



## Department of State.

### CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

**THOMPSON WILDLIFE CALLS, INC.**

was filed in the office of the Secretary of State on the **sixth** day of **January** A.D., One Thousand Nine Hundred **seventy-two** and ~~will be~~ / duly recorded on ~~Film-Number~~ **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, Idaho** 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 **sixth** day of **January**, A.D., 19 **72**.

Pete T. Cenarrusa  
Secretary of State.

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

## RECORD OF PROCEEDINGS

### ARTICLES OF INCORPORATION OF

#### ARTICLE 1

NAME: Thompson Wildlife Calls, Inc.

DURATION: The period of its duration is perpetual.

PURPOSE: Its purpose is to engage in all business not forbidden by law, including business in this state, other states, District of Columbia, territories and colonies of the United States and foreign countries, and to have one or more offices and places of business out of this state when and if necessary.

To design, manufacture and sell bird and game calls and other sporting goods items, and to acquire, receive, hold, purchase, lease, mortgage, dispose of and convey real and personal property situated in or out of this state.

#### ARTICLE 2

REGISTERED OFFICE: The location is Highland Valley Rd.  $\frac{1}{4}$  mile north of Hwy. 21, The P.O. Box is 8002 Boise, Ada County, Idaho.

#### ARTICLE 3

CAPITAL STOCK: The Corporation shall have the authority to issue 100,000 shares of a single class of common stock, Each share shall have a par value of \$1.00, and the total par value for all the shares shall be \$100,000.00

RESTRICTION ON TRANSFERABILITY OF STOCK: The holders of the stock of this Corporation shall be entitled to sell their shares of stock on the open market subject to the following conditions.

FIRST: Before the stock is offered for sale on the open market, the stock must be offered to the Corporation at a price not exceeding the fair value of the stock.

SECOND: If the Corporation does not purchase the stock so offered, the stock must be offered to the remaining shareholders at a price not exceeding the fair value of the stock.

THIRD: The amount of stock owned by Henry Harold Thompson, the originator of Thompson Wildlife Calls, Inc., is not subject for sale at any time after his death. Stock to be put in trust fund and profits distributed as per instructions in his will.

#### ARTICLE 4

INDEMNIFICATION OF DIRECTORS AND OFFICERS: Every director and officer of this Corporation shall be indemnified against all liabilities, civil and criminal, incurred in relation to his duties, including all reasonable expenses of defense, except to the extent that he shall have been finally adjudged to be liable for negligence or misconduct in the matters out of which the liability arises.

#### ARTICLE 5

LIMITED LIABILITY: The private property of the shareholders shall not be subject to the payment of any debts of this Corporation.

SHARES NONASSESSABLE: The shares of this Corporation shall not be subject to assessment for the purpose of paying expenses, conducting the business or paying the debts of this Corporation.

#### ARTICLE 6

AMENDING BYLAWS: The board of directors of this Corporation is authorized to make, amend and repeal the bylaws of this Corporation except those sections of the bylaws specifically designated by the shareholders as not to be amended or repealed by the board of directors.

## RECORD OF PROCEEDINGS

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### ARTICLE 7

INCORPORATORS: The names and addresses of the incorporators and the number of shares subscribed for by each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES SUBSCRIBED</u>
Henry Harold Thompson	P.O.Box 8002 Boise, Idaho	69,000
Marjorie Allen Thompson	" " " "	5,000
Lloyd J. Gibson	1800 No. Beach " "	20,000
Larrie F. Knudsen	4431-A Larch Mt. Home AFB, Ida.	6,000

We are the incorporators of this Corporation. Each of us is 21 years old or older. The facts stated in these articles of incorporation are true. We each agree to take the number of shares of stock set opposite our names

*Henry Harold Thompson*  
*Marjorie Allen Thompson*  
*Lloyd J. Gibson*  
*Larrie F. Knudsen*

State of Idaho }  
County of Ada }

On the date shown below the following persons known to me to be the persons whose names are subscribed to these Articles Of Incorporation personally appeared before me and each acknowledged the execution in triplicate of these Articles Of Incorporation.

Henry Harold Thompson      Marjorie Allen Thompson      Lloyd J. Gibson  
Larrie F. Knudsen

In witness my official seal.

Dated: 1/10/22

*Marion Lawrence*  
Notary Public for Idaho  
Residing at Boise, Idaho  
My Commission Expires 4/20/22