

State of Idaho

Department of State.

CERTIFICATE OF AUTHORITY OF

HUISH DISTRIBUTING COMPANY

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of HUISH DISTRIBUTING COMPANY

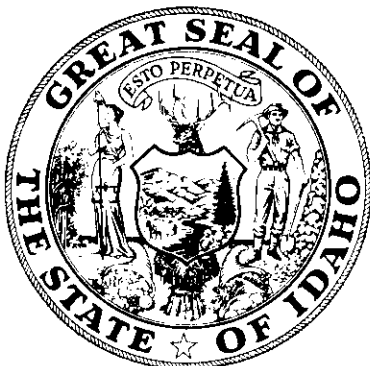
_____ for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to HUISH DISTRIBUTING COMPANY

to transact business in this State under the name HUISH DISTRIBUTING COMPANY

_____ and attach hereto a duplicate original of the Application for such Certificate.

Dated *November 10, 1982*



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Huish Distributing Company
2. *The name which it shall use in Idaho is Huish Distributing Company
3. It is incorporated under the laws of Nevada
4. The date of its incorporation is November 30, 1960 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is care of The Corporation Trust Company of Nevada
1 East 1st Street, Reno, Nevada 89501
6. The street address of its proposed registered office in Idaho is 1209 No. Eighth Street,
Boise, Idaho 83702, and the name of its proposed registered agent in Idaho at that address is Robert L. Aldridge
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
1. General business. 2. Appliance and T.V. Wholesale Sales.

8. The names and respective addresses of its directors and officers are:

| Name | Office | Address |
|----------------------------|-------------------------|---------------------------------------------------------------|
| <u>Alan E. Huish</u> | <u>President, Dir.</u> | <u>2784 Lancaster Dr.</u> <u>Salt Lake City, Ut. 84108</u> |
| <u>Orville B. Petersen</u> | <u>V.P., Sec., Dir.</u> | <u>4029 So. 3250 East</u> <u>Salt Lake City, Ut. 84117</u> |
| <u>Ivan T. LInes</u> | <u>Asst. Sec., Dir.</u> | <u>3520 Crestview Dr.</u> <u>Salt Lake City, Ut. 84109</u> |

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

| Number of Shares | Class | Par Value Per Share or Statement That Shares Are Without Par Value |
|------------------|---------------|--------------------------------------------------------------------|
| <u>5,000</u> | <u>Common</u> | <u>\$100/Share</u> |
| | | |
| | | |

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

| Number of Shares | Class | Par Value Per Share or Statement That Shares Are Without Par Value |
|------------------|---------------|--------------------------------------------------------------------|
| <u>1,500</u> | <u>Common</u> | <u>\$100/Share</u> |
| _____ | _____ | _____ |
| _____ | _____ | _____ |

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated November 3, 19 82

HUISH DISTRIBUTING COMPANY
By [Signature]

President
and [Signature]

Its _____ Secretary

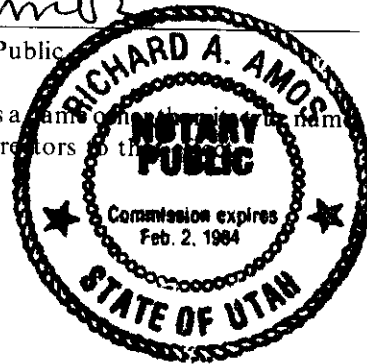
STATE OF UTAH)
COUNTY OF Salt Lake) ss:

I, Richard A. Amos, a notary public, do hereby certify that on this Third day of November, 19 82, personally appeared before me Alan E. Huish, who being by me first duly sworn, declared that he is the President of Huish Distributing Company

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

Richard A. Amos
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than the name in this application must be accompanied by a resolution of the Board of Directors to the



ARTICLES OF INCORPORATION
OF
HULSH DISTRIBUTING COMPANY

RECEIVED

'82 NOV 10 AM 11 19

KNOW ALL MEN BY THESE PRESENTS:

That we the undersigned, have this day associated ourselves together voluntarily for the purpose of forming a corporation under the laws of the State of Nevada, and we hereby agree as follows:

ARTICLE I

The name of this corporation shall be HULSH DISTRIBUTING COMPANY.

ARTICLE II

The names of the incorporators and their respective post office addresses are as follows:

| <u>Name</u> | <u>Post Office Address</u> |
|---------------------|-------------------------------------------------------|
| Sanford M. Stoddard | 800 Continental Bank Building Salt Lake City, Utah |
| K. Jay Holdsworth | 800 Continental Bank Building Salt Lake City, Utah |
| William Vogel | 800 Continental Bank Building Salt Lake City, Utah |

ARTICLE III

The principal office in Nevada and the name of the resident agent of this corporation is: United States Corporation Company, Virginia and Truckee Building, Carson City, Nevada.

ARTICLE IV

The duration or life of this corporation shall be without limitation.

ARTICLE V

Pursuit and Business

The nature of the business or objects or purposes proposed to be transacted, promoted or carried on are: to engage in any lawful activity in the State of Nevada and elsewhere, except this corporation shall not engage in such business as may be subject to the supervision of the Superintendent of Banks or the Commissioner of Insurance of the State of Nevada.

This corporation shall have the power:

- (a) To purchase, sell, mortgage, hypothecate, pledge, lease, or otherwise acquire, encumber, distribute, dispose of and deal in, on its own behalf and as agent or broker for others, or as distributor, all kinds and character of property, real, personal, or mixed, and while the owner thereof, to exercise all the rights, powers and privileges of ownership, including, in the case of stocks and shares, the right to vote thereon.
- (b) To act as agent or factor for the manufacturers or distributors of, and as distributor of, and to manufacture, construct, repair, alter, trade in, buy, sell at wholesale or retail, lease, export and import, and deal in and with, any and all machinery, tools, equipment, implements, apparatus, instruments, appliances, containers, labels, goods, merchandise, articles, and supplies used or useful in connection with carrying on any of the company's business or activities.
- (c) To borrow and lend money, with or without security and to endorse or otherwise guarantee the obligations of others.
- (d) To apply for, buy, lease, license, sell, or otherwise acquire or dispose of patents, rights, licenses, privileges, inventions, trade-marks, trade-names and pending applications therefor, relating to or useful in connection

with the purposes of this corporation.

(e) To own, construct, lease and otherwise acquire and to operate, manage, sell and dispose of buildings, stores, warehouses and dwellings, and by lease, contract, or otherwise, to permit the use thereof to others.

(f) To establish agencies, offices, branches and exchanges, and to buy, sell, or otherwise deal in or distribute articles and products manufactured by itself or other persons or corporations in the State of Nevada and in other states or territories of the United States and in foreign countries, as the Board of Directors may from time to time determine.

(g) To issue notes, bonds, debentures, and other obligations and evidences of indebtedness, negotiable or otherwise, from time to time, and to secure the same by mortgage, pledge, deed of trust, or otherwise, on all or any part of the property, rights, or assets of the corporation.

(h) To subscribe for, purchase, or otherwise acquire and hold, with the same right of ownership as may be permitted to natural persons, the shares, stock, bonds, assets and obligations of any other corporation, and to purchase, sell, own, pledge, or otherwise acquire and dispose of shares of its own capital stock, acquired from stockholders or otherwise.

(i) To organize or cause to be organized under the laws of any other state, district, territory, province, or other government a corporation or corporations for the purpose of accomplishing any or all of the objects for which this corporation is organized, and to dissolve, wind up, liquidate, merge or consolidate any corporations or organizations controlled by this corporation.

(j) To provide and carry out and recall, abolish, revise, amend, alter, or change a plan or plans for participation by any or all of the employees, including officers and directors of this corporation or of any corporation in which, or in the welfare of which, this corporation has any interest, and those actively engaged in the conduct of the corporation's business, in the profits of the corporation or of any branch or division thereof as part of the corporation's legitimate expenses, and for the furnishing to such employees and persons, or any of them of medical services, insurance against accident, sickness or death, pensions for old age, disability or unemployment, education, housing, social services, recreation, or other similar aids for their relief or general welfare, in such manner and upon such terms and conditions as may be determined by the Board of Directors.

The foregoing clauses shall be construed both as object and powers, but no recital, expression, or declaration or specific or special powers or purposes herein enumerated shall be deemed to be exclusive; but it is hereby expressly declared that all other lawful purposes, not inconsistent herewith are hereby included, and that this corporation shall have any and all other powers necessary or incidental to the carrying on of said business, and each and all of the powers now conferred, or that may hereafter be conferred, by the laws of the State of Nevada on private corporations.

ARTICLE VI

Authorized Stock

1. The authorized capital of this corporation is Five Hundred Thousand Dollars (\$500,000.00) divided into five thousand shares of Common Stock having a par value of One Hundred Dollars (\$100.00) per share. This corporation shall

commence business with One Hundred Fifty Thousand Dollars (\$150,000.00) capital, represented by 1,500 shares of Common Stock.

2. The shares of stock of the corporation, so issued as hereinbefore provided, the full consideration for which shall have been exchanged, paid or delivered, shall be deemed fully paid stock, and shall not be subject to assessment to pay the debts of the corporation, and these articles shall not be amended so as to render assessable any of the stock of the corporation without unanimous consent of all the holders of all the then outstanding classes of stock to be assessed.

3. The holders of the common stock shall be entitled to one vote per share at all meetings of the shareholders.

4. Except as in these articles it is expressly limited or restricted, this corporation reserves the right to amend, alter, change or repeal any provision contained in the articles of incorporation, in the manner now or hereafter prescribed by statute or the articles of incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation.

5. The private property of the stockholders of this corporation shall not be liable for the debts and obligations of the corporation.

ARTICLE VII

Directors

1. The affairs of this corporation shall be managed by a board of directors of not less than three nor more than seven, the number to be elected to be determined at each annual shareholder's meeting prior to the election or at a special meeting of the shareholders of this corporation; and until their successors are elected and qualified, the board of directors shall consist

of:

| <u>Name</u> | <u>Post Office Address</u> |
|---------------------|-------------------------------------------------------|
| Sanford M. Stoddard | 800 Continental Bank Building Salt Lake City, Utah |
| K. Jay Hoidsworth | 800 Continental Bank Building Salt Lake City, Utah |
| William Vogel | 800 Continental Bank Building Salt Lake City, Utah |

2. The Board of Directors may by majority vote, make, adopt, alter and repeal by-laws for the management of the property of the corporation, the transaction of its business, and the regulation of its affairs. Any by-laws made by the Board of Directors may be altered or repealed by the shareholders at any annual meeting or at any special meeting called for such purpose.

3. The Board of Directors shall have power to fix the amount of the surplus or net profits of the corporation to be reserved as working capital or for any other purpose, and to determine whether any of the surplus or net profits arising from its business shall be declared in dividends and paid to the stockholders.

4. Except as otherwise expressly provided by law, the Board of Directors shall have power to sell, hypothecate, mortgage, and pledge all or any part of the corporate assets or property.

5. Shares of stock in other corporations held by this corporation shall be voted by such officer or officers of this corporation as the Board of Directors by a majority vote shall designate for that purpose, or by a proxy thereunto duly authorized by like vote of the Board, except as otherwise ordered by vote of the holders of a majority of the shares outstanding and entitled to vote.

6. Any director of the corporation may be removed at any time, either with or without cause, by the vote of a majority of a quorum of directors present at a meeting of the Board.

7. A director may hold any remunerative office of profit for the corporation in addition to the office of director. In the absence of fraud, no contract or other transaction between the corporation and any other corporation or any partnership or association shall be affected or invalidated in any way by the fact that any director or officer of the corporation is pecuniarily or otherwise interested in or is a director, member or officer of such other corporation or of such partnership or association or is a party to or is pecuniarily or otherwise interested in such contract or other transaction, or in any way connected with any person or persons, partnership, association or corporation pecuniarily or otherwise interested therein; provided that such interest shall be fully disclosed or otherwise known to the Board of Directors at the meeting of the Board at which such contract or transaction is authorized or confirmed; any director may be counted in determining the existence of a quorum at any meeting of the Board of Directors or a committee thereof for the purpose of authorizing or confirming any such contract or transaction, with like force and effect as if he were not so interested or were not a director, member or officer of such other corporation, partnership or association or otherwise in any way connected with such other corporation, partnership or association, and any Director may vote upon such matters as if he were not so interested.

The Board of Directors, in its discretion, may submit any contract or act for approval or ratification at any special meeting of the stockholders the notice of which shall state that

it is called for the purpose, or in part for the purpose, of considering any such contract or act, or at any annual meeting, and any contract or act that shall be approved or be ratified by the vote of the holder or holders of a majority in amount of the stock of the corporation having voting power present in person or by proxy at such meeting shall be as valid and as binding upon the corporation and upon all the stockholders as though it had been approved and ratified by every stockholder of the corporation.

8. The corporation shall and hereby does indemnify any and all of its directors and officers and former directors and officers and any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them are made parties, or a party, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in such action, suit or proceeding to be liable for misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any by-laws, agreement, vote of stockholders or otherwise.

Dated this 25th day of November, 1960.

Harold R. Steward
Harold R. Steward

K. Jay Holdsworth
K. Jay Holdsworth

William Vogel
William Vogel

STATE OF UTAH)
 : ss
COUNTY OF SALT LAKE)

Be it remembered that on this 24th day of November
1940, personally came before me a Notary Public for the county
and state aforesaid, Sanford M. Stoddard, K. Jay Holdsworth
and William Vogel, all the parties of the foregoing Articles of
Incorporation known to me personally to be such and said have
acknowledged the said Articles to be the act and deed of the
signers respectively and that the facts herein stated are truly
set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and
seal of office the day and year aforesaid.

Ruth L. Linsam
Notary Public

ARTICLES OF INCORPORATION
OF

HUISH DISTRIBUTING COMPANY

FILED AT THE REQUEST OF

United States Corporation
Company
Virginia & Truckee Bldg.
Carson City, Nev.

November 29, 1960

STATE SECRETARY, DEPARTMENT OF STATE

John H. ...

1515-1960

100.00
FILING FEE