



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, LOUIS E. CLAFF Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

E. B. HALL COMPANY OF WASHINGTON

a corporation duly organized and existing under the laws of Washington has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the 8th day of August 19 66, a properly authenticated copy of its articles of incorporation, and on the 8th day of August 19 66, a designation of T. H. Eberle or W. C. Nelson in the County of Ada as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 8th day of August, A.D. 19 66.

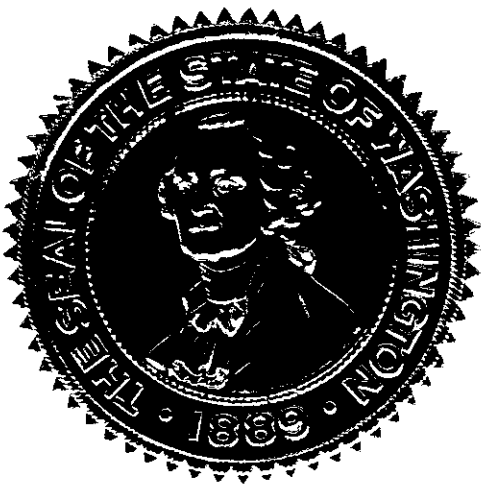
Secretary of State.



CERTIFICATE No. 4863

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **A. LUDLOW KRAMER**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that according to the records on file in my office the annexed is a true and correct copy of the Articles of Incorporation of H. R. HALLEY COMPANY OF WASHINGTON, as received and filed in this office on December 28, 1965; I further certify that no amendments have been filed; and I further certify that said corporation is in good standing with all annual license fees paid to July 1, 1966.



In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

June 10, 1966

A. LUDLOW KRAMER
SECRETARY OF STATE

176842
FILE NUMBER



DOMESTIC

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **A. LUDLOW KRAMER**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

ARTICLES OF INCORPORATION

of H. R. HALLEY COMPANY OF WASHINGTON
a domestic corporation of Seattle Washington,

were filed for record in this office at 1:10 o'clock P. M., on this date, and
I further certify that such Articles remain on file in this office.

Filed at request of Ryan, Askren, Carlson, Bush & Swanson
Attorneys at Law
White Henry Stuart Bldg.
Seattle, Washington

Filing and recording fee \$ 50.00
License to June 30, 19 66 \$ 30.00
1 Excess pages @ 25¢ \$.25

In witness whereof I have signed and have
affixed the seal of the State of Washington to
this certificate at Olympia, the State Capitol,
December 28, 1965

Microfilmed, Roll No. 1094

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A. LUDLOW KRAMER
SECRETARY OF STATE
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DEC 28 1965

ARTICLES OF INCORPORATION

of

H. R. HALLEY COMPANY OF WASHINGTON

A. LUDLOW KRAMER
SECRETARY OF STATE
BY Paul K. [Signature]
CORPORATION SECRETARY

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, LAURANCE S. CARLSON, RICHARD K. BUSH and EBEN B. CARLSON, each being of full age, a citizen of the United States and a resident of the State of Washington, do hereby associate themselves together for the purpose of forming a corporation under the laws of the State of Washington and, in pursuance thereof, do hereby sign, acknowledge and adopt the following Articles of Incorporation in triplicate originals and do state as follows:

ARTICLE I.

Name

The name of the corporation shall be H. R. HALLEY COMPANY OF WASHINGTON.

ARTICLE II.

Powers, Objects and Purposes

The powers, objects and purposes for which this corporation is formed, shall be and are as follows:

First: To engage primarily in the specific business of selling consumer goods to retail outlets on a commission basis.

Second: To be appointed and to act as the

agent or representative, or both, of any corporation, firm or individual in any and all parts of the world and in such capacity and on such terms and conditions as may be mutually determined from time to time.

Third: To conduct a general agency business, to employ, engage, hire and to appoint corporations, firms and individuals in any and all parts of the world; to act as agents and/or sub-agents for this corporation in such capacity and on such conditions as may be determined from time to time by the Board of Directors.

Fourth: To borrow and to loan money and to give and receive evidence of indebtedness and security therefor; to draw, make, accept, endorse, execute and issue promissory notes, warrants and other debentures or transferable instruments; and to borrow or raise money without limit as to amount by the use or sale of bonds, notes or other debentures of the corporation, or otherwise, to make guaranties of every kind and secure any or all of the obligations of the corporation by mortgage, trust deed or otherwise.

Fifth: To take, purchase or otherwise acquire; to hold, own, occupy, use and enjoy; to manage, improve, develop and work; to grant, sell, exchange, let, demise and otherwise dispose of and generally deal in real estate, buildings and improvements, and any and every right, interest or estate therein, without limit as to the amount thereof and wheresoever the same may be situated, both within and without the State of Washington; to erect, construct, alter and repair buildings or assume any and every kind of contract, agreement and obligation by or with any person, firm, corporation or association or any Federal, State or other governmental authority, for the erection, construction, alteration, repair, renewal, equipment, improvement, development, use, enjoyment, leasing, management or control of any buildings, improvements or structures of any kind wherever the same may be situated.

Sixth: To purchase or otherwise acquire, own, hold, use and enjoy; to sell, assign, transfer, exchange or otherwise dispose of and to invest, trade, deal in and with personal property of every kind and description, including securities of its own issue, without limit as to the amount thereof and wherever the same may be situated, both within and without the State of Washington.

Seventh: To purchase or otherwise acquire the whole or any part of the property, assets, business, good will and rights, and to undertake or assume the whole or any part of the bonds, mortgages, franchises, leases, contracts, indebtedness, guaranties, liabilities and obligations of any person, firm, association, corporation or organization and to pay for the same or any part or combination thereof in cash, shares of the capital stock, bonds, debentures, debenture stock, notes or other obligations of the corporation or otherwise, by undertaking and assuming the whole or any part of the liabilities or obligations of the transferor; and to hold or in any manner dispose of the whole or any part of the property and assets so acquired, and to conduct in any lawful manner the whole or any part of 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.

Eighth: To apply for, acquire, buy, hold, sell, assign, transfer, lease, pledge, mortgage or otherwise encumber, hypothecate or dispose of letters patent of the United States or of any foreign country and all or any rights, territorial or otherwise, thereunder, and licenses, privileges, inventions, trade marks, trade names and pending applications therefor, franchises, franchise rights and Federal, State and municipal grants, leases, licenses and rights of every character.

Ninth: To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit as to amount,

with any person, firm, association or corporation; to draw, make, accept, endorse, discount, execute and issue promissory notes, warrants and other negotiable or transferable instruments.

Tenth: To have one or more offices to carry on all or any of its corporate business and, without restriction or limit as to amount, to purchase or dispose of real and personal property of every class and description in any of the States, districts or territories of the United States and in any and all foreign countries, subject to the laws of such State, district, territory or country.

Eleventh: In general, to carry out any other business in connection with the foregoing and to have and exercise all the powers conferred by the laws of the State of Washington upon corporations, and to do any or all of the things hereinbefore set forth as fully and to the same extent as natural persons might or could do and in any part of the world.

The several clauses contained in the foregoing statement of purposes shall be construed both as purposes and powers, and the statements contained in each clause shall, except where otherwise expressed, be in nowise limited or restricted by reference to or inference from the terms of any other clauses but shall be regarded as independent purposes and powers. The business or purpose of this corporation is from time to time to do any one or more of the acts and things herein set forth, and it is hereby expressly provided that the enumeration of specific purposes and powers shall not be held to limit or restrict in any manner the powers of this corporation.

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ARTICLE III.

Time of Existence

The time of existence of this corporation shall be perpetual.

ARTICLE IV.

Place of Business

The location and post office address of the registered office of this corporation shall be 545 Henry Building, Seattle, King County, Washington.

ARTICLE V.

Capital Stock

(1) The total number of authorized shares of stock of this corporation shall be 5,000 shares, all of which shall be common shares of the same class and of the par value of \$10 each share.

(2) All of said common stock may be issued from time to time for such consideration in property, labor, services, money or profits of any kind as shall be fixed by the Board of Directors, and each share when issued shall be fully paid and forever nonassessable.

(3) The common stock shall contain all the voting rights of this corporation.

(4) All shares of common stock shall participate equally in the exercise of voting power, in declaration

number, qualification, terms of office, manner of election, time and place of meeting and the powers and duties of the Directors, shall be such as are prescribed by the bylaws of this corporation; the names and post office addresses of the first Directors who shall hold office and manage the affairs of this corporation until October 17, 1966, or until their successors have been chosen and qualified, are as follows:

<u>Name</u>	<u>Address</u>
LAURANCE S. CARLSON	545 Henry Building Seattle, Washington
RICHARD K. BUSH	545 Henry Building Seattle, Washington
EBEN B. CARLSON	545 Henry Building Seattle, Washington

(3) No contract or other transaction between this corporation and any other corporation and no acts of this corporation shall be in any way affected or invalidated by the fact that any of the Directors or officers of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any Director individually 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 this corporation, provided the fact he or such firm is so interested shall be disclosed or shall have

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been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; 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 this 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.

(4) Any contract, transaction or act of this corporation or of the Directors of any committee, which shall be ratified by a majority of a quorum of the stockholders of this corporation at any annual meeting, or at any special meeting called for such purpose, shall, insofar as permitted by law, be as valid and as binding as though ratified by every stockholder of this corporation.

(5) This corporation agrees to the full extent permitted by the laws of the State of Washington, to indemnify and save harmless any and all officers, executives or Directors of this corporation against any and all liabilities, judgments, sums of money and expenses (including herein any and all amount or amounts paid in settlement)

shall be held on October 17th of each year, beginning with the year 1966, at the registered office of the corporation in Seattle, Washington, or elsewhere as may be determined by the Board of Directors.

ARTICLE X.

Amendment of Articles

This corporation reserves the right to increase or decrease its authorized capital stock, or any class or series thereof, or to reclassify the same, and to amend, alter, change or repeal any provisions contained in these Articles of Incorporation or in any amendment thereto, in the manner now or hereafter prescribed by statute or in such other manner not inconsistent therewith; and all rights conferred upon stockholders and Directors herein are granted subject to the reservation that any amendment, alteration, change or repeal of any provision of these Articles of Incorporation, or any amendment hereto, may be made and adopted by a vote of the holder of a majority of the voting power of all stockholders entitled to vote, unless the statutes of the State of Washington provide otherwise, in which event the vote required by such statutes shall be required to adopt any amendment to these Articles of Incorporation.

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ARTICLE XI.

Bylaws

The authority to make bylaws for this corporation is hereby expressly vested in the Board of Directors of this corporation, subject to the power of the stockholders to change or repeal such bylaws.

IN WITNESS WHEREOF, the incorporators have hereunto set their hands on December 27, 1965.

Laurance S. Carlson
Richard K. Bush
Eben B. Carlson

STATE OF WASHINGTON)
COUNTY OF KING) ss.

On this day personally appeared before me LAURANCE S. CARLSON, RICHARD K. BUSH and EBEN B. CARLSON, to me known to be the individuals described in and who executed the within and foregoing instrument, and acknowledged that they signed the same as their free and voluntary act and deed, for the uses and purposes therein mentioned.

27 GIVEN under my hand and official seal on December, 1965.

Dolores Erdman
Notary Public in and for the State
of Washington, residing at Seattle

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