

State of Idaho



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

GEM INDUSTRIES, INC.

was filed in the office of the Secretary of State on the **Sixteenth** day
of **May** A.D. One Thousand Nine Hundred **Sixty-one** and
duly recorded on Film No. **114** 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

Rexburg

in the County of

Madison.

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 **16th** day of **May**,
A.D., 19 **61**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

GEM INDUSTRIES, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being natural persons of legal age and citizens and bona fide residents of the State of Idaho, do hereby associate together for the purpose of forming a corporation under the provisions of the laws of the State of Idaho, and do hereby adopt the following Articles of Incorporation, to-wit:

ARTICLE I.

The name of said corporation shall be GEM INDUSTRIES, INC.

ARTICLE II.

The term of existence of said corporation shall be perpetual.

ARTICLE III.

The location and post office address of said corporation's registered office in this state shall be Rexburg, Madison County, State of Idaho.

ARTICLE IV.

The objects and purposes for which this corporation is formed are to do any or all of the things hereinafter set forth to the same extent as natural persons might or could do, to-wit:

1. To manufacture, produce, purchase, or otherwise acquire, sell or otherwise dispose of, import, export, distribute, deal in and with, whether as principal or agent, goods, wares, merchandise, and materials of every kind and description, whether now known or hereafter to be discovered or invented.

2. To purchase or otherwise acquire, own and hold unlimitedly such real and personal property of every kind and nature within and without the State of Idaho, and in any part of the world, and to convey, sell, assign, transfer, lease, mortgage, pledge, exchange or otherwise dispose of any such property.

3. To purchase or otherwise acquire and to hold and own, or to sell, assign, transfer, mortgage, pledge or otherwise dispose of stocks, bonds or other obligations or assets or any corporation formed for, or thereafter engaged in, or purchasing any one or more of the businesses above mentioned, or owning or holding any property which the company might lawfully own or hold.

4. To enter into, make, perform and carry out contracts of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association or corporation.

5. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants and other negotiable and transferrable instruments.

6. To issue bonds, debentures or obligations of this corporation from time to time for any of the objects or purposes of the corporation and to secure the same by mortgage, pledge, deed of trust or otherwise.

7. To borrow money from time to time and secure the payment thereof, together with interest thereon, by mortgage, deed of trust, or other lien upon or by any conveyance or transfer of any or all of its real and personal property, assets and estates, and upon its revenues, incomes and profits, or any of them.

8. To conduct business and exercise all or any of its powers as above specified or otherwise, in the State of Idaho and/or in any other state, territory, and/or colony of the United States, the District of Columbia, any foreign country and/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 company with others, and at its option to have one or more offices and/or places of business as it desires within or without of said State in addition to its registered and principal place of business.

9. All the foregoing provisions of these Articles are to be construed both as objects and powers, and it is hereby expressly

provided that the enumeration hereof of specific powers and objects shall not be held to limit or restrict in anymanner the general purposes and powers of the corporation; provided, however, that nothing herein mentioned shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do any act which a corporation formed under the laws of the State of Idaho, now or hereafter existing, may not, at the time lawfully carry on or do. It is the intention that the purposes, objects and powers specified in each of the paragraphs of this Article shall, except as otherwise provided, in no wise be limited or restricted by reference to or inference from the terms of any other clause or paragraph in this Article contained or of any other provision of these Articles of Incoorporationn.

V.

At the annual meeting of shareholders there shall be elected from the shareholders of this corporation a Board of Directors, consisting of such number of members, not less than three, as shall be provided by the By-Laws. The directors shall hold office for the term of one year, or until their successors are elected and qualified. Five of the incorporators named in these Articles shall constitute the first Board of Directors and shall be as follows, to-wit: Jess Welker, D. C. Taylor, Reed Peterson, Darwin Mickelsen, and Don Grover.

VI.

The total authorized capital stock of this corporation shall be \$500,000.00, divided into fifty thousand shares of the par value of \$10.00 each, all of said stock shall be non-assessable common stock. All of said shares of stock of this corporation are of the same class with equal rights and voting power and without preference and/or priority of any share over any other.

VIII.

The following are the names and post office addresses of the incorporators together with the number of shares which are subscribed by each set opposite their names, respectively:

NAME	ADDRESS	NO. OF SHARES
Jesse R. Welker	Rexburg, Idaho	one
D. G. Taylor	Rexburg, Idaho	one
Reed L. Peterson	Rexburg, Idaho	one
Darwin Mickelsen	Rexburg, Idaho	one
Don R. Grover	Rexburg, Idaho	one
Ronald C. Hammond	Idaho Falls, Idaho	one
Charles W. Zollinger	Rexburg, Idaho	one
W. B. Smead	Rexburg, Idaho	one
Reed E. Squires	Rexburg, Idaho	one
Wendell Adamson	Sugar City, Idaho	one
C. D. Hoffman, M.D.	Rexburg, Idaho	one
D. D. Wilding	Rexburg, Idaho	one
F. J. Holley	Rexburg, Idaho	one
Alfred E. Shumate	Rexburg, Idaho	one
E. Max Phillips	Rexburg, Idaho	one
Glen Henderson	Rexburg, Idaho	one
Irving Woodmansee	Rexburg, Idaho	one
Grover Hemming	Rexburg, Idaho	one
Ralph L. Peterson	Rexburg, Idaho	one
Heber Garner	Rexburg, Idaho	one
R. W. Purrington	Rexburg, Idaho	one
Harvey S. Walters	Rexburg, Idaho	one
Verge Young	Rexburg, Idaho	one
L. E. Peterson	Rexburg, Idaho	one
Paul Neeley	Rexburg, Idaho	one
Walfred E. Johnson	Rexburg, Idaho	one
Paul Newton	Rexburg, Idaho	one
Hugo D. Jorgensen	Rigby, Idaho	one
Dick Smith	Rexburg, Idaho	one
James Snell	Rexburg, Idaho	one
Howard Potter	Rexburg, Idaho	one
G. T. Garvin	Rexburg, Idaho	one
Ross Dunn	Rexburg, Idaho	one
C. A. Cottle	Rexburg, Idaho	one
J. E. Garner	Rexburg, Idaho	one
E. L. Powell	Rexburg, Idaho	one
Walter F. Ririe	Rexburg, Idaho	one

IX.

Subject always to By-Laws made by the shareholders, the Board of Directors may make BY-Laws and, from time to time, may alter, amend, or repeal any by-laws; but any by-laws made by the Board of Directors may be altered or repealed by the shareholders at any annual meeting or at any special meeting, provided notice of such proposed alteration or repeal by the shareholders be included in the notice of such special meeting of shareholders.

IN WITNESS WHEREOF, we, the undersigned, being each of the original incorporators of the GEM INDUSTRIES, INC. have hereunto set our hands and caused these Articles to be executed in triplicate this 14 day of May, 1961.

Ronald C. Hammond
Verge Young
Reed L. Peterson
Darwin M. Mickelsen
Jesse R. Welker
Reed L. Peterson
O. E. Hopma, M.D.
Irving Macdonald
Robert E. Hanson
Ernest Hummer
L. E. Peterson
R. D. Doughton
D. D. Midding
F. J. Holley
Alan Henderson
Allen A. Gomer
E. M. Phillips
Robert J. Jorgensen

Charles J. Gillingham
Howard F. Gatter
Alfred J. Gatter
D. G. Taylor
Walter F. Pirie
Ross E. Danner
Blanchette
G. T. Garvin
Harvey A. Walters
Bill Smith
Paul J. Jorgensen
Alfred E. Jorgensen
L. O. Jorgensen
Paul Hickey
Reed E. Jorgensen
Wendell D. Adamson
W. D. Jorgensen
E. K. Powell
James Snell

STATE OF IDAHO,)
(SS
COUNTY OF MADISON.)

On this 14th day of May, 1961, before me, the undersigned, a Notary Public in and for said state, personally appeared JESSE R. WELKER, D. G. TAYLOR, REED L. PETERSON, DARWIN MICKELSEN, and DON R. GROVER, known to me to be the persons whose names are subscribed to the within Articles of Incorporation and acknowledged to me they executed the same.

(Seal)

Mary Smith
Notary Public for Idaho,
Residing at Rexburg, Idaho.
My commission expires 6-25-63.