# Articles of Incorporation of Great Basin Whirlpools & Columns, Inc.

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WE, THE UNDERSIGNED natural persons of the age of twenty-one years or more, acting as Incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

#### **ARTICLE I: NAME**

The name of this Corporation is: Great Basin Whirlpools & Columns, Inc.

## ARTICLE II: DURATION

The period of duration of this Corporation is perpetual.

#### ARTICLE III: PURPOSES

The purposes for which this Corporation is organized is to engage in the business of distributing columns and tubs; and doing all things and engaging in all lawful transactions which a corporation organized under the laws of the State of Idaho might do or engage in, even though not expressly stated herein.

#### ARTICLE IV: SHARES OF STOCK

The aggregate number of shares which this Corporation shall have authority to issue is 1,000 shares of no par value stock. There shall be one class of common stock which shall have the same rights and preferences. Fully-paid shares of this Corporation shall not be liable to any further call or assessment.

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#### ARTICLE V: AMENDMENT

These Articles of Incorporation may be amended by the affirmative vote of a majority of the shares entitled to vote on each such amendment.

#### ARTICLE VI: SHAREHOLDER RIGHTS

The authorized and treasury shares of this Corporation may be issued at such time, upon such terms and conditions and for such consideration as the Board of Directors shall determine.

#### **ARTICLE VII: CAPITALIZATION**

The Corporation will not commence business until consideration of a value of at least \$1,000.00 has been received for the issuance of shares.

### ARTICLE VIII: INITIAL OFFICE AND AGENT

The address of this Corporation's initial registered office and the name of its initial registered agent at such address is:

Great Basin Whirlpools & Columns, Inc. c/o Thomas Midzinski, President 135 Ranch Loop Road, Box 3 Preston, Idaho 83263-5191

#### **ARTICLE IX: DIRECTORS**

The number of Directors consisting the initial Board of Directors of this Corporation is two

(2). The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders, or until their successors are elected and qualify, are:

**NAME** 

**ADDRESS** 

Thomas Midzinski

135 Ranch Loop Road, Box 3

Preston, Idaho 83263

Jacqueline S. Midzinski

135 Ranch Loop Road, Box 3

Preston, Idaho 83263

# ARTICLE X: LIMITATION OF DIRECTOR LIABILITY

The personal liability of a director, to the corporation or its stockholders, for monetary damages for breach of fiduciary duty as a director, is eliminated to the full extent provided for by Idaho Code Section 30-1-54(2).

# ARTICLE XI: INCORPORATORS

The number of Incorporators is two (2) and the names and addresses of the Incorporators are:

**NAME** 

**ADDRESS** 

Thomas Midzinski

135 Ranch Loop Road, Box 3

Preston, Idaho 83263

Jacqueline S. Midzinski

135 Ranch Loop Road, Box 3

Preston, Idaho 83263

DATED this  $16^{TL}$  day of January, 2001.

**INCORPORATORS** 

THOMAS MIDZINSKI

JACQUELÍNE S. MIDZINSKI

STATE OF IDAHO	)
	) ss.
COUNTY OF FRANKLIN	)
0 11 1 (Th)	of January, 2002, before me, a Notary Public in and for said State,
personally appeared Thomas	Midzinski and Jacqueline S. Midzinski, known or identified to me to
he the moreone whose names	are subscribed to the within instrument, and acknowledged to me that

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they executed the same.

Residing at: Preston, Idaho

My Commission Expires: 11-16-2003