



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

NASHUA MANUFACTURING COMPANY

a corporation duly organized and existing under the laws of **Missouri** 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 **13th** day of **November** 19⁵⁷, a properly authenticated copy of its articles of incorporation, and on the **13th** day of **November** 19⁵⁷, a designation of **Norman E. Telecky** 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 **13th** day of **November**, A.D. 19⁵⁷.

Secretary of State.

October 31, 1957

Secretary of State
State of Idaho
Boise, Idaho

Attention: Corporation Department

Gentlemen:

The undersigned corporations, being respectively:

Nashua Mfg. Corporation of Idaho
Nashua Realty Company

do hereby consent to the qualification of NASHUA MANUFACTURING COMPANY in the State of Idaho, and do hereby waive any right they may have to object to such qualification.

IN WITNESS WHEREOF, the above corporations have caused this consent to be executed by their respective Vice Presidents and Secretaries, duly authorized thereunto and their corporate seals to be hereunto affixed, all pursuant to the authority of their respective Boards of Directors.

NASHUA MFG. CORPORATION OF IDAHO

(SEAL)

ATTEST:


Secretary

By


Vice President

NASHUA REALTY COMPANY

(SEAL)

ATTEST:


Secretary

By


Vice President



DEPARTMENT OF STATE



To all to Whom these Presents shall Come:

I, Walter H. Toberman, Secretary of State of the State of Missouri and Keeper of the Great Seal thereof, hereby certify that the annexed pages contain a full, true and complete copy of

CERTIFICATE OF INCORPORATION

AND

ARTICLES OF INCORPORATION

OF

NASHUA MANUFACTURING COMPANY

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



In Testimony Whereof, I hereunto set my hand and affix the Great Seal of the State of Missouri. Done at the City of Jefferson, this 1st day of November A. D., Nineteen Hundred and Fifty-seven.

Walter H. Toberman
SECRETARY OF STATE

STATE OF MISSOURI

No. *90690*

Certificate of Incorporation

WHEREAS, An association organized under the name of
Nashua Manufacturing Company

has filed in the office of the Secretary of State, Articles of Incorporation in writing as provided by law and has, in all respects, complied with the requirements of The General and Business Corporation Act of Missouri governing the formation of Private Corporations.

NOW, THEREFORE, I, WALTER H. TOBERMAN, Secretary of State of the State of Missouri, in virtue and by authority of law, do hereby certify that said association has on the day hereof, become a body corporate, duly organized under the name of

Nashua Manufacturing Company

and the address of its Initial Registered Office in Missouri is:

*11 Insurance Exchange Building
St. Louis City,* and is entitled to all the rights

and privileges granted to corporations organized under The General and Business Corporation Act of Missouri for a term of *perpetual* years, and that the

number of the Authorized Shares of said Corporation is

*200 Common @ \$1.00 per value
Three Hundred Thousand* Dollars.

IN TESTIMONY WHEREOF, I hereunto set my hand and

affix the GREAT SEAL of the State of Missouri. Done

(SEAL)

at the City of Jefferson, this *30th* day

of *October*, A. D. Nineteen Hundred

and *Fifty-Seven*

Walter H. Toberman

October 28, 1957

Secretary of State
State of Missouri
Jefferson City, Missouri

Attention: Corporation Department

Gentlemen:

The undersigned corporations, being respectively:

Nashua Mfg. Corporation of Missouri
Nashua Manufacturing Corporation of California
Nashua Management Corporation
Nashua Enterprises, Inc.
Nashua Realty Company

do hereby consent to the issuance by the Secretary of State of the State of Missouri of Articles of Incorporation in the name of NASHUA MANUFACTURING COMPANY, and do hereby waive any right they, or any one of them, may have to object to the issuance of Articles of Incorporation under that name.

IN WITNESS WHEREOF, the above corporations have caused this consent to be executed by their respective Vice Presidents and Secretaries, duly authorized thereunto and their corporate seals to be hereunto affixed, all pursuant to the authority of their respective Boards of Directors.

NASHUA MFG. CORPORATION OF MISSOURI

(SEAL)
ATTEST:

By J. F. Helms
Vice President

Secretary

NASHUA MANUFACTURING CORPORATION OF CALIFORNIA

(SEAL)
ATTEST:

By J. F. Helms
Vice President

Secretary

Page 2
Secretary of State
Jefferson City, Mo.
October 28, 1957



(SEAL)

ATTEST:

Secretary

NASHUA MANAGEMENT CORPORATION

By *J. F. Kalsman*
Vice President



(SEAL)

ATTEST:

Secretary

NASHUA ENTERPRISES, INC.

By *J. F. Kalsman*
Vice President



(SEAL)

ATTEST:

Secretary

NASHUA REALTY COMPANY

By *J. F. Kalsman*
Vice President

ARTICLES OF INCORPORATION

OF

NASHUA MANUFACTURING COMPANY

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, natural persons of the age of twenty-one years or more, being desirous of forming a corporation under the laws of Missouri, and more particularly under the provisions of the General and Business Corporation Act of Missouri, adopted by the laws of 1943, and amendments thereto, governing corporations for profit, and more particularly manufacturing and business corporations, have entered into the following agreement:

FIRST: The name of this corporation shall be NASHUA MANUFACTURING COMPANY.

SECOND: The initial registered office of the corporation in the State of Missouri shall be located at 1010 Insurance Exchange Building, Kansas City, Jackson County, Missouri. The name of the initial registered agent at such address shall be John E. McTavish.

THIRD: The aggregate number of shares which the corporation shall have the authority to issue shall be Three Hundred, Thousand (300,000) shares of common stock of the par value of One Dollar (\$1.00) per share.

FOURTH: The number and class of shares to be issued before the corporation shall commence business is Two Thousand Five Hundred (2,500) shares of common stock of the par value of One Dollar (\$1.00) per share, and the consideration to be paid therefor and the capital with which the corporation will commence business is Two Thousand Five Hundred Dollars (\$2,500.00), all of which amount has been paid up in lawful money of the United States.

FIFTH: The names and places of residence of the several shareholders, and the number of shares of common stock subscribed by each such shareholder, are as follows:

<u>Name</u>	<u>Residence</u>	<u>Shares</u>
Stanley Grabowski	5901 North Woodland Drive Kansas City 16, Missouri	1,000
H. T. Walpole	4945 North Park Kansas City 16, Missouri	1,000
J. F. Walsman	3732 Briarcliff Road Kansas City 16, Missouri	500

SIXTH: The Board of Directors shall consist of five (5) persons. Five (5) directors shall be elected at the first meeting of the shareholders.

SEVENTH: The corporation shall have perpetual existence.

EIGHTH: The purposes for which the corporation is formed are as follows:

1. To manufacture, construct, assemble, produce, purchase, buy, distribute, sell, import, export, use, operate, license, lease, rent, handle, and deal in and with, at wholesale or retail, mobile homes, coaches and trailers of every kind and character, including but not limited to house trailers and truck trailers, motor cars, trucks, tractors, and other mechanically propelled vehicles, and any and all fixtures, machinery, equipment, furniture, furnishings, appliances, parts, apparatus, instruments, supplies, materials, utilities, devices, castings, implements, tools, and accessories for mobile homes, trailers, motor cars, trucks, tractors or other mechanically propelled vehicles, or the assembly or manufacture of any thereof, or connected therewith, or that may be useful, convenient or incident to the manufacture, assembly, production, purchase, distribution, sale, licensing, leasing, renting or handling of any thereof.

2. To act as agent or broker for insurance companies in offering, selling, soliciting and receiving applications for fire, casualty, theft, plate glass, boiler, elevator, accident, health, burglary, rent, marine, credit, baggage, and life insurance, and all other kinds of insurance, the collection of premiums, and doing such other business as may be delegated to insurance agents, and to conduct a general insurance agency and insurance brokerage business.

3. To do a general manufacturing business and to buy and sell, at wholesale and retail, all kinds of manufactured and unmanufactured products.

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

5. To acquire by gift, grant, lease, devise, purchase or otherwise, real property and interests in real property of all kinds and descriptions, whether improved or unimproved, buildings and other improvements to real estate, in its own name or in the name of nominees, and to secure options in its own name or in the name of nominees; and to own, hold, control, manage, operate, maintain, lease, improve, enlarge, develop, divide, subdivide, plat, dedicate, impose restrictions upon, grant easements with respect to, all property owned, leased, or otherwise held by the corporation; and to construct, build, erect, fabricate, rebuild, alter, modify and improve any buildings or other structures now or hereafter erected on any lands owned, leased, or otherwise held by the corporation, either itself or under contract with or as agent for others; and to lease, grant options with respect to, sell, mortgage, encumber, convey or otherwise dispose of any such property.

6. To enter into any lawful arrangement for sharing profits, union of interests, reciprocal concession or cooperation with any corporation, association, partnership, syndicate, entity, person, or governmental, municipal or public authority, domestic or foreign, in the carrying on of any business which the corporation is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of the corporation.

7. To carry on the business of exporters and importers as principals, factors, agents or commission merchants, in respect to buying, selling, trading or dealing in or with any kind or kinds of goods, wares and merchandise.

8. 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, corporation, municipality or government, including any instrumentality thereof.

9. To acquire, apply for, register, purchase, hold, own, use, sell, assign, lease, grant licenses or territorial rights in respect of, mortgage or otherwise dispose of Letters Patent of the United States or of any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade marks and trade names, relating to or useful in connection with any business of this corporation.

10. To underwrite, subscribe for, purchase, invest in, guarantee, receive, obtain an interest in, own, hold, sell, assign, transfer, exchange, deposit, mortgage, pledge, hypothecate, deposit, create trusts with respect to, or otherwise dispose of any of the shares of capital stock of, or any voting trust certificates, bonds, mortgages, debentures, trust receipts, notes, contracts, obligations, certificates of interest, securities or evidences of indebtedness created by or with respect to any other private or public corporation or corporations organized under the laws of this state or any other state, county, nation or government, or any government, municipality, trust, syndicate, association, partnership or individual

and while the owner or holder thereof to do any act or thing permitted by law to preserve, protect, improve or enhance the value thereof and to exercise all the rights, powers and privileges of ownership or interest in respect thereof, including the right to vote thereon and otherwise act with respect thereto; provided, however, that the corporation shall not engage in business as a banking, surety or other insurance corporation.

11. To lend money to and to aid in any manner any corporation or association of which any stocks, bonds, evidences of indebtedness or other obligations are held, or are in any manner guaranteed by the corporation or in which the corporation is in any way interested.

12. To lend, advance money, or extend credit to such persons, firms and corporations and on such terms as may seem expedient and to take and hold real and personal property as security for the payment of any funds so loaned or advanced.

13. 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, discount, 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.

14. 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, including entering into a partnership or any arrangement for sharing of profits, union of interests, cooperation, joint adventure, reciprocal concession or otherwise, with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which this corporation is authorized to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit the corporation.

15. To purchase, acquire, hold, pledge, sell, transfer or otherwise dispose of the shares of its own capital stock in the manner and to the extent permitted by the laws of the State of Missouri from time to time; provided that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

16. To have one or more offices, and to conduct its business and promote its objects within and without the State of Missouri, in other states, the District of Columbia, the territories and colonies of the United States and in foreign countries, without restriction.

17. 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 Missouri upon cor-

porations formed under the laws of the State of Missouri, and to do any or all of the things hereinbefore set forth and all things incident and proper in connection therewith to the same extent as natural persons might or could do in any part of the world as principals, agents, trustees, contractors or otherwise, either alone or in conjunction with others.

18. The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in no wise limited or restricted by reference to, or inference from, the terms of any other clause in these Articles 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.

NINTH: In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

(a) To make, alter, amend or repeal the by-laws of the corporation; and

(b) To set apart out of any of the money or funds of the corporation available for dividends a reserve or reserves for any proper purposes or to abolish any such reserve in the manner in which it was created.

TENTH: Each holder of common stock in the corporation shall have pre-emptive rights in all additional stock having voting rights (other than conditional or qualified voting rights) issued by the corporation, whenever issued, whether the issuance be of stock presently authorized or of stock hereinafter authorized, and such rights shall be exercisable within the time specified and at a price per share to be fixed by the Board of Directors, but such price shall in no event be less than the par value of each share issued if the shares are par value shares.

ELEVENTH: The corporation reserves the right to amend, alter, modify, change or repeal any provision contained in these Articles of Incorporation, or any amendment of the provisions hereof, in the manner now or hereafter prescribed by statute, and all rights and powers conferred herein on shareholders, directors and officers are subject to this reserved power; provided, however, that in default of express statutory provision therefor, these Articles of Incorporation may be amended in any

respect by a majority vote of the shareholders.

IN WITNESS WHEREOF, we have hereunto set our hands
this 28th day of October, 1957.

Stanley Grabowski
Stanley Grabowski

H. T. Walpole
H. T. Walpole

J. F. Walsman
J. F. Walsman

STATE OF MISSOURI }
COUNTY OF CLAY } ss.

On this 28th day of October, 1957, before me personally appeared Stanley Grabowski, H. T. Walpole and J. F. Walsman, to me known to be the persons described in and who executed the foregoing instrument in duplicate, and acknowledged that they executed the same in duplicate each for himself as his free act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at my office in Gladstone, Clay County, Missouri, the day and year first above written.

William R. Cunningham
Notary Public in and for said
County and State.

My commission expires:

January 8, 1960.

STATE OF MISSOURI }
COUNTY OF CLAY } ss.

The undersigned, Stanley Grabowski, H. T. Walpole and J. F. Walsman, being all of the incorporators of Nashua Manufact-

uring Company, being duly sworn, upon their oaths each did say that the statements and matters set forth in the foregoing Articles of Incorporation are true.

Stanley Grabowski
Stanley Grabowski

H. T. Walpole
H. T. Walpole

J. F. Walsman
J. F. Walsman

Subscribed and sworn to before me this 28th day of October, 1957.

NOTARY
PUBLIC

William G. Cunningham
Notary Public in and for said
County and State.

My commission expires:

January 8, 1960

FILED AND CERTIFICATE OF
INCORPORATION ISSUED

OCT 30 1957

Charles A. Fatherson
CORPORATION DEPT. Secretary of State