

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

COUNCIL HARDWARE & BUILDING SUPPLY, INC.

was filed in the office of the Secretary of State on the **Fifth** day
of **May** A.D. One Thousand Nine Hundred **Sixty-one** and
duly recorded on Film No. **114** of Record of Domestic Corporations, of the State of Idaho,
and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and
successors are hereby constituted a corporation, by the name hereinbefore stated, for
perpetual existence from the date hereof, with its registered office in this State located at
Council in the County of **Adams.**

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 **5th** day of **May**,
A.D., 19 **61.**

Secretary of State.

1 ARTICLES OF INCORPORATION
2 OF
3 COUNCIL HARDWARE & BUILDING SUPPLY, INC.
4

5 KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being all
6 natural persons of full age and citizens of the United States of America, in
7 order to form a corporation for the purposes hereinafter stated, under and
8 pursuant to the provisions of the general laws of the State of Idaho, do hereby
9 associate ourselves together for that purpose and execute, acknowledge, adopt
10 and file the following Articles of Incorporation:

11 ARTICLE I

12 The name of this Corporation shall be: "COUNCIL HARDWARE & BUILDING
13 SUPPLY, INC."

14 ARTICLE II

15 The general objects and purposes of this Corporation are:

16 A. To purchase and resell hardware, appliances, plumbing, electric
17 supplies and fixtures and building materials and supplies;

18 B. To engage in building and other construction work and to install,
19 furnish, service and repair plumbing, electric appliances, fixtures and hard-
20 ware and building supplies;

21 C. To obtain and enjoy dealerships and franchises for any related
22 products and services;

23 D. To act as and perform the duties of a broker, factor and/or commission
24 merchant in the acquisition and sale of hardware, appliances, fixtures, equip-
25 ment and supplies for building, plumbing and electric work, and to finance
26 and/or arrange for financing such acquisition and sale;

27 E. To loan money and extend credit and to take in return therefore
28 notes, bonds or other evidence of indebtedness, together with conditional sales
29 contracts, mortgages, trust deeds or pledges to secure payment of the same;

30 F. To borrow money and to secure the payment of the same by the
31 execution of appropriate instruments of security, including pledges, mortgages
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1 and trust deeds upon any or all of its real or personal property; to sell and
2 convey all or any of its corporate property whether real or personal, giving
3 to the purchaser thereof as full and complete title as may be possessed by
4 the Corporation;

5 G. To purchase, own, rent, use and/or operate hardware, plumbing,
6 electrical and building supply businesses, equipment and property, and to sell,
7 lease, exchange or otherwise dispose of the same;

8 H. To engage in any business or activity related to those described
9 above and to do such other acts and deeds as may be necessary or expedient to
10 carry out such purposes to the same extent and as fully as natural persons
11 might do in any State or Territory of the United States of America wherein this
12 Corporation may afterward qualify to do business, and generally to do and
13 perform other or additional business or activity as may, from time to time, be
14 authorized or approved by the Board of Directors of this Corporation;

15 I. To act as a partner or a joint venture in any transaction;

16 J. To have and exercise all other rights and powers from time to time
17 granted to a corporation by law which are not inconsistent with the general
18 purposes of this corporation.

19 ARTICLE III

20 This Corporation is to have perpetual existence.

21 ARTICLE IV

22 The location and post office address of its registered office in this
23 State shall be Council, Adams County, Idaho, but there may be such other
24 subordinate and branch offices hereafter established, either within or without
25 the State of Idaho, as the Board of Directors of this Corporation may determine.
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27 ARTICLE V

28 The total number of shares which this Corporation is authorized to issue
29 is 1,000 shares of the same class of common, non-assessable stock. The
30 aggregate par value of said shares is \$100,000.00, and the par value of each
31 share is \$100.00. All certificates of stock of this Corporation shall have
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1 printed thereon the following words: "This stock is fully paid up and is
2 non-assessable."

3
4 ARTICLE VI

5 The names and post office addresses of the incorporators and the number
6 of shares subscribed by each are as follows:

<u>Name</u>	<u>Post Office Address</u>	<u>Number of Shares</u>
KIEFFORD F. LAWRENCE	COUNCIL, IDAHO	1
MAIDA LAWRENCE	COUNCIL, IDAHO	1
RUSSELL R. EVANS	COUNCIL, IDAHO	1
FLORENCE EVANS	COUNCIL, IDAHO	1

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12 ARTICLE VII

13 The government and management of the business of this Corporation shall
14 be vested in a Board of Four (4) Directors, who shall be shareholders of this
15 Corporation. The above-named incorporators shall constitute the first Board
16 of Directors and they shall hold office until their successors are elected and
17 qualified. The number of Directors may be increased or decreased from time to
18 time as provided by the By-Laws; provided, however, that the number of Directors
19 constituting the Board shall not be less than three or more than five.

20 ARTICLE VIII

21 The power to repeal and amend the By-Laws and adopt new By-Laws is
22 hereby conferred upon the Directors, as well as upon the shareholders, to be
23 exercised by a two-thirds vote of the Directors or of the allotted shares as
24 the case may be.

25
26 IN WITNESS WHEREOF, We have hereunto set our hands and seals this 1st
27 day of May, 1961.

28 Kiefford F. Lawrence (SEAL)

29 Maida Lawrence (SEAL)

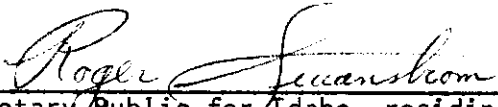
30 Russell R. Evans (SEAL)

31 Florence Evans (SEAL)

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2
3 STATE OF IDAHO)
4 : ss.
County of Adams)

5 On this 1st day of May, 1961, before me, Roger Swanstrom, a Notary Public
6 in and for the State of Idaho, personally appeared KIEFFORD F. LAWRENCE and
7 MAIDA LAWRENCE, husband and wife, and RUSSELL R. EVANS and FLORENCE EVANS,
8 husband and wife, known to me to be the persons whose names are subscribed to
9 the foregoing instrument, and acknowledged to me that they executed the same.
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11 IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official
12 seal the day and year in this certificate first above written.

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15 Notary Public for Idaho, residing at
16 Council, Idaho.
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