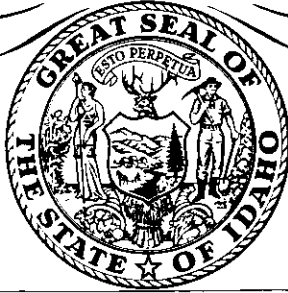


# State of Idaho



## 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

#### **P-S DISTRIBUTING COMPANY, INC.**

was filed in the office of the Secretary of State on the **Fifteenth** day of **April**, A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **123** 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 **Pocatello** in the County of **Bannock**

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 **15th** day of **April**, A.D., 19**63** .

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
P-S DISTRIBUTING COMPANY, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of whom are of full age and citizens of the State of Idaho and of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we do hereby certify:

I.

That the name of said corporation is, P-S DISTRIBUTING COMPANY, INC.

II.

Without in any way limiting the powers granted by the laws of the State of Idaho, the purposes for which this corporation is formed, are as follows, to-wit:

To buy, sell, deal in and deal with, distribute and vend, at wholesale or retail, goods, wares and merchandise of every kind, character and nature, particularly office equipment, business machines, typewriters and all other items of merchandise related to office and business equipment generally, but not excluding merchandise of every kind, nature and character whatsoever in the operation of a wholesale distributing business; and to carry on such business as wholesalers, vendors and distributors, factory representatives, and as agents for manufacturers generally; to purchase and acquire, supply and distribute all such merchandise, materials, supplies, equipment and articles as shall be necessary and incidental to such business in the conducting of a wholesale distributing business.

To own, lease, operate and manage the business of buying and selling, trading and dealing in, distributing and supplying merchandise, equipment, products and materials and all matters related thereto.

To acquire, hold, mortgage, lease, sell and convey real estate and personal property in any part of the world, so far as necessary or expedient in carrying on the business or businesses of said corporation.

1 To advance credit and make loans secured by such merchandise,  
2 supplies, equipment and materials; to borrow and lend money with or  
3 without security, and negotiate loans; to draw, make, accept, endorse,  
4 buy, sell and transfer promissory notes, debentures, mortgages, chattel  
5 mortgages, conditional sales contracts, title retaining notes, pledges  
6 and securities of all kinds.

7 To purchase and acquire property, both real and personal, business  
8 rights, franchises, as may be required in the conducting of the busi-  
9 ness of the corporation.

10 To borrow and secure the payment of money in any lawful manner,  
11 including the issuance and sale or disposition of bonds, debentures,  
12 shares, negotiable instruments, and other instruments of indebtedness  
13 of all kinds, whether the same be secured by mortgage, trust deed, or  
14 otherwise, on any and all of the real and personal property of the  
15 corporation.

16 To purchase, hold, sell, transfer, reissue or cancel shares of  
17 its own capital stock, or its own securities or obligations, in the  
18 same manner and to the extent now or hereafter authorized or permitted  
19 by the laws of the State of Idaho; to use and apply its surplus earn-  
20 ings or accumulated profits to the purchase or acquisition of its own  
21 capital stock from time to time, and to such extent and in such manner  
22 and upon such terms as its Board of Directors shall determine for the  
23 purpose of attaining or furthering any of its objects.

24 To do any and all acts and carry on any other lawful business  
25 which may seem to the Board of Directors capable of being carried on  
26 in connection with the above purposes, or calculated directly or in-  
27 directly to enhance the value of, or render profitable, any of the  
28 corporation's property or rights.

29 To have all of the powers granted an Idaho corporation by the  
30 provisions of Section 30-114 of the Idaho Code, and to do all acts and  
31 things necessary to carry out the purposes and intents expressed here-  
32 in.

III.

The duration of time for which this corporation shall exist, is PERPETUAL.

IV.

The location and post office address of its registered office in this State is, Pocatello, Bannock County, Idaho.

V.

That the amount of capital stock is \$50,000.00, divided into 500 shares of the par value of \$100.00 each. All such stock to be common stock with equal voting rights.

VI.

The business of this corporation shall be managed by a Board of Directors of at least three (3) directors, all of whom shall be shareholders in the corporation. The directors shall have the power, without the consent or vote of the stockholders, to make or alter the by-laws of the corporation; fix the time for payment of dividends; to fix and vary the amount of the working capital; to borrow money; to authorize and cause to be executed liens and mortgages upon the property of the corporation, or any part thereof; to fix the salaries and compensation to be paid its officers and employees; and to do all acts authorized under the laws of the State of Idaho.

VII.

The names and post office addresses of each of the incorporators and a statement of the number of shares subscribed by each, and the class of each share to which subscribed, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER &amp; CLASS OF SHARES</u>	
LUD POLLAK	Johnny Creek Road Pocatello, Idaho	100	common stock
LINNEA POLLAK	Johnny Creek Road Pocatello, Idaho	2	common stock
DEE F. SAPPINGTON	149 North 16th Ave. Pocatello, Idaho	96	common stock
ERMA SAPPINGTON	149 North 16th Ave. Pocatello, Idaho	2	common stock

1           IN WITNESS WHEREOF, we have set our hands and seals, this 12th  
2 day of April, 1963.

*Lud Pollak*

LUD POLLAK

*Linnea Pollak*

LINNEA POLLAK

*Dee F. Sappington*

DEE F. SAPPINGTON

*Erma Sappington*

ERMA SAPPINGTON

11       STATE OF IDAHO,       )  
12                               ss:  
         County of Bannock   )

13           On the 12th day of April in the year 1963, before me, a Notary  
14 Public in and for the State of Idaho, County of Bannock, personally  
15 appeared LUD POLLAK, LINNEA POLLAK, and DEE F. SAPPINGTON and ERMA  
16 SAPPINGTON, known to me to be the persons whose names are subscribed  
17 to the within instrument, and acknowledged to me that they executed  
18 the same.

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

*Erma Sappington*

NOTARY PUBLIC for Idaho

Residing at Pocatello, Idaho