

State of Idaho



Department of State

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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

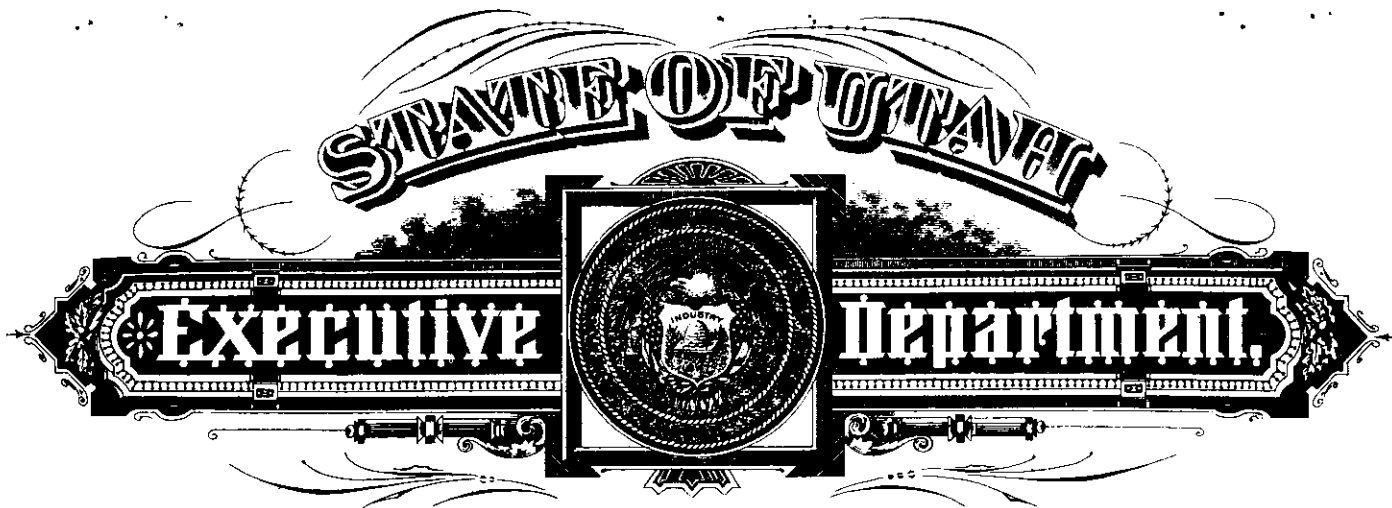
VALLEY AMERICAN INVESTMENT COMPANY

a corporation duly organized and existing under the laws of **Utah** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Fifth** day of **August**, 19**64**, a properly authenticated copy of its articles of incorporation, and on the **fifth** day of **August**, 1**64**, a designation of **T. H. Eberle or W. C. Roden** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **5th** day of **August**, A.D. 1**64**.

Secretary of State.



Secretary of State's Office

I, LAMONT F. TORONTO, SECRETARY OF STATE OF THE STATE OF UTAH,
DO HEREBY CERTIFY THAT the attached is a full, true and correct copy
of the Articles of Incorporation of VALLEY AMERICAN INVESTMENT
COMPANY, filed in this office July 8, 1963. Also a full, true and
correct copy of Annual Report, filed in this office March 24, 1964.

AS APPEARS on record IN MY OFFICE.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND

AND AFFIXED THE GREAT SEAL OF THE STATE OF UTAH

AT SALT LAKE CITY, THIS Third DAY OF

July 19 64

Lamont F. Toronto
SECRETARY OF STATE

BY Sherrill L. Cottrell
DEPUTY



SECRETARY OF STATE

1963 JUL 1 PM 4 55

FILED in the office of the Secretary of State, of the State of Utah, on the 1st day of July A.D. 1963

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4270

LAMONT E. TORONTO
Secretary of State

40869

OF Filing Clerk *EJ* Fees 270 - 00/10

VALLEY AMERICAN INVESTMENT COMPANY

We, the undersigned, natural persons of the age of 21 years or more, acting as incorporators of a corporation under the Utah Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Valley American Investment Company.

SECOND: The period of its duration is perpetual succession and duration by its corporate name.

THIRD: The purpose or purposes for which the corporation is organized are:

1. To purchase that certain parcel of real estate now owned by American Oil Company, situated on the northeast corner of Fourth South and State Streets, in the City of Salt Lake, County of Salt Lake, State of Utah; to own, hold, improve, develop, manage and to operate; to lease, to rent; to execute leases for considerations; to transfer; to assign; to sell and convey this real property and/or to otherwise dispose of same.
2. To acquire by purchase or lease, or otherwise, lands and interests in lands, and to own, hold, improve, develop, and manage any real estate so acquired, and to erect or cause to be erected on any lands owned, held, or occupied by the corporation, buildings or other structures with their appurtenances, and to rebuild, enlarge, alter, or improve any buildings or other structures now or hereafter erected on any land so owned, held, or occupied, and to mortgage, sell, lease, or otherwise dispose of any lands or interests in lands, and in buildings or other structures, and any stores, shops, suites, rooms, or parts of any buildings, or other structures, at any time owned or held by the corporation.
3. To transact the business of investing on behalf of itself or others, any part of its capital, and such additional funds as it may obtain, or any interest therein, and sell or otherwise dispose of the same,

or any part thereof, or interest therein.

4. To engage in any commercial, industrial or financial enterprise conformable to the laws of the State of Utah or any other state of the United States, in which the corporation may qualify to do business, which might be conceived to be for the profit and benefit of the corporation, and generally, to engage in and perform all or any enterprise, act or vocation in which a natural person might or could legally perform.
5. The foregoing shall be construed as the principal business pursuits of the corporation, but the enumeration of any specific business purpose or power shall not be held or construed to limit, abridge or restrict in any manner the general powers expressed herein, and it is expressly declared hereby that all powers and authority conferred upon corporations created under and by virtue of the laws of the State of Utah are hereby expressly reserved and proclaimed to this corporation.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is Fifty Thousand (50,000) shares, of the par value of Ten Dollars (\$10.00) each. The capital stock of this corporation shall be non-assessable.

FIFTH: The corporation shall not commence business until consideration of the value of at least One Thousand Dollars (\$1,000.00) has been received for the issuance of shares.

SIXTH: In addition to the pre-emptive rights assured to the shareholders by the Utah Business Corporation Act, the shareholders of this corporation shall have pre-emptive right to the acquisition of any treasury stock of the corporation at any time offered for sale. The pre-emptive rights shall entitle the shareholders of the corporation to subscribe to treasury shares in proportion to the holdings in the company had by such shareholders on the date of issuance or release of said shares by the company.

SEVENTH: If the capital stock of this corporation is increased by the sale of additional shares thereof, each shareholder shall be entitled to subscribe for such additional shares in proportion to the number of shares of said capital stock owned by him at the time the increase is authorized by the shareholders, unless another time subsequent to the date of the shareholders' meeting

is specified in a resolution adopted by the shareholders at the time the increase is authorized. The Board of Directors shall have power to prescribe a reasonable period of time within which the pre-emptive rights to subscribe to the new shares of capital stock must be exercised.

EIGHTH: The post office address of its registered office is:

c/o Earl P. Staten, Attorney at Law
604 El Paso Natural Gas Building
315 East Second South Street
Salt Lake City, Utah

and the name of its initial registered agent at such address is Earl P. Staten.

NINTH: The Board of Directors of this corporation shall consist of eight shareholders, and the names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders, or until their successors are elected and shall qualify are, and the name and address of each incorporator are:

- | | | |
|----------------------|-----------------------|----------------------|
| W. C. Roderick | 2179 Lincoln Lane | Salt Lake City, Utah |
| Owen W. Bunker | 1601 Millcreek Way | Salt Lake City, Utah |
| George C. Furgis | 544 Cornell Drive | Midvale, Utah |
| Richard B. Stringham | 1248 East 600 South | Bountiful, Utah |
| Richard A. Wilde | 1542 East 3045 South | Salt Lake City, Utah |
| Frank A. Fornelius | 3430 El Serrito Drive | Salt Lake City, Utah |
| E. H. Throndsen | 2007 Arcadia Lane | Salt Lake City, Utah |
| John G. Wells | 1769 Rose Crest Drive | Salt Lake City, Utah |

A majority of the Board of Directors shall be necessary to constitute a quorum for the transaction of business at any Directors' meeting.

TENTH: The provisions for the regulation of internal affairs and management of this corporation, if any, shall be deemed necessary in addition to the provisions of the Utah Business Corporation Act as contained and set forth in the Bylaws of the corporation, to be adopted as provided by the Utah Business Corporation Act.

Dated this 1st day of July, 1963.

<u>W. C. Roderick</u>	<u>E. H. Throndsen</u>
<u>Owen W. Bunker</u>	<u>Frank A. Fornelius</u>
<u>George C. Furgis</u>	<u>John G. Wells</u>
<u>Richard B. Stringham</u>	<u>Richard A. Wilde</u>

INCORPORATORS

STATE OF UTAH)
) ss.
COUNTY OF SALT LAKE)

I, Earl P. Staten, a Notary Public, hereby certify that on the 12th day of July, 1963, personally appeared before me W. C. Roderick, Owen W. Bunker, George C. Furgis, Richard B. Stringham, Richard A. Wilde, Frank A. Fornelius, E. H. Throndsen and John G. Wells, who being by me first duly sworn, each for himself, did severally declare that he is the person who signed the foregoing document as an incorporator, and that the statements therein contained are true.

IN WITNESS WHEREOF, I hereunto set my hand and seal this 12th day of July, 1963.

My Commission Expires:

My Commission Expires June 25, 1964


NOTARY PUBLIC
Residing in Salt Lake City, Utah

1963

STATE OF UTAH
ANNUAL REPORT
OF

SECRETARY OF STATE
1964 FEB 10 AM 10 32

SECRETARY OF STATE

1964 MAR 24 PM 2 26

VALLEY AMERICAN INVESTMENT COMPANY

(EXACT CORPORATE NAME)

To the Secretary of State of the State of Utah:

Pursuant to the provisions of Section 16-10-121 of the Utah Business Corporation Act, the undersigned corporation hereby submits the following annual report:

FIRST: The name of the corporation is VALLEY AMERICAN INVESTMENT COMPANY

SECOND: It is incorporated under the laws of UTAH

THIRD: The address of its registered office in Utah is 2510 South State Street
Salt Lake City, Utah

and the name of its registered agent in Utah of such address is E. H. Throndsen

FOURTH: If a foreign corporation, the address of its principal office in the state or country under the laws of which it is incorporated is _____

FIFTH: The character of the business in which it is actually engaged in Utah, briefly stated is Engage in any commercial, industrial or financial enterprise.

SIXTH: The names and respective addresses of its directors and officers are:

	<u>Name</u>	<u>Street Address</u>	<u>City & State</u>
President	W. C. Roderick	7953 South State Street	Salt Lake City, Utah
Vice President	Owen W. Bunker	1601 Millcreek Way	Salt Lake City, Utah
Secretary	E. H. Throndsen	2007 Arcadia Lane	Salt Lake City, Utah
Treasurer	E. H. Throndsen	2007 Arcadia Lane	SALT Lake City, Utah

Directors
(Must have at least three)

See attached schedule

SEVENTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
50,000	Common	-----	\$10.00

EIGHTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
12,500	Common	-----	\$10.00

NINTH: The amount of its capital as of the close of business on December 31, 1963, was \$ \$125,000

DATED: 5 February, 19 64

(Note: To be signed by a principal officer of the corporation)

VALLEY AMERICAN INVESTMENT COMPANY
(EXACT CORPORATE NAME)
By *E. H. Thronsen*
ITS Secretary-Treasurer

STATE OF UTAH }
COUNTY OF SALT LAKE CITY } ss.

I, Fred H. Stringham, a notary public, hereby certify that on the 5th day of February, 19 64, personally appeared before me E. H. Thronsen, who being by me first duly sworn, declared that he is the Secretary-Treasurer of VALLEY AMERICAN INVESTMENT COMPANY, that he signed the foregoing document as Secretary-Treasurer of the corporation, and that the statements therein contained are true.

In witness whereof, I have hereunto set my hand and seal this 5th day of February, A.D. 19 64.

My commission expires October 28, 1965.

Fred H. Stringham
NOTARY PUBLIC

DIRECTORS VALLEY AMERICAN INVESTMENT COMPANY — NAMES AND ADDRESSES

W. C. Roderick	7953 South State Street, Midvale, Utah
Owen W. Bunker	1601 Millcreek Way, Salt Lake City, Utah
E. H. Throndsen	2007 Arcadia Lane, Salt Lake City, Utah
George C. Furgis	544 Cornell Drive, Midvale, Utah
Richard B. Stringham	1248 East 600 South, Bountiful, Utah
Frank A. Fornelius	3430 El Serrito Drive, Salt Lake City, Utah
John G. Wells	1769 Rosecrest Drive, Salt Lake City, Utah
Leland Irvine	1988 Sheridan Road, Salt Lake City, Utah