

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

PAUL W. BRIGHT CO. INC.

was filed in the office of the Secretary of State on the fifth of October A.D. One Thousand Nine Hundred Fifty-nine and duly recorded on Film No. 109 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 in the County of Ada.

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 5th day of October, A.D., 1959.

Secretary of State.

ARTICLES OF INCORPORATION

of

PAUL W. BRIGHT CO. INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of whom are citizens and residents of the United States of America, and all of whom are over the age of twenty-one years, have this day voluntarily associated ourselves together for the purposes of forming a corporation under the laws of the State of Idaho.

AND WE HEREBY CERTIFY:

ARTICLE I

That the name of the said corporation shall be

PAUL W. BRIGHT CO. INC.

ARTICLE II

That the purposes for which said corporation is formed are:

- l. To engage generally in the purchase and sale of any or all types and descriptions of advertising specialties, imports, gifts, premiums and/or promotional materials. To manufacture, produce, or generally deal in any advertising specialties, promotional items, gifts, and/or imports, and also in connection therewith, to establish, buy, lease or otherwise acquire, own, maintain, operate and dispose of real property, buildings, real estate, samples, merchandise, premiums and any other materials being necessary to conduct and carry on said business.
- 2. To manufacture, buy, sell, or otherwise deal in any by-products of or products growing out of, or related to any of the aforesaid business.
- 3. To purchase, acquire, own, hold, lease (either as lessor or as lessee), sell, exchange, subdivide, mortgage and generally operate any real or personal property of any and every kind or description, within or without the State of Idaho, necessary, suitable or useful in connection with any of the objects or purposes herein set forth.
- 4. To construct and erect b uildings or structures upon and to improve and maintain any and all real property owned, leased or held by this corporation; and to equip, improve and generally operate any and all personal property owned by this corporation.
- 5. To purchase, hold and sell 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; and provided, further, that the shares of its own capital stock owned by it shall not be voted upon directly or indirectly.

To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or desirable for the furtherance of the business of this corporation, with any persons, firms, corporations, associations, any state, territory or municipality of the United States or any foreign country, government or body politic.

- 7. To acquire and hold all or any part of the capital stock, assets or good will of any business, of any person, firm, association or corporation engaged in any business in whole or in part similar to that of this corporation, consistent with the objects and purposes of this corporation, and to hold, utilize and in any manner dispose of the whole or any part of the stock, assets, good will and rights so acquired and to conduct in any lawful manner in whole or in part any business so acquired, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation engaged in the business so acquired.
- 8. To adopt, apply for and register, purchase, lease or otherwise acquire and to use, maintain and protect and to sell, assign or grant licenses or other rights in respect of any trade marks, trade names, patents, patent rights, copyrights, inventions, formulas, processes and rights analogous thereto.
- 9. To borrow money for any purpose of this corporation, without limit as to amount, and to issue bonds, debentures, notes or other evidences of indebtedness, secured or unsecured, of this corporation for the moneys so borrowed, or in payment for property acquired, or for any other objects or purposes of this corporation or in connection with its business; to secure payment of such debentures, notes or other obligations by mortgages or deeds of trust or pledges or other liens upon any or all of the property of this corporation wheresoever situated.
- 10. To carry out all or any part of the foregoing objects or purposes as principal or agent, or otherwise, either alone or in conjunction with any person, association or other corporation and in any part of the world; and in carrying on its business and for the purpose of attaining or furthering any of its objects or purposes, to make and perform such contracts of any kind and description, to do such acts and such things and to exercise any and all such powers as a natural person could lawfully make, perform, do or xercise, provided that the same be not inconsistent with the objects or purposes of this corporation, or the statutes of the State of Idaho.
- ll. To conduct its business in all or any of its branches in the State of Idaho and in any and all other states, territories, possessions, colonies and dependencies of the United States of America, and in the District of Columbia, and in any or all foreign countries, and to have one or more offices within or outside of the State of Idaho.
- 12. The objects as specified herein shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause or paragraph of these articles. The objects, purposes and powers specified in each of the clauses or paragraphs in these articles shall be regarded as independent objects, purposes and powers.

The foregoing shall be construed as objects and powers and the enumeration thereof shall not be held to limit or restrain in any manner the general powers now or hereafter conferred on this corporation by the statutes of the state of Idaho.

ARTICLE III

The period of existence and the duration of the life of this corporation shall be perpetual.

ARTICLE IV

The location and post office address of the registered office of this corporation in the State of Idaho shall be Boise, County of Ada.

ARTICLE V

This corporation is authorized to issue one class of shares of its capital stock to be designated as common stock; the total number of shares of common stock which this corporation shall be authorized to issue is 250. The aggregate par value of the stock of this corporation shall be \$25,000.00, and the par value of each share of the common capital stock shall be \$100.00.

ARTICLE VI

The names and post office addresses of each of the incorporators of this corporation and the number of shares of said common capital stock subscribed by each of those incorporators are as follows:

<u>Name</u>	Post Office Address	Shares Subscribed
Paul W. Bright C. H. Coble C. Ben Martin	Boise, Idaho Boise, Idaho Boise, Idaho	One One One
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Each of the persons above enumerated as incorporators is a natural person over the age of 21 years and is a citizen of the United States of America.

ARTICLE VII

A director of this corporation shall be required to be a holder of any of the shares of the common capital stock of the corporation.

IN WITNESS WHEREOF, We, the undersigned, for the purpose of forming this corporation under the statutes of the State of Idaho, have executed these Articles of Incorporation this ______ day of October, _1959.

__(SEAL

· (SEAL)

STATE OF IDAHO) ss County of Ada)

On this _____ day of October, 1959, before me, the undersigned, a

Notary Public in and for said State, personally appeared Paul W. Bright and

C. H. Coble, known to me to be the persons whose names are subscribed to the

within instrument and acknowledged to me that they executed the same, and

I further certify that each of said persons acknowledged to me that they

were over the age of twenty-one years and were each citizens of the United

States of America.

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

Novary Public for Idaho
Residing at Boise, Idaho