

CERTIFICATE OF INCORPORATION  
OF

**R.J. SIMMONS CORPORATION**

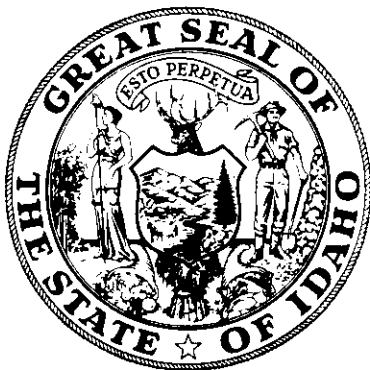
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

**R.J. SIMMONS CORPORATION**

duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: **November 8, 1983**



SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION

of

R.J. SIMMONS CORPORATION

'83 NOV 8 PM 3 25

SECRETARY OF  
STATE

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of general corporation laws of the State of Idaho, and the acts amendatory thereof, and supplemental thereto, do hereby certify as follows:

ARTICLE I

The name of this corporation is R.J. Simmons Corporation.

ARTICLE II

The objects and purposes for which this corporation are formed are:

As principal, agent or otherwise, to do, in any part of the world, any and everything herein set forth to the same extent as natural persons might or could do. In furtherance and not in limitation of the general powers conferred by the laws of the State of Idaho, we do expressly provide that the corporation shall have the power:

(a) To engage in the general wholesale, retail, services, contracting business; to purchase, own, hold and sell personal property, real property, improved and unimproved, or any interest therein or easement thereon; to purchase lands and subdivide; to loan money and to accept secured and unsecured notes; to execute notes, deeds of trust, mortgages, chattel mortgages; to enter into leases as landlord or tenant; to perform or do any act customarily performed or done by a wholesale or retail merchant; to invest in and hold for investment any and all personal property, real property, shares of stock, bonds, government, private or corporate; and to exchange and enter into agreements of exchange of property for other property.

(b) To act as wholesale and retail merchant, a general buying and selling of personal property, and the doing of any and all other business incidental thereto, or connected therewith, and the doing and performing of any and all acts or things necessary, proper, or convenient for or incidental to the furtherance or the carrying out of the powers or purposes herein mentioned.

(c) To carry on and conduct a general wholesale, retail merchandising business including buying, selling, designing, promoting, installing, constructing, or otherwise engaging in any manufacturing work, using any personal property, materials and techniques now employed or to be developed; to make, execute and receive contracts or assignments or delegations of contracts therefor or

relating thereto or connected therewith, deal in or with any materials, articles or things incidental to, or required for, or useful in connection with any of such activities, and generally to carry on any other business which can be advantageously pursued in conjunction with or incidental to any of the above purposes, but not limited thereto.

(d) To transact the business of investing on behalf of itself or others, any part of its capital and such additional funds as it may obtain, or any interest therein, and to do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation and without, in any particular, limiting any of the objects or purposes or powers of the company, it hereby expressly declared and provided that the corporation shall have power to do all acts or things necessary, incidental or convenient to do, or calculated directly or indirectly, to promote the interests of the company or enhance the value or render profitable any of its property or rights; and in carrying on its business, or for the purpose of obtaining or furthering any of its objects, to do any and all acts and things and to exercise any and all other powers which a natural person could do and exercise and which now or hereafter may be authorized by law.

(e) To promote, contract, buy, sell, lease, let, mortgage, build, manufacture, pledge, exchange or other-

wise acquire or dispose of lands, buildings, real property, hereditaments, appurtenances and personal property of all classes and descriptions, and wheresoever situated, and any rights and interests therein, to the same extent as natural persons might or could do and without limit as to amount.

(f) To acquire by purchase, subscription or otherwise, and to own, hold, sell, negotiate, assign, deal in, exchange, transfer, mortgage, pledge or otherwise dispose of any shares of capital stock, script, bonds, mortgages, securities or evidences of indebtedness issued or created by any other corporation, joint stock company or association, public or private, or by whomsoever issued, and while the owner or holder thereof to possess and exercise in respect thereto any and all rights, powers and privileges of ownership, including the right to vote thereon.

(g) To make, perform, and carry out contracts of every kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, either public or private, or with any territory or government, or any agent thereof.

(h) To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes, and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets, real or personal, at any time owned or held by this corporation, upon such terms and conditions as the Board

of Directors shall authorize and as may be permitted by law.

(i) To acquire, hold, sell, reissue or cancel any shares of its own capital stock; provided, however, that this corporation may not use any of its funds or property for the purpose of purchasing its own common stock when such would cause any impairment of the capital of this corporation; and provided further that the shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly.

(j) To purchase or otherwise acquire the whole or any part of the property, assets, business and good will of any other person, firm, corporation or association, and to conduct in any lawful manner the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business.

(k) To organize, incorporate and reorganize subsidiary corporations and joint stock companies and associations for any purpose permitted by law.

(l) To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho upon corporations formed under the general corporation laws of the State or under any act amendatory thereof or supplemental thereto or substituted therefor.

(m) To have one or more offices to carry on all or any part of its operation or business, and to do all and everything necessary, suitable, convenient or proper for

the accomplishment of any of the purposes or the attainment of any one or more of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and which now or hereafter may be authorized by law, and this to the same extent and as fully as natural persons might or could do, as principals, agents, contractors, trustees, or otherwise, and either alone or in connection with any person, firm, corporation or association.

### ARTICLE III

The corporation shall have perpetual existence.

### ARTICLE IV

The principal office <sup>AND REGISTERED OFFICE</sup> or place of business of this corporation shall be at 7766 Fairview, Boise, Ada County, Idaho; but the corporation may maintain an office in such towns, cities, and places outside the State of Idaho as the Board of Directors may from time to time determine, or as may be designated by the By-Laws of said corporation. The Registered Agent is Ric J Simmons

### ARTICLE V

The amount of the capital stock of the corporation shall be, as is \$50,000.00 divided into 50,000 shares of common stock. Each such share shall have a par value of \$1.00. Said stock shall be, and is, nonassessable.

## ARTICLE VI

The name and address of the incorporator <sup>AND Director</sup> and number of shares subscribed is as follows:

Ric J. Simmons	Route 1, Box 1326	13,000
	Nampa, Idaho 83651	

## ARTICLE VII

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business or paying debts of the corporation.

## ARTICLE VIII

The number of directors of the corporation shall consist of not less than two (2) members, and the number of said directors may from time to time be increased or decreased in such manner as may be prescribed by the By-Laws, provided that additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualify.

## ARTICLE IX

No contract or other transaction between the corpor-



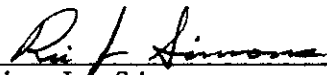
ation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; any directors, individual or any firm of which any director may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, provided the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of the corporation who is also a director or officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

#### ARTICLE X

The Board of Directors is expressly authorized to repeal and amend the By-Laws of the corporation and to adopt new By-Laws, and the corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, by a majority vote of the shareholders, represented in person or by proxy, at any annual meeting of the shareholders or any meeting duly

called for that purpose, except where the laws of the State of Idaho provide otherwise.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 8<sup>th</sup> day of November, 19 83.


  
\_\_\_\_\_  
Ric J. Simmons

STATE OF IDAHO       )  
                          ) ss.  
COUNTY OF CANYON   )

On this 8<sup>th</sup> day of November, 19 83 before me, the undersigned, a Notary Public in and for said state, personally appeared Ric J. Simmons.

Known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that they executed the same.

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

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at Nampa