



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

OLD WORLD ARTS, INC.

was filed in the office of the Secretary of State on the **Twenty-first** day of **June** A.D. One Thousand Nine Hundred **Sixty-five** and **will be** duly recorded on ~~Film No.~~ **microfilm** 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,** 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 **21st** day of **June**, A.D., 19 **65**.

ARNOLD WILLIAMS
Secretary of State

By Deputy Secretary of State.

ARTICLES OF INCORPORATION

OF

OLD WORLD ARTS, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all of whom are full age, citizens of the United States of America, and residents of the State of Idaho, have this day voluntarily associated ourselves together, and do hereby, and by these Articles of Incorporation, unite and associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho for the purposes hereinafter stated.

I.

The name of this corporation shall be "OLD WORLD ARTS, INC.".

II.

The term for which this corporation shall exist shall be in perpetuity.

III.

The location and post office address of the registered office of this corporation in the State of Idaho shall be in Boise, Ada County, Idaho.

IV.

The objects and purposes for which this corporation is formed and the general nature of the business to be transacted by this corporation are as follows:

A. To design, carve, manufacture, produce, construct, buy, sell and deal in and with statuaries, plaques and any ornamental designs or products of wood, stone, metal, plastic or other materials; to construct, acquire by purchase, or otherwise, and maintain and operate factories of any kind for the purpose of manufacturing any product from wood or partly consisting of wood, iron, steel, copper, stone, plastic or other material or any combination thereof; to construct, acquire by purchase, or otherwise, and maintain and operate machinery and appliances of any and all kinds necessary or deemed necessary for any or all of these purposes; and to sell or otherwise dispose of and deal in machinery, appliances and constructions of all kinds and character that may be or be deemed to be of use for or in connection with any of these purposes; to purchase, lease, produce, manufacture, import, or otherwise acquire, own, hold, invest in, prepare for market, store, ship, transport, mortgage or otherwise encumber, sell, transfer, export, or otherwise dispose of, and in any manner deal in and with, at retail or wholesale, building materials of all kinds, including, without limiting the generality of the foregoing, wood, stone, metals and plastics.

B. To purchase, lease, or otherwise acquire real and personal property of all kinds in the United States or elsewhere, and to sell, exchange, lease, mortgage, or otherwise deal with the whole or any part of such property or rights; to hold, improve, sell and convey such real estate, and to construct, lease

and maintain thereon such buildings, or other improvements, as shall be necessary or proper, and generally to do anything or perform any act which, in the judgment of the directors or stockholders of the corporation, shall be necessary or proper and conducive to the best interests of said corporation in accomplishing any of the objects or purposes herein set out, either within or without the State of Idaho.

C. To purchase or otherwise acquire, lease, assign, mortgage, pledge, or otherwise dispose of any trade names, trademarks, concessions, inventions, patents, formulae, improvements, processes of any nature whatsoever, either of the United States or of any foreign countries, and to accept and grant licenses thereunder.

D. To subscribe or cause to be subscribed for, and to purchase or otherwise acquire, hold for investment, sell, assign, transfer, mortgage, pledge, exchange, distribute, or otherwise dispose of the whole or any part of the shares of the capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, notes, and other evidences of indebtedness of any corporation, stock company or association, now or hereafter existing, and whether created by or under the laws of the State of Idaho, or otherwise, and while owners of any such shares of the capital stock or bonds or other property to exercise all the rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with power to designate some person for that purpose from time to time, to the same extent as natural persons might or could do.

E. To purchase, hold, sell, and re-issue the shares of the stock of this corporation.

F. To buy, lease, or otherwise acquire, so far as may be permitted by law, the whole or any part of the business, good will and assets of any person, firm, association or corporation, either foreign or domestic, engaged in any business in which this corporation would have the right to engage under these Articles of Incorporation.

G. To carry on any business whatsoever which the corporation may deem proper or convenient in connection with the foregoing purposes, or otherwise, or which may be calculated directly or indirectly to promote the interests of this corporation, or to enhance the value of its property; and to have and to exercise all the powers conferred by the laws of the State of Idaho upon corporations formed under the Act pursuant to and under which this corporation is formed.

H. To borrow money and otherwise incur indebtedness, without limit as to amount, and to draw, make, accept, endorse, transfer, assign, guarantee, execute, and issue bonds, debenture notes, drafts, bills of exchange, negotiable instruments, and all other evidence of indebtedness, negotiable or non-negotiable, whether secured or unsecured.

I. For the purpose of securing all or any of its contracts, obligations or liabilities, to convey, transfer, assign, deliver, mortgage, pledge, or otherwise hypothecate, all or any part of the property or assets at any time held or owned by this corporation.

J. To conduct its business and exercise all or any of its powers as above specified, or otherwise, in the State of Idaho, or in any other state, territory or colony of the United States, the District of Columbia, or any other part of the world, as fully and to the same extent as natural persons might or could do, either alone or in association with others, and at its option to have one or more offices or places of business outside the State of Idaho, and such offices or places of business as shall be determined by its Board of Directors within the State of Idaho, in addition to its registered and principal place of business as set out in these articles.

K. It is the intention of the incorporators of this corporation that the foregoing clauses shall be construed both as objects and powers and the foregoing enumeration of specific objects and powers shall not be construed to limit or restrict in any manner the powers of the corporation, but said corporation shall have the power to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of its purposes, or the attainment of any one or more of the objects hereinabove enumerated, or incidental to the purposes and objects hereinabove named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and which is permitted under the laws of the State of Idaho, under which this corporation is organized, to the same extent and as fully as a natural person might or could do.

V.

The business of this corporation shall be managed and conducted by a board of at least three directors, the first board to be elected at the first meeting of the stockholders of this corporation and the entire board to be elected annually thereafter at the annual meeting of the stockholders of this corporation.

VI.

The Board of Directors of this corporation may meet and transact the business of this corporation either at the principal place of business herein designated or at such other place within or without the State of Idaho as may be designated by resolution of the Board of Directors.

VII.

This corporation shall have a total authorized capital stock of FIFTY THOUSAND DOLLARS (\$50,000.00) divided into one thousand (1,000) shares of the par value of Fifty Dollars (\$50.00) per share.

VIII.

The names and post office addresses, together with the number of shares of stock subscribed by each of the incorporators are as follows:

<u>Name</u>	<u>Post Office Address</u>	<u>Number of Shares</u>	<u>Par Value</u>
Richard W. Gorostiza	2308 Boise Avenue Boise, Idaho	1	\$50.00
Lon L. Eberlein	416 Pueblo Boise, Idaho	1	\$50.00
Thomas M. Sheehan	1117 North 19th St. Boise, Idaho	1	\$50.00

Richard W. Doughty

Lon L. Eberlein

On this 16th day of June, 1965, before me, a notary public in and for said State, personally appeared RICHARD W. GOROSTIZA, LON L. EBERLEIN and THOMAS M. SHEEHAN, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

Franklin Churchill

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