

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

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 the original of the articles of incorporation of

LINDSAY-BELMER HARDWARE, INCORPORATED

was filed in the office of the Secretary of State on the **First** day of **July**, A.D. One Thousand Nine Hundred **Sixty**, and duly recorded on Film No. **112** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at

Donners Ferry, in the County of **Boundary**.

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 **1st** day of **July**, A.D., 19 **60**.

Secretary of State.

ARTICLES OF INCORPORATION

of

LINDSAY-HELMER HARDWARE INCORPORATED

KNOW ALL MEN BY THESE PRESENTS: That we, whose names are hereby affixed, all of whom are bonafide residents and full-age citizens of the United States of America, do under and in pursuance of Title 30 et seq., of the Idaho Code as amended, and general corporation laws of said State hereby organize, constitute and associate ourselves and such other persons as may hereafter become associated with us, in accordance with these Articles, into a body politic, and corporate for the purposes hereinafter set forth, and to that end we execute these Articles of Incorporation, and hereby certify, set forth and declare as follows:

I.

The name of the proposed corporation is LINDSAY-HELMER HARDWARE, INCORPORATED.

II.

The purposes of the corporation are as follows:

To engage in any commercial, industrial, and agricultural enterprise calculated or designed to be profitable to this corporation and in conformity with the laws of the State of Idaho;

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

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

To engage in and operate a general hardware and mercantile business and to deal in, buy, and sell general hardware, electrical and gas appliances, housewares, toys, general merchandise including paints and painting supplies, but not excluding any other articles of merchandise sometimes dealt in by hardware establishment.

The purposes specified herein shall be construed both as purposes and powers and shall be in no wise limited or 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 clauses herein shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or 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.

To do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

III.

The duration of the corporation is perpetual.

IV.

The location is in the Village of Bonners Ferry, Boundary County, Idaho; and the postoffice address of the registered office of the corporation in the State of Idaho, is Bonners Ferry, Idaho.

V.

The total authorized number of par value shares is one thousand (1,000). The aggregate par value of the total authorized number of par value shares is One Hundred Thousand and no/100 (\$100,000.00) Dollars. The stock shall be non-assessable.

VI.

RIGHTS AND RESTRICTIONS OF SHARE OF STOCK

The shares of stock of this corporation shall be all Common in class and each of said shares shall be entitled to one vote, with the owner of said share determined by the name standing on the books of this corporation at the date thirty (30) days prior to the date of the meeting at which a vote will be required, and the relative rights, preferences and restrictions of each of said shares shall be identical with the relative rights, preferences and restrictions of every other of said shares.

VII.

DIRECTORS

The corporate powers of this corporation shall be vested in a Board of Four (4) Directors, to be elected as provided in the By-laws of this corporation. To be a Director, a person must be a shareholder. The powers and duties of the officers of this corporation shall be as prescribed in the By-laws, except that the power to repeal and amend the By-laws and adopt new By-laws is hereby conferred upon the Board of Directors.

VIII.

The Incorporators of this corporation, together with the number of shares subscribed for by each, are as follows:

NAME

ADDRESS

CLASS OF
SHARES

SUBSCRIPTION

Ted Helmer	Bonnors Ferry, Idaho	Common	one
Harold B. Lindsay	Bonnors Ferry, Idaho	Common	One
Evalda Lindsay	Bonnors Ferry, Idaho	Common	One
Helen Helmer	Bonnors Ferry, Idaho	Common	One

Dated this 1st day of July, 1960.

Ted Helmer
Ted Helmer

Harold B. Lindsay
Harold B. Lindsay

Evalda Lindsay
Evalda Lindsay

Helen B. Helmer
Helen Helmer

STATE OF IDAHO

) ss.

County of Boundary

On this 1st day of July, 1960, before me, the undersigned Notary Public, personally appeared TED HELMER and HELEN HELMER, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

[Signature]
Notary Public for Idaho
Residing at Bonnors Ferry
Com. Exp. 11/23/61

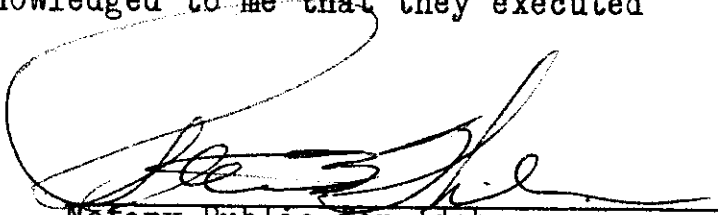
(SEAL)

STATE OF IDAHO

County of Boundary

ss.

On this 1st day of July, 1960, before me, the undersigned Notary Public, personally appeared HAROLD B. LINDSAY and EVALDA LINDSAY, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.


Notary Public for Idaho
Residing at Bonners Ferry
Com. Exp.: 11/23/61

(SEAL)