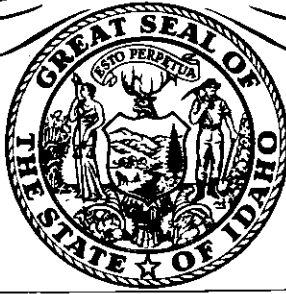


State of Idaho



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

HELLER SALES COMPANY, INC.

was filed in the office of the Secretary of State on the **Thirtieth** day
December **Sixty-five**
will be A.D. One Thousand Nine Hundred and
XXXXXX microfilm
duly recorded on Film No. 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 **Boise,** **Ada.** in the County of

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 **30th** day of **December**, **65** A.D., 19 .

Secretary of State.

HELLER SALES COMPANY, INC.

ARTICLES OF INCORPORATION

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being three natural persons of full and lawful age and citizens of the State of Idaho and of the United States, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we do hereby certify:

I.

That the name of this corporation shall be:

HELLER SALES COMPANY, INC.

II.

That the purposes for which this corporation is formed are:

A. To acquire, establish, own and conduct one business or more and one or more places of business for the conduct of every kind of pursuit, occupation, vocation, trade, art and craft, and for the sale of merchandise, without restriction as to type, level or geographical location, and to carry on and conduct any and all other activities logically incident thereto or connected therewith or which are or may be customarily carried on by other persons or corporations engaged in business of a similar nature.

B. Without intent in any way to modify, restrict, or diminish the broad purposes set forth in sub-paragraph A. hereof, certain specific purposes and powers, in aid thereof, are set forth and enumerated as follows:

(1) To engage in business as retail merchandisers, wholesalers, distributors and manufacturers, and to manufacture, buy, sell, import, export, distribute, deal with and in, either as principal or agent, goods, wares, and merchandise of every kind and description, and all materials or articles required, or used or useful in connection therewith.

(2) To establish and maintain places of business, wherein goods, wares, merchandise and other tangible property of any and all kinds, will or may be kept for sale, lease, or other disposition, and wherein shops, booths, counters, refreshment, rest, and other rooms and places set apart for the

carrying on and conduct of any and all kinds of trades, occupations, vocations, pursuits, arts and crafts, either by the corporation, as principal or as agent, or by its lessees or licensees, may be maintained and conducted.

(3) To lease, let and demise, conjunctively and disjunctively, sections, rooms, parts, or portions of such places of business to such individuals, firms, associations, or corporations as will or may use and occupy the same for one or more of the purposes aforesaid.

(4) To purchase, or otherwise acquire, own, hold, lease, sell, exchange, assign, transfer, mortgage, pledge or otherwise dispose of, to guarantee, and to invest, trade and deal in and with personal property of every class and description.

(5) To purchase or otherwise acquire, own, hold, lease, sell, exchange, assign, transfer, mortgage or otherwise dispose of, and to invest, trade and deal in and with real property, and any and all interests therein and to develop, improve, subdivide or otherwise operate the same.

(6) To purchase, lease or otherwise acquire, in whole or in part, the business, goodwill, rights, franchises and property of every kind, and to undertake the whole or any part of the assets or liabilities, including the goodwill, of any person, firm, association or corporation engaged in or authorized to conduct any business similar to any business necessary or suitable for its purposes, and to pay for the same in cash, in the stock or bonds of this corporation, or otherwise; or hold or in any manner dispose of the whole or any part of the business or property now owned or so acquired, and to exercise all the powers necessary or incidental to the conduct of such business.

(7) To pay out of the funds of the corporation all costs and expenses of, and incidental to, the incorporation and organization of this corporation.

(8) To apply for, obtain, register, purchase, lease, or otherwise acquire, and to hold, use, own, operate, and introduce, and to sell, assign, or otherwise dispose of any trade-marks, trade names, copyrights, patents, inventions, improvements, and processes used in connection with or held under letters patent of the United States, or elsewhere, which may be used in

connection with or appertaining to any kind of business hereinbefore set forth and described; and to use, exercise, develop, grant licenses in respect of, or otherwise to turn to account any such trade-marks, trade names, copyrights, patents, licenses, processes, and the like, or any such property or rights.

(9) To lend money and to negotiate and make loans, either on its own account or as agent or broker for others.

(10) To borrow money, to issue bonds, debentures, notes and other obligations of this corporation from time to time, for any of the objects or purposes of this corporation, and to mortgage, pledge hypothecate or convey in trust, any or all of its property to secure the payment thereof.

(11) To discount and negotiate promissory notes, drafts, bills of exchange, and other evidence of debt, and to collect for others money due them on notes, checks, drafts, bills of exchange, commercial paper and other evidences of indebtedness.

(12) To enter into, make, perform and carry out contracts of every kind and for any lawful purpose, without limit as to amount, with any person, firm, association, corporation, municipality, state or the Federal government, or any subdivision, district or department thereof.

(13) To acquire, purchase, hold, cancel, reissue, sell, transfer, and pay for in cash or otherwise, the shares of stock, bonds or notes of this or any other corporation.

(14) To engage in and conduct any and all kinds of manufacturing business.

(15) To do and conduct any and all such other acts, things, business or businesses in any manner connected with or necessary, incidental, convenient or auxiliary to any of the objects hereinbefore enumerated, or calculated, directly or indirectly, to promote the interest of the corporation; and in advancing its purposes, or for the purpose of attaining or furthering any of its business, to do any and all acts and things, and to exercise any and all other powers, which a copartner or natural person could do or exercise, and which now or hereafter may be authorized by law, and in any part of the world.

(16) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Idaho upon corporations organized under the laws under which this corporation is organized, and any and all acts amendatory thereof and supplemental thereto.

(17) To conduct business in the State of Idaho, other states, the District of Columbia, the territories, possessions and colonies of the United States and in foreign lands and countries, and to have one or more offices outside of the State of Idaho, as well as within said state, and to hold, purchase, mortgage, and convey real and personal property outside of the State of Idaho, as well as within said state.

(18) To enter into any kind of agreement, profit-sharing, stock-option, or pension-trust plan with employees and officers of the corporation, that may be deemed advantageous by the Directors of the corporation, under which such employees and officers shall or may be rewarded for past and future services rendered or to be rendered to the corporation.

C. The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and the statements contained in each clause shall be in nowise limited or restricted, by reference to, or inference from, the terms of any other clause, but shall be regarded as independent purposes and powers; and no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive; but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

III.

This corporation shall exist in perpetuity or until dissolved by operation of law or appropriate action taken by its stockholders.

IV.

The location and Post Office address of the registered office of this corporation in the State of Idaho is and shall be the general business office of this corporation in the City of Boise, County of Ada, State of Idaho.

V.

This corporation is hereby authorized to issue one class of shares of

stock, which shall be common stock, and the total authorized number of shares is One Thousand (1,000), of the par value of One Hundred Dollars (\$100.00) each and the aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

VI.

No share or shares of stock of this corporation shall be sold or issued except for full par value in money or money's worth, and when so sold and issued each share shall be, and shall be described on the face thereof as, fully paid and non-assessable. Each shareholder shall be entitled to One (1) vote for each full share of stock owned by him. No certificate shall be issued by this corporation for any fractional share, either as such or in combination with one or more full shares.

VII.

No contract, act, or transaction of this corporation with any person, firm, or corporation, shall be affected or invalidated by the mere fact that any director of this corporation is a party to, or interested in such contract, act, or transaction, or in any way connected with such person, firm, or corporation, and each person who may become a director of this corporation is hereby relieved from any liability or unfavorable inference that might otherwise arise or exist from contracting with this corporation for the benefit of himself or any firm, association, or corporation in which he may be in anywise interested.

VIII.

The Board of Directors of this corporation shall be elected by the Shareholders entitled to vote at each annual meeting of shareholders. There shall be not less than Three (3) nor more than Seven (7) members of any board of directors, and each board shall consist of Three (3), Five (5), or Seven (7) members as shall be determined by the shareholders at each such meeting. Directors need not be shareholders.

IX.

The names and Post Office addresses of the undersigned incorporators, all of whom are of lawful age and citizens of the State of Idaho and of the

United States of America and who have been appointed to act as the first Board of Directors, to hold office until their successors shall have been duly elected and qualified, together with the number of shares for which each has subscribed are as follows:

<u>Name</u>	<u>Residence</u>	<u>Shares</u>
MURIEL T. HELLER	1319 N. 20th Boise, Idaho	One Share
JOHN R. HELLER	2912 Agate Boise, Idaho	One Share
BONNIE B. HELLER	2912 Agate Boise, Idaho	One Share

IN WITNESS WHEREOF, We have hereunto set our hands and seals this
30th day of December, 1965.

Muriel T. Heller (SEAL)
John R. Heller (SEAL)
Bonnie B. Heller (SEAL)

STATE OF IDAHO)
) ss.
COUNTY OF ADA)

On this 30th day of December, 1965, before me, a Notary Public in and for said State, personally appeared MURIEL T. HELLER, JOHN R. HELLER, and BONNIE B. HELLER, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they 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.

(SEAL)

Charles S. Chaffent
Notary Public in and for the State of Idaho
Residing at Boise therein.