

# State of Idaho

## Department of State.

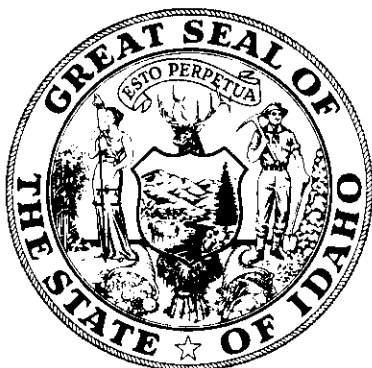
### CERTIFICATE OF AUTHORITY OF

INTERNATIONAL COIN, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of INTERNATIONAL COIN, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to INTERNATIONAL COIN, INC. to transact business in this State under the name INTERNATIONAL COIN, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated December 15, 19 80.



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

## APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is INTERNATIONAL COIN, INC.
  
2. \*The name which it shall use in Idaho is N/A
  
3. It is incorporated under the laws of Minnesota
  
4. The date of its incorporation is September 3, 1975 and the period of its duration is perpetual
  
5. The address of its principal office in the state or country under the laws of which it is incorporated is 1302 East 66th Street, Richfield MN 55423
  
6. The address of its proposed registered office in Idaho is 300 North 6th Street  
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is CT CORPORATION SYSTEM
  
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:  
Sale and purchase of gold, silver, articles and numismatic coins.
  
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Dennis R. Heller</u>	<u>President</u>	<u>8111 Ensign Curve, Bloomington MN 55438</u>
<u>Lenora J. Heller</u>	<u>Secretary</u>	<u>8111 Ensign Curve, Bloomington MN 55438</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>25,000</u>	<u>Common</u>	<u>\$1.00</u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
2,000	Common	\$1.00

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated 12-4-80, 1980

INTERNATIONAL COIN, INC.

By Dennis R. Heller

Dennis R. Heller, President

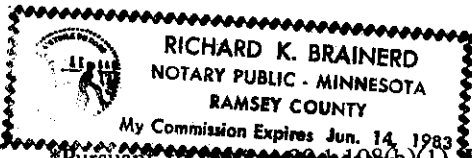
and Lenora J. Heller

Lenora J. Heller, Secretary

STATE OF Minnesota )  
 ) ss:  
COUNTY OF Hennepin )

I, Richard K. Brainerd, a notary public, do hereby certify that on this 4<sup>th</sup> day of December, 1980, personally appeared before me Dennis R. Heller, who being by me first duly sworn, declared that he is the President of INTERNATIONAL COIN, INC.

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.



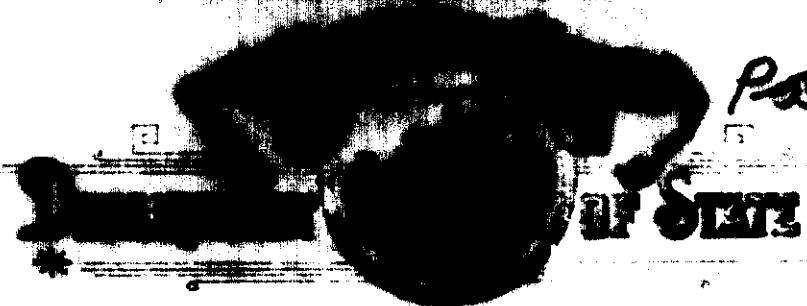
Richard K. Brainerd

Notary Public

Pursuant to section 90-1086 of the Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

26-255

P-3,872



SECRETARY OF STATE

SECRETARY OF STATE  
JAN 18 AM '08

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of the State of Illinois, at Springfield, Illinois, this 18th day of January, 1908.

JOHN W. BURNETT, Secretary of State

WITNESSED by official signature  
of the Secretary of State of  
Illinois, this 18th day of  
January, 1908.



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**ARTICLES OF MERGER  
OF DOMESTIC CORPORATIONS  
INTERNATIONAL COIN, INC.**

Pursuant to the provisions of Section 301 of the Minnesota Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

**WITNES:** The following Plan of Merger was approved by the shareholders of each of the undersigned corporations in the manner provided by the Minnesota Business Corporation Act:

**Statement of Intent to Merge**

This Agreement, made this 15th day of September, 1958, by and between International Coin, Inc., a Minnesota corporation, hereinafter referred to as "I.C.I." and The United States Coin, Inc., a Minnesota corporation, hereinafter referred to as "U.S.C.I.":

**WITNES:**

That I.C.I. and U.S.C.I. have agreed to merge their interests and to the best advantage of the undersigned corporations to consolidate into a new corporation under the laws of the State of Minnesota:

That, hereinafter, it is hereby agreed as follows:

1. **Consolidation:** I.C.I. and U.S.C.I. shall consolidate into a new corporation to be organized in the State of the State of Minnesota, hereinafter referred to as "The Consolidated Corporation."

2. **Articles of Incorporation:** The following is a statement of the Articles of Incorporation of the Consolidated Corporation:

One: The name of the Consolidated Corporation shall be International Coin, Inc.

Two: The purpose for which the Consolidated Corporation is formed are general business purposes.

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Three: The county in the State of Minnesota where the principal office for the transaction of business of the consolidated corporation is to be located is Hennepin County; its registered office to be 1302 East 66th Street, Richfield, MN.

Four: The consolidated corporation is authorized to issue one class of shares to be designated "common"; the total number of shares which the consolidated corporation shall have authority to issue is 25,000, and the aggregate par value of all shares that are to have a par value shall be Twenty Five Thousand Dollars (\$25,000.00); the number of common shares that are to have a par value shall be 25,000, and the par value of each share of such class shall be One Dollar (\$1.00).

Five: A statement of the preferences, privileges and restrictions granted to or imposed upon the respective classes of shares of the consolidated corporation or upon the holders thereof is as follows: None.

Six: (a) The number of directors of the consolidated corporation shall be three or number of stockholders if less than three.

(b) The name and address of the person who is hereby appointed to act as the first director of the consolidated corporation is:

Frank E. Miller

611 Dodge Curve  
Woodbury, MN 55400

Seven: The existence of the corporation is to be perpetual.

Eight: The holders of a majority of the common stock shall have the power to amend these Articles, to adopt an agreement or consolidation or merger and to authorize the board of directors to sell, lease, exchange or otherwise dispose of all or substantially all of the property and assets of the corporation and to perform any act authorized under the Minnesota Business Act.

3. Surrender of Shares. The holders of shares of L.C.I. and the holders of shares of D.R.H. shall surrender their shares to the secretary of the consolidated corporation promptly after this consolidation agreement shall become effective, in exchange for the shares of the consolidated corporation as hereinafter specified.

4. Conversion of Shares on Consolidation. The manner and basis of converting the shares of L.C.I. and D.R.H. into shares of the consolidated corporation shall be as follows:

(a) Each common share of L.C.I. and D.R.H. shall be converted into one common share of the consolidated corporation, and holders of the common shares of L.C.I. and

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D.R.H. shall, upon the surrender of the certificates representing such shares, receive in exchange therefor one common share of the consolidated corporation for each common share so surrendered.

IN WITNESS WHEREOF, I.C.I. and D.R.H., pursuant to authority duly given by their respective boards of directors, have caused this agreement to be executed by their respective presidents and secretaries and have caused their respective seals to be impressed hereon as of the day and year first above written. Signed by a majority of the Board of Directors.

I.C.I.

By

*Kenn R. Kelly*  
President and Director

*Anna J. Kelly, Sec.*  
Secretary and Director

D. R. H.

By

*Kenn R. Kelly*  
President and Director

*Anna J. Kelly, Sec.*  
Secretary and Director

*no seal*

SECOND: As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>
I.C.I.	1,000	Common	
D.R.H.	2,000	Common	

THIRD: As to each of undersigned corporation, the total number of shares voted for and against such Plan, respectively, and as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan, respectively, are as follows:

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Name of Corporation	Total Voted For	Total Voted Against	Number of Shares		
			Entitled to Vote as a Class	Voted For	Voted Against
I.C.I.	1,000	-0-	Common	1,000	-0-
D.R.H.	2,000	-0-	Common	2,000	-0-

Dated: September 10, 1980

INTERNATIONAL COIN, INC.

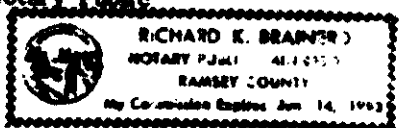
By Dennis R. Heller, PRES  
 Dennis R. Heller, President and Director  
 and Lenora J. Heller, Sec  
 Lenora J. Heller, Secretary and Director

DENNIS R. HELLER, INC.

By Dennis R. Heller, PRES  
 Dennis R. Heller, President and Director  
 and Lenora J. Heller, Sec  
 Lenora J. Heller, Secretary and Director

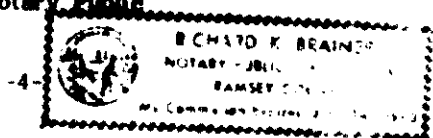
STATE OF MINNESOTA )  
 ) SS  
 COUNTY OF HENNEPIN )

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of September, 1980 by Dennis R. Heller, President and by Lenora J. Heller, Secretary of International Coin, Inc., a Minnesota corporation, on behalf of the corporation.

[Signature]  
 Notary Public  


STATE OF MINNESOTA )  
 ) SS  
 COUNTY OF HENNEPIN )

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of September, 1980 by Dennis R. Heller, President and by Lenora J. Heller, Secretary of Dennis R. Heller, Inc., a Minnesota corporation, on behalf of the corporation.

[Signature]  
 Notary Public  




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**STATE OF MINNESOTA**  
**DEPARTMENT OF STATE**  
I hereby certify that the within  
instrument was filed for record in this  
office on the 1 day of Oct  
A. D. 1992 at 100 o'clock P M.,  
and was duly recorded in Book P-53  
of Incorporations, on page 872

*Jean Anderson Leane*  
ON  
Secretary of State