

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

*FUTURA CORPORATION*

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

*FUTURA CORPORATION*

duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated October 21, 19 80.



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

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SECRETARY OF  
STATE

ARTICLES OF INCORPORATION OF  
FUTURA CORPORATION

ARTICLE I

The name of this corporation is FUTURA CORPORATION.

ARTICLE II

The corporation is to have perpetual existence.

ARTICLE III

The nature of the business and objects and purposes proposed to be transacted, promoted and carried on are:

(a) To conduct and carry on all or any of the business of manufacturers, farming, merchants, wholesaler and retailer, without limitation as to class of product or merchandise and management without limitation.

(b) To take, own, hold, deal in, mortgage or otherwise lien, and to lease, sell, exchange, transfer or in any manner whatever dispose of real property, within or without the State of Idaho, wherever situated.

(c) To manufacture, purchase or acquire in any lawful manner and to hold, own mortgage, pledge, sell, transfer, or in any manner dispose of, and to deal and trade in goods, wares merchandise, and property of any and every class and description, and in any part of the world.

(d) To acquire the good will, rights and property, and to undertake the whole or any part of the assets or liabilities of any person, firm, association or corporation; to pay for the same in cash, the stock of this company, bonds or otherwise; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

(e) To devise, formulate and conduct business research, business studies, surveys and tests; to create, install and utilize business systems, methods, controls, layouts and plans; to assemble and supply personnel and staff; all as required or expedient to a solution of business problems of others or to an improvement in function or to an increase in efficiency or profit in behalf of such others, whether in relation to management, administration, maintenance, manufacture, productions, display, inventory, marketing, sales, distribution or otherwise, to sell, publish and otherwise deal in and with any of the foregoing and to furnish consultation and render business counsel (as distinguished from legal counsel and from the practice of law): and to determine, and to predetermine, the unit cost of each operational contribution to the end product or sale and also to determine or to predetermine the competitiveness of that product.

(f) To apply for, purchase or in any manner to acquire, and to hold, own, use and operate, and to sell or in any manner, dispose of, and to grant license or other rights in respect of, and in any manner deal with, any and all rights, inventions, improvements and processes used in connection with or secured under letters patent or copyrights of the United States or other countries, or otherwise, and to work, operate or develop the same and to carry on any business, manufacturing or otherwise, which may directly or indirectly effectuate these objects or any of them.

(g) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of this state or any other state, country, nation or government and while owner of said stock may exercise all the rights, powers and privileges of ownership, including the right to vote thereon, to the same extent as natural persons might or could do.

(h) To enter into, make and perform contracts of every kind with any person, firm, association or corporation, municipality, body politic, county, territory, state, government or colony or dependency thereof, and without limit as to amount to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments and evidences of indebtedness whether secured by mortgage or otherwise, as well as to secure the same by mortgage or otherwise, so far as may be permitted by the laws of the State of Idaho.

(i) To have offices, conduct its business and promote its objects within and without the State of Idaho, in other states, the District of Columbia, the territories and colonies of the United States, and in foreign countries, without restriction as to place or amount.

(j) To do any or all of the things herein set forth to the same extent as natural persons might do or could do and in any part of the world, as principals, agents, contractors, trustees, or otherwise, and either alone or in company with others.

(k) In general, to transact any or all lawful business for which corporations may be incorporated under the Idaho Business Corporations Act; to do everything necessary, proper, advisable or convenient for the conduct of said business; and to do all other things incident thereto or connected therewith, which are not forbidden by the Act, by other law, or by these Articles of Incorporation, and to have any exercise all powers necessary or convenient to effect its purposes, including but not limited to the statutory powers specified in Sections 30-1-4 to 30-1-6, Idaho Code, as amended and supplemented.

#### ARTICLE IV

The amount of the total authorized capital stock of the corporation is Ten Million Dollars, (\$10,000,000.00), which shall consist of Ten Million (10,000,000) shares of Common Stock of the par value of One Dollar (\$1.00) per share.

#### ARTICLE V

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

R. V. Hansberger	1305 Harrison Boulevard, Boise, Idaho
Klara K. Hansberger	1305 Harrison Boulevard, Boise, Idaho
Donald E. Knickrehm	8355 Golse, Boise, Idaho

## ARTICLE VI

The private property of the shareholders of the Corporation shall not be subject to the payment of the corporate debts to any extent whatsoever, and shares 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 holders of the common stock shall be entitled to receive, when and as declared by the Board of Directors, as permitted by the Idaho Business Corporations Act, dividends or distributions payable either in cash, in property, or in shares of the capital stock of the Corporation.

## ARTICLE VIII

The entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the common stock, who shall be entitled to one vote for each share of common stock held by them of record.

## ARTICLE IX

The Board of Directors of this corporation shall be not less than five (5), nor more than nine (9), as specified in the By-Laws. The number of Directors constituting the initial Board of Directors is five (5), and they shall perform such duties and have such powers as shall be prescribed by the By-Laws and Idaho laws, including but not limited to, the power to adopt the initial By-Laws, to repeal and amend By-Laws and adopt new By-Laws. The general officers of said corporation, their qualifications and manner of election shall be prescribed by the By-Laws, and shall also be governed by Idaho law pertaining thereto. The names and addresses of the initial Board of Directors, who shall serve until the first meeting of the stockholders, are as follows:

R. V. Hansberger	Drawer F, Suite 1010, One Capital Center, Boise, ID.
Klara K. Hansberger	Drawer F, Suite 1010, One Capital Center, Boise, ID.
J. B. Monnette	Drawer F, Suite 1010, One Capital Center, Boise, ID.
Roberta A. Smyth	Drawer F, Suite 1010, One Capital Center, Boise, ID.
Carol Hansberger	Drawer F, Suite 1010, One Capital Center, Boise, ID.

## ARTICLE X

The corporation reserves the right to amend, alter or repeal any provision contained in this certificate of incorporation in the manner now or hereinafter prescribed by the statutes of Idaho.

## ARTICLE XI

The location of the principal office and post office address of the registered office of the corporation is Drawer F, Suite 1010, One Capital Center, Boise, Idaho 83702. The name of the registered agent of the corporation is Donald E. Knickrehm.

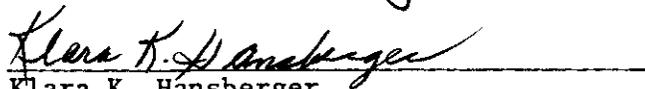
## ARTICLE XII

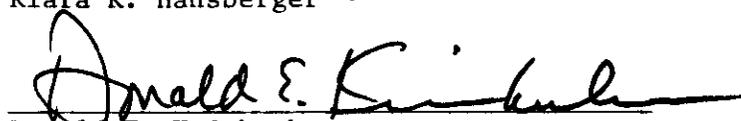
No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in, or are Directors or officers of, such other corporation; any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors thereof,

and the Board shall have, thereafter, ratified said contract or transaction by vote of two-thirds of the total number of Directors of the corporation at a meeting of the Board of Directors, and any Director of the corporation who is also a Director or officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction any may vote thereat to authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

Dated this 21<sup>st</sup> day of October, 1980.

  
R. V. Hansberger

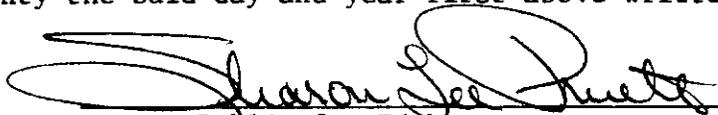
  
Klara K. Hansberger

  
Donald E. Knickrehm

STATE OF IDAHO            )  
                                  ) ss.  
County of Ada            )

On this 21<sup>st</sup> day of October, 1980, before me Sharon Lee Pruett, a Notary Public, personally appeared R. V. Hansberger, Klara K. Hansberger, and Donald E. Knickrehm, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

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

  
Notary Public for Idaho  
Residing at Boise, Idaho  
My commission expires: 8/25/81