

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

TIP TOP APPLIANCE INC.

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 the above named 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: July 1, 1992



*Pete T. Cenarrusa*

SECRETARY OF STATE

By

*Valerie Flint*

RECEIVED  
SEC. OF STATE

'92 JUL 1 AM 8 34  
6-13 1992

STATE OF IDAHO  
SECRETARY OF STATE  
ROOM 203  
BOISE, IDAHO  
83720

DEAR SIR :

PLEASE FILE ARTICLES OF INCORPORATION FOR AND IN BEHALF OF TIP TOP  
APPLIANCE INC.

EFFECTIVE DATE 7-1-92

ENCLOSED YOU WILL FIND TWO COPIES OF THE ARTICLES OF INCORPORATION. ALSO ENCLOSED  
YOU WILL FIND SIGNATURE OF THE PRESIDENT OF THE CORPORATION ( NOTARIZED ).

THANK YOU

Thomas Cates

PRESIDENT

MAIL TO:

TIP TOP APPLIANCE INC  
1012 Almond  
Nampa ID 83686

DO IT YOURSELF  
DIVORCE - BANKRUPTCY - PROBATE - WILLS

**TIFFANY**  
**LEGAL FORMS**

1312 - 2nd St. So., Nampa, Idaho 83651  
Phone 467-3042

ARTICLES OF INCORPORATION

OF

TIP TOP Appliance INC.

RECEIVED  
SEC. OF STATE

'92 JUL 1 AM 8 34

The undersigned, acting as the incorporator of a corporation (hereinafter referred to as "Corporation") under the Idaho Business Corporation Act (the "Act"), adopts the following Articles of Incorporation for the Corporation:

ARTICLE I. NAME

The name of the Corporation is TIP TOP APPLIANCE INC.

ARTICLE II. PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III. PURPOSES AND POWERS

Section 1. The purpose for which the Corporation is organized is: the transaction of any or all lawful business for which corporations may be incorporated under the Act; to do everything necessary, proper, advisable or convenient for the conduct of said business; and to do all other things incident thereto or connected therewith, which are not forbidden by the Act, by other law, or by these Articles of Incorporation.

Section 2. The Corporation shall have and may exercise all powers necessary or convenient to effect its purposes, including but not limited to the statutory powers specified in the appropriate sections of the Idaho Code, as amended and supplemented.

ARTICLE IV. AUTHORIZED SHARES

Section 1. Number. The aggregate number of shares of common stock which the Corporation shall have the authority to issue is 1000. The stock shall have no par value.

Section 2. Dividends. The holders of the common stock shall be entitled to receive, when and as declared by the Board of Directors, as permitted by the Act, dividends or distributions payable either in cash, in property, or in shares of the capital stock of the Corporation.

Section 3. Stock Nonassessable. The private property of the shareholders of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and shares of the Corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the Corporation.

Section 4. Voting Power. The entire voting power for the election of the Directors and for all other purposes shall be vested exclusively in the holders of the common stock, who shall be entitled to one vote for each share of common stock held by them of record.

#### ARTICLE V. PREEMPTIVE RIGHTS

Shareholders of the Corporation shall have preemptive and preferential rights of subscription to any shares of stock of the Corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the Corporation, issued or sold, and the Board of Directors in issuing stock of the Corporation, or obligations convertible into stock, shall first offer such issue of stock or obligations to the shareholders of the Corporation.

#### ARTICLE VI. REGISTERED OFFICE

The address of the initial registered office of the Corporation is 949 Central Kings Rd Nampa Id, and the name of its initial registered agent is Thomas Cates.

#### ARTICLE VII. BOARD OF DIRECTORS

The number of Directors of the Corporation shall be as specified in the Bylaws. The number of Directors constituting the initial Board of Directors shall be 4, and the name and address of the person who is to serve as Director until the first annual meeting of shareholders or until their successors are elected and shall qualify is:

<u>Name</u>	<u>Address</u>
<u>Thomas Cates</u>	<u>949 Central Kings Rd Nampa Id</u>
<u>Audrey J. Cates</u>	<u>949 Central Kings Rd Nampa Id</u>
<u>Michael B. Zumwalt</u>	<u>1821 Arthur St Caldwell Id 83605</u>
<u>Kathleen E. Zumwalt</u>	<u>1821 Arthur St Caldwell Id 83605</u>

ARTICLE VIII. INCORPORATOR

The name(s) of the incorporator(s) is (are) as follows:

<u>Name</u>	<u>Address</u>
<u>Thomas Cates</u>	<u>949 Central Kings Rd Nampa Id</u>
<u>Audrey J. Cates</u>	<u>949 Central Kings Rd Nampa Id</u>
<u>Michael R. Zumwalt</u>	<u>1821 ARTHUR Caldwell Id</u>
<u>Kathleen E. Zumwalt</u>	<u>1821 ARTHUR Caldwell Id</u>

DATED this 6 day of June, 1992.

Thomas Cates

STATE OF IDAHO     )  
                              : ss.  
County of Canyon )

On this 6 day of June, 1992, before me, a Notary Public in and for said State, personally appeared Thomas Cates known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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

Linda Merrick  
Notary Public for Idaho

Residing at: Nampa Idaho

ARTICLE VIII. INCORPORATOR

The name(s) of the incorporator(s) is (are) as follows:

Name

Address

_____	_____
_____	_____
_____	_____

DATED this 13 day of June, 1992

Kathleen E. Zumwalt

STATE OF IDAHO     )  
                              : ss.  
County of Canyon )

On this 13 day of June, 1992, before me, a Notary Public in and for said State, personally appeared Kathleen E. Zumwalt known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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

Linda M. Mervin  
Notary Public for Idaho

Residing at: 1012 Almond Nampa Id

ARTICLE VIII. INCORPORATOR

The name(s) of the incorporator(s) is (are) as follows:

Name

Address

_____	_____
_____	_____
_____	_____

DATED this 13 day of June, 1992.

x Michael R. Zumwalt

STATE OF IDAHO     )  
                          : ss.  
County of Campbell )

On this 13 day of June, 1992, before me, a Notary Public in and for said State, personally appeared Michael R. Zumwalt known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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

Linda M. Murnighan  
Notary Public for Idaho

Residing at: Nampa Idh

ARTICLE VIII. INCORPORATOR

The name(s) of the incorporator(s) is (are) as follows:

Name

Address

_____	_____
_____	_____
_____	_____

DATED this 13 day of June, 1992

x Audrey J. Cates

STATE OF IDAHO )

County of Canyon ) ss.

On this 13 day of June, 1992, before me, a Notary Public in and for said State, personally appeared Audrey J. Cates known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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

Linda M. Mervin  
Notary Public for Idaho

Residing at: Nampa, Ida