



STATE CORPORATION COMMISSION

*Richmond,*

October 8, 1976

*This is to Certify that the certificate of incorporation of*

**Timberville Electronics, Inc.**

*was this day issued and admitted to record in this office  
and that the said corporation is authorized to transact its  
business subject to all the laws of the State applicable to  
the corporation and its business.*

*State Corporation Commission*

*William L. Z...*  
Clerk of the Commission

ARTICLES OF INCORPORATION  
OF  
TIMBERVILLE ELECTRONICS, INC.

We hereby associate to form a stock corporation under the provisions of Chapter 1 of Title 13.1 of the Code of Virginia and to that end set forth the following:

1. The name of the corporation is Timberville Electronics, Inc.
2. The corporation is organized for the purpose of engaging in and conducting the business of selling and repairing televisions, radios and other electronic appliances and transacting all other business necessary to such sales and repairs. Without limitation by virtue of the preceding, the corporation shall have power to engage in any business not prohibited by law or required to be stated in these articles.
3. The aggregate number of shares which the corporation shall have the authority to issue and the par value per share are as follows:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value Per Share</u>
Common Stock	500	\$100

4. The post office address of the initial registered office of the corporation is Post Office Box 202, New Market Road. The name of the town in which the initial registered office is located is Timberville, Rockingham County, Virginia. The name of its initial registered agent is Burl Franklin Facemire who is a resident of Virginia and a director of the corporation and whose business address is the same as the address of the initial registered office of the corporation.
5. The number of directors constituting the initial Board of Directors is two (2), and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Guy Reed Croteau	Route 1, Box 476-B, Harrisonburg, Virginia 22801
Burl Franklin Facemire	Route 1, Box AH-3 Penn Laird, Virginia 22846

6. Each person now or hereafter a director or officer of the corporation (and his heirs, executors and administrators) shall be indemnified by the corporation against all claims, liabilities, judgments, settlements, costs and expenses, including all attorneys' fees, imposed upon or reasonably incurred by him in connection with or resulting from any action, suit, proceeding or claim to which he is or may be made a party by reason of his being or having been a director or officer of the corporation (whether or not a director or officer at the time such costs or expenses are incurred by or imposed upon him), except in relation to matters as to which he shall have been finally adjudged in such action, suit or proceeding to be liable for gross negligence or wilful misconduct in the performance of his duties as such director or officer. In the event of any other judgment against such director or officer or in the event of a settlement, the indemnification shall be made only if the corporation shall be advised, in case none of the persons involved shall be or have been a director, by the Board of Directors of the corporation, and otherwise by independent counsel to be appointed by the Board of Directors, that in its or his opinion such director or officer was not guilty of gross negligence or wilful misconduct in the performance of his duty, and in the event of a settlement, that such settlement was or is in the best interest of the corporation. If the determination is to be made by the Board of Directors, it may rely as to all questions of law on the advice of independent counsel. Such right of indemnification shall not be deemed exclusive of any rights to which he may be entitled under any by-law, agreement, vote of stockholders, or otherwise.

DATED: October 5, 1976

James V. Lane