

## 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

**WESTERN WHOLESALE AND SUPPLY COMPANY, INC.**

was filed in the office of the Secretary of State on the **Fourth** day of **February** A.D. One Thousand Nine Hundred **Sixty-five** and ~~will be~~ duly recorded on ~~Film No.~~ **microfilm** 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 **Idaho Falls,** in the County of **Bonneville.**

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 **4th** day of **February**, A.D., 19**65**.

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
WESTERN WHOLESALE AND SUPPLY COMPANY, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, all of whom are citizens of the United States of America, residents of the State of Idaho, and of legal age, have today voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we hereby certify:

ARTICLE I

The name of said corporation shall be "WESTERN WHOLESALE AND SUPPLY COMPANY, INC.".

ARTICLE II

That the duration of the corporation shall be perpetual.

ARTICLE III

The location and post office address of the registered office of the corporation in the State of Idaho shall be Idaho Falls, Bonneville County, Idaho.

ARTICLE IV

The authorized capital stock of the corporation shall consist of One Hundred shares of no par value common stock. All of the stock shall be of the same class, have the same powers and voting rights and shall not be assessable for any purpose whatsoever.

## ARTICLE V

The business of the corporation shall be managed by a Board of Directors consisting of at least three directors. The qualifications, the term of office, manner of electing directors, the time, place and manner of calling meetings, and the powers and duties of the directors shall be prescribed by the By-Laws. The names and post office addresses of the directors until the first annual meeting of the stockholders are as follows:

Gaylon W. Bean	Idaho Falls, Idaho
Basil Boyd Hughes	Idaho Falls, Idaho
Sheldon Peterson	Shelley, Idaho

## ARTICLE VI

The purposes for which said corporation is organized are as follows:

A. To conduct a general wholesale, distribution, brokerage, factoring, and retailing business, building supplies and materials, and roofing materials and supplies, and to process, deal in, manufacture, install, store, handle, sell at wholesale and retail, transport or otherwise work in or with building materials of all kinds, including but not limited to lumber, roofing, insulating materials, plaster, wall tile, ornamental and other boards, brick, concrete, structural steel, reinforcing steel, glass, stone, pottery, tile, lighting fixtures, hardware, bathroom fixtures, plumbing supplies, electrical supplies, cements and plasters, stucco, stone and gravel, resinous waxes, textiles, incinerators, cess pools and septic tanks, fencing, wire and staples, water-proofing materials, rubber, linoleums, carpets, builders tools and

machinery, and household furniture and appliances, and any and every other material, appurtenance or process useful in, necessary for, or convenient in building, construction, engineering, and maintenance.

B. To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this corporation.

C. To manufacture, purchase, sell and generally trade and deal in and with any article, product or commodity produced as the result of or through the use of any such inventions, devices, processes, discoveries, formulae and improvements and modifications thereof, or the like, or any articles, products, commodities, supplies and materials used or suitable to be used in connection therewith or in any manner applicable or incidental thereto; to grant licenses, sub-licenses, rights, interests and privileges in respect to any of the foregoing, and to supervise or otherwise exercise such control over its licensees or grantees and the business conducted by them, as may be agreed upon in its contracts or agreements with such licensees or grantees for the protection of its rights and interest therein, and to secure to it the payment of agreed royalties or other considerations.

D. To manufacture, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade, deal in and deal with goods, wares and merchandise and personal property of every class and description.

E. To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

F. To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, script, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporations, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancements in value thereof.

G. To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic, or government or colony or dependency thereof.

H. To borrow or raise moneys for any of the purposes of

the corporation and; from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

I. To loan to any person, firm or corporation any of its surplus funds, either with or without security.

J. To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

K. To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of, real and personal property of every class and description in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country.

L. To act as agents for others in the purchase, sale, renting and management of real estate and leaseholds, and to negotiate loans in real estate, notes, bonds, mortgages, deeds of trust and other securities and to conduct a general real estate agency business and general insurance agency business.

M. In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Idaho upon corporations formed under the General Corporation Law of the State of Idaho, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

N. To have the powers and to do those acts, things and deeds set forth in section 30-114, Idaho Code, and any and all amendments thereto.

O. The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this certificate of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

#### ARTICLE VII

The private property of the stockholders shall not be liable for its obligations. The common voting stock of this corporation shall be non-assessable, and these Articles shall not be amended so as to render assessable any of the common voting stock without the unanimous consent of all of the holders of all of the outstanding common stock proposed to be made assessable.

## ARTICLE VIII

The power to repeal and amend the By-Laws and adopt new By-Laws is hereby conferred upon the directors, as well as upon the shareholders, to be exercised by such vote of the directors or of the allotted shares, as the case may be; provided, however, not less than a majority thereof as may be fixed by the By-Laws.

## ARTICLE IX

No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any director individually may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, and any director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the company which shall authorize such contract or transaction and may vote thereon to authorize such contract or transaction with like force and effect as if he were not such director or officer of such other corporation and not so interested.

## ARTICLE X

At all elections of the directors of this corporation each stockholder shall be entitled to as many votes as shall equal the



number of his shares of stock, multiplied by the number of directors to be elected, and he may cast all of such votes for a single director, or may distribute them among the number to be voted for, or any two or more of the, as he may see fit.

#### ARTICLE XI

If (a) any two or more stockholders or subscribers to stock of the corporation shall enter into any agreement abridging, limiting, or restricting the rights of any one or more of them, to sell, assign, transfer, mortgage, pledge, hypothecate, or transfer on the books of the corporation, any or all of the stock of the corporation held by them, and if a copy of said agreement shall be filed with the corporation, or if (b) the incorporators or stockholders entitled to vote shall adopt any By-Laws provision abridging, limiting, or restricting the aforesaid rights of any stockholders, then, and in either of such events, all certificates of shares of stock subject to such abridgments, limitations or restrictions shall have a reference thereto endorsed thereon by an officer of the corporation and such stock shall not thereafter be transferred on the books of the corporation except in accordance with the terms and provisions of such agreement or By-Law, as the case may be.

#### ARTICLE XII

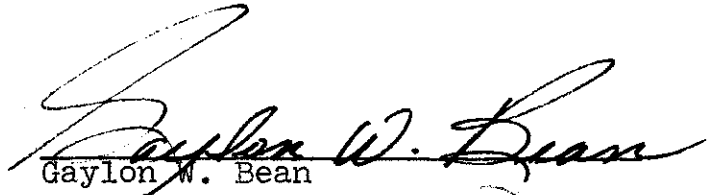
The names and post office addresses of each of the incorporators and the number of shares of stock subscribed by each are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares of Stock</u>
Gaylon W. Bean	1800 S. Yellowstone Ave. Idaho Falls, Idaho	1

Basil Boyd Hughes . 1800 S. Yellowstone Ave. 1  
Idaho Falls, Idaho

Sheldon Peterson 1800 S. Yellowstone Ave. 1  
Idaho Falls, Idaho

IN WITNESS WHEREOF, We have hereunto set our hands  
this 31st day of January, 1965.

  
Gaylon W. Bean

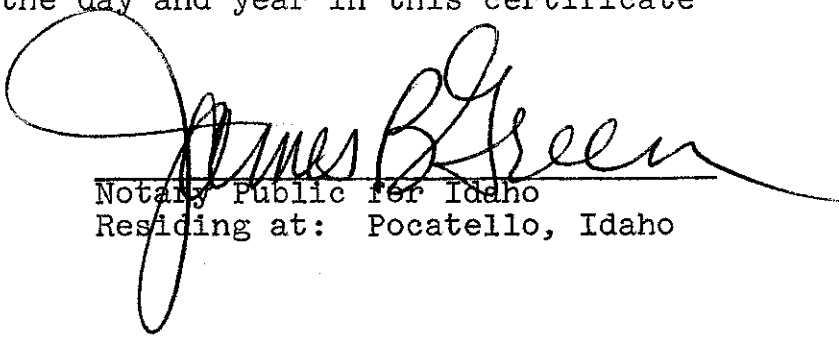
  
Basil Boyd Hughes

  
Sheldon Peterson

STATE OF IDAHO )  
County of Bonneville) <sup>ss</sup>

On this 31st day of January, 1965, before me, the below  
named Notary Public in and for said County and State, personally  
appeared GAYLON W. BEAN, BASIL BOYD HUGHES, and SHELDON PETERSON,  
known to me to be the persons who executed the within instrument,  
and acknowledged to me that they 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: Pocatello, Idaho