



Department of State.

CERTIFICATE OF INCORPORATION

I, ~~WILSON WOOD~~ **WILSON WOOD**, 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

WILSON - WOOD SCHOOL EQUIPMENT COMPANY, INC.

was filed in the office of the Secretary of State on the **First** day of **June** A.D. One Thousand Nine Hundred **Sixty-six** and ~~will be~~ **will be** duly recorded on ~~XXXXXX~~ **XXXXXX** 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~~ **perpetual existence** from the date hereof, with its registered office in this State located at **Boise** in the County of **Ada**

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 **1st** day of **June**, A.D., 19**66**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
WILSON - WOOD SCHOOL EQUIPMENT COMPANY, INC.,

* * * * *

KNOW ALL MEN BY THESE PRESENTS, That we,
the undersigned, being natural persons of full age and citizens of
the United States and citizens and residents of the State of Idaho,
in order to form a corporation for the purposes hereinafter stated,
under and pursuant to the provisions of the general corporation
laws of the State of Idaho, and the acts amendatory thereof and
supplemental thereto, do hereby certify as follows:

ARTICLE I

The name of the corporation is WILSON - WOOD SCHOOL
EQUIPMENT COMPANY, INC.

ARTICLE II

The purposes and objects for which the corporation is
formed are:

- a. To buy, sell, exchange, and generally deal in school
furniture and equipment of every class and description; including,
but not limited to, classroom furniture and fixtures, science fur-
niture and equipment, library furniture and equipment, arts and
crafts furniture and equipment, vocational furniture and equipment,
technical furniture and equipment, athletic equipment and supplies,
text books, library books, pamphlets and publications, expendable
supplies of all types, specialty items, office furniture, teachers

furniture and equipment and teaching aids and secure payment thereof by mortgage, pledge or otherwise; to enter into contracts to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds, contracts, and evidences of indebtedness; to purchase or otherwise acquire, for the purpose of holding or disposing of same, real or personal property of every kind and description, including the good will, stock, rights, and property of any person, firm, association, or corporation, paying for the same in cash, stock, or bonds of this corporation; to draw, make, accept, indorse, discount, execute, and issue promissory notes, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments, or obligations of the corporation, from time to time, for any of the objects or purposes of the corporation; to carry on all or any of its operations without restriction or limit as to amount; to purchase, acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any state, district, territory, colony, or foreign country subject to the laws of such state, territory, or foreign country. To act as a wholesale, retail merchant and do and perform all of the powers herein granted for itself and others.

b. To acquire by purchase, subscription or otherwise, and to own, hold, sell, negotiate, assign, deal in, exchange, transfer, mortgage, pledge, or otherwise dispose of any shares of capital stock, script, bonds, mortgages, securities, or other evidences of indebtedness, issued or created by any other corporation, joint stock company or association, public or private, or by whomso-

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ever issued, and while the holder thereof, to possess and exercise in respect thereto any and all rights, powers and pledges or ownership, including the right to vote thereon.

c. To make, perform and carry out contracts of every kind and description, made for every lawful purpose without limitation to amount, with any person, firm, association or corporation, either public or private, or within any territory or state of any agency thereof.

d. To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes, and any other evidence of indebtedness, and for the purpose of securing any of its obligations or contracts; to transfer, convey, deliver, mortgage and/or pledge all or any part of its property or assets, real or personal, at any time owned or held by the corporation, upon such terms and conditions as the Board of Directors shall authorize and as may be permitted by law.

e. To acquire, hold, sell, reissue, or cancel any shares of its own capital stock; provided, however, that this corporation may not use any of its funds or property for the purchase of its own capital stock when such use would cause any impairment of the capital of the corporation; and provided, further, that the shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly.

f. To purchase or otherwise acquire the whole or any part of the property, assets, business and good will of any other

person, firm, corporation or association, and to conduct in any lawful manner the business so acquired; and to exercise all the powers necessary or convenient for the conduct, management and carrying on of such business.

g. To have one or more offices to carry on any part of its operations and business, and to do any and all things necessary, suitable, convenient or proper for the accomplishment of any of the purposes, or of the attainment of any of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and which may now or hereafter be authorized by law, and this to the same extent and as fully as natural persons might or could do, as principal or agent, and either alone or in conjunction with any person, firm, association or corporation; and

h. To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho upon corporations formed under the General Corporation Laws of said State, or under any act or acts amendatory thereof or supplemental thereto or substituted therefor.

The foregoing clauses are to be construed both as objects and powers, and it is hereby expressly provided that enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation.

ARTICLE III

This corporation shall have perpetual existence.

ARTICLE IV

The location of the principal office for the transaction
of the business of the corporation shall be P.O. Box 2147,
Boise, Ada County, Idaho.

ARTICLE V

The amount of the capital stock of this corporation is Two
Hundred Thousand Dollars (\$200,000.00), which shall be divided
into two thousand (2,000) shares of the par value of One Hundred
Dollars (\$100.00) per share.

ARTICLE VI

The private property of the stockholders of the corpor-
ation shall not be subject to the payment of corporate debts to any
extent whatever, and the shares of stock of the corporation shall
not be subject to assessment for the purpose of paying expenses,
conducting business or paying debts of the corporation.

ARTICLE VII

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

<u>Name</u>	<u>Post Office Address</u>	<u>No. of Shares</u>
Jewell E. Wilson	2516 Fry Circle, Boise, Ida	1
Loeta J. Wilson	2516 Fry Circle, Boise, Ida	1
Marvin H. Wood	6022 Kirkwood Rd. Boise, Ida	1
Blanche Wood	6022 Kirkwood Rd. Boise, Ida	1

ARTICLE VIII

The number of Directors in the corporation shall be specified in the By-Laws, and such number may be from time to time increased or decreased, in such manner as may be prescribed by the By-Laws of the corporation; provided, however, that the number of Directors of the corporation shall not be less than three nor more than seven. Provided, further that the first Board of Directors shall be three in number. Said Board of Directors shall be entitled to elect from among its members an executive committee to act for said Board, the same to consist of not less than three members. In the event of any increase in the number of Directors, the additional Directors may be elected by the Directors then in office, and the Directors so elected shall hold office until the next annual meeting of the stockholders, and until their successors are elected and duly qualified.

ARTICLE IX

The Board of Directors is expressly authorized to repeal and amend the By-Laws of the corporation, and to adopt new By-Laws, and the corporation reserves the right to amend, endorse, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, by a majority vote of the shareholders, represented in person or by proxy, at any annual meeting of the shareholders, or at any meeting duly called for that purpose, except where the laws of the State of Idaho otherwise provide.

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

Notary Public for Idaho
Residence:
Commission Expires: