



CERTIFICATE OF INCORPORATION  
OF

TECHNICAL ASSEMBLIES, 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 \_\_\_\_\_

TECHNICAL ASSEMBLIES, INC.

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 \_\_\_\_\_ October 7, 1980.



SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF INCORPORATION  
OF  
TECHNICAL ASSEMBLIES, INC.

OCT 7 8 29 AM '80  
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SECRETARY OF STATE  
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned citizens of the United States of America, all over the age of twenty-one years, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we certify in writing:

I.

That the name of the corporation is Technical Assemblies, Inc.

II.

That the purposes for which said corporation is formed are as follows:

(A) To engage in, conduct and carry on a general business for the manufacture and sale of foundation garments and other related apparel; other manufacturing and wholesaling or retailing; printing; and any other business reasonably related thereto.

(B) To sell or purchase its own stock, or to sell and purchase the corporate stock of any other corporation; to take, own, and hold mortgages or other liens;

(C) To own real estate and to dispose of the same in any manner that may be necessary for the benefit of said corporation;

(D) To enter into, make and perform contracts of every kind with any person, firm, association or corporation, municipality, State Government; to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants and other negotiable or transferable instruments, and to secure the same by mortgage or otherwise, so far as may be permitted by the laws of the State of Idaho;

(E) To do all things necessary and convenient in carrying out the purposes for which this corporation is organized, and especially to exercise all of the powers and rights granted to domestic general business corporations under the laws of the State of Idaho pertaining hereto, particularly Idaho Code section 30-114 as the same now exists or may hereafter be amended.

III.

That the term for which said corporation is to exist is perpetual.

IV.

That the registered office and place of business of the Corporation in the State of Idaho is 1737 Lance Drive, Pocatello, Idaho; and the name of the registered agent at said address, within the meaning of Idaho Code section 30-101(16), is Donald C. Hart.

V.

That the number of directors of said corporation shall be not less than two (2), nor more than five (5). The name and post office address of the initial directors named by the incorporators to serve until the first election of directors are:

<u>NAME</u>	<u>ADDRESS</u>
Donald C. Hart	1737 Lance Drive Pocatello, Idaho 83201
Kenneth R. Zerbe	1033 Via Tornasol Aptos, California 95003

VI.

That the President and Secretary-Treasurer of the corporation shall be employed to execute on behalf of the corporation all necessary applications for such permits as may be required under federal, state or local laws.

VII.

That the amount of the total authorized capital stock of the corporation is Fifty Thousand Dollars, and no/100, (\$100 per share par value). Holders of common stock in this

corporation shall be entitled to one vote for each and every share of common stock standing in his or her, or its name, at any and all meetings of the stockholders of the corporation.

VIII.

The amount of capital stock of said corporation which has actually been subscribed is Two (2) shares of common stock. The following are the names of the subscribers, their addresses and the number and par value of shares subscribed for by each.

<u>NAME</u>	<u>SHARES</u>	<u>PAR VALUE</u>
Donald C. Hart 1737 Lance Drive Pocatello, Idaho 83201	One (1)	\$100
Kenneth R. Zerbe 1033 Via Tornasol Aptos, California 95003	One (1)	\$100

IX.

Ownership of stock of the corporation shall not be necessary to qualify for the office of director. A director, may be removed at any time at a duly convened meeting of the stockholders by a two-thirds vote of all stockholders, as provided in Idaho Code section 30-139(4).

X.

Subject to the limitations contained in the laws of the State of Idaho or in the By-laws, meetings of stockholders and meetings of the Board of Directors may be held at such times and places within or without the State of Idaho as the Board of Directors may from time to time appoint.

XI.

Dividends shall be declared and paid at such times and in such amounts as the Board of Directors may from time to time determine, but declared and paid only from surplus, and in accordance with the provisions of Idaho Code, Section 30-130.

XII.

The corporation shall have the power to provide in the By-laws, by contract, or otherwise, for such restrictions upon

the transfer of its capital stock as it may deem desirable, including a provision for the first right of refusal in the corporation upon its stock at the price for which a stockholder shall have received a bona fide offer to purchase.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 4<sup>th</sup> day of June, 1979.

<u>NAME</u>	<u>ADDRESS</u>
<u>Donald C. Hart</u> Donald C. Hart	1737 Lance Drive, Pocatello, Idaho 83201
<u>Kenneth R. Zerbe</u> Kenneth R. Zerbe	1033 Via Tornasol, Aptos, California 95003
<u>D. James Manning</u> D. James Manning	575 South 19th, Pocatello, Idaho 83201

STATE OF IDAHO                    )  
  : ss  
County of Bannock                )

On this 4<sup>th</sup> day of June, 1979, before me, the undersigned, a Notary Public in and for said county and state, personally appeared Donald C. Hart known to me to be the person whose name are subscribed to the foregoing 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 in this certificate first above written.

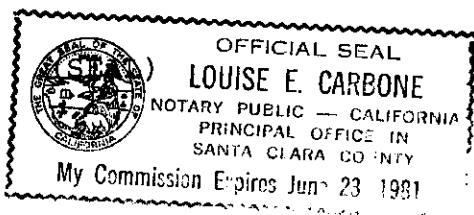
Louisa Brewer  
NOTARY PUBLIC FOR IDAHO  
Residing at Pocatello, Idaho

STATE OF CALIFORNIA            )  
  ss.  
County of Santa Clara

On this 30<sup>th</sup> day of May, 1979, before me, the undersigned Notary Public in and for said county and state, personally appeared Kenneth R. Zerbe, known to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that he, executed the same.

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

Louise E. Carbone  
NOTARY PUBLIC FOR CALIFORNIA



STATE OF IDAHO            )  
                                  ) ss.  
County of Bannock        )

On this 12 day of June, 1979, before me,  
the undersigned Notary Public in and for said county and state,  
personally appeared D. James Manning, known to me  
to be the person whose name is subscribed to the within and foregoing  
instrument, and acknowledged to me that he, executed the same.

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

(seal)

Dennis W. Olly  
NOTARY PUBLIC FOR IDAHO  
Residing at Pocatello