F. Neumann

William K. Smith

K. F. Andrews

STATE OF NEVADA,)
COUNTY OF WASHOE.) SS

On this 29th day of July 1957, before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared HAYES E. SHAFFER, WILLIAM K. SMITH and K. F. ANDREWS, known to me to be the persons described in and who executed the foregoing instrument, and who acknowledged to me that they executed the same freely and voluntarily and for the uses and purposes therein mentioned.

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

Norma Graber
Notary Public, in and for the
said County and State.

My Commission Expires:

June 8, 1959.

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