

# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

I, JAS H. YOUNG, 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

**VARUS, INC.**

was filed in the office of the Secretary of State on the **10th** day  
of **October** A.D. One Thousand Nine Hundred **Fifty-seven** and  
duly recorded on Film No. **100** 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 **10th** day of **October**,  
A.D., 19**57**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

VARUS, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, J. F. Cromwell, R. B. Morris and J. N. Leggat, all of whom are natural persons citizens of the United States of America, and over the age of twenty-one years, this day have voluntarily associated ourselves together for the purpose of forming a private corporation under the laws of the State of Idaho, do hereby make, execute and publish the following Articles of Incorporation, to-wit:

ARTICLE I. --NAME:

The name of this corporation is VARUS, INC.

ARTICLE II. --DURATION:

The duration or term of existance of this corporation is perpetual, from and after the date of issuance of the certificate of its incorporation by the Secretary of State of the State of Idaho.

ARTICLE III. --REGISTERED OFFICE:

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

ARTICLE IV. --AUTHORIZED SHARES:

The total authorized shares of this corporation shall be One Thousand (1,000) shares, having a par value of One Hundred Dollars (\$100.00) each, making an aggregate of One Hundred Thousand Dollars (\$100,000.00). All shares shall be non-assessable.

ARTICLE V. --DIRECTORS:

The business and affairs of this corporation shall be managed by a Board of Directors. Each director may, but need not necessarily be, a stockholder in this corporation. The first Board of Directors shall consist of three members; succeeding boards may consist of such other number as may be designated and approved by the shareholders of this corporation at any regular

annual meeting, or at a special meeting called for the express purpose of changing the number of directors on the Board. The meetings of the Board of Directors may be held within or without the State of Idaho, at such times and places as the Board may direct. The Board of Directors shall have the power to adopt, amend and repeal the By-Laws of this corporation.

#### ARTICLE VI. --INCORPORATORS:

The name and post office address of each of the incorporators of this corporation, and the number of shares of stock of this corporation subscribed by each incorporator, are as follows:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>
J. F. Cromwell	418 Idaho Building, Boise, Idaho	1
R. B. Morris	418 Idaho Building, Boise, Idaho	1
J. N. Leggat	418 Idaho Building, Boise, Idaho	1

#### ARTICLE VII --PURPOSES:

The purposes of this corporation shall be as follows:

1. To purchase, acquire, own, hold, improve, manage and operate, sell, convey, assign, release, mortgage, encumber and deal in real estate, and any and all interests therein.
2. To engage in the business of any type of farming.
3. To engage in the business of livestock raising.
4. To purchase, acquire, hold, own, manufacture, improve, repair, sell, convey, assign, release, mortgage, encumber, and deal in, personal property of all kinds and description.
5. To purchase, acquire, hold, own, improve, explore, prospect, develop, manage and operate, sell, convey, assign, release, mortgage, encumber and deal in, mining property, and to engage in the business of mining, and all of its affiliated operations.
6. To conduct, carry on and engage in the business of contracting, either as a general contractor and builder, or as a sub-contractor, or as a specialty contractor.
7. To buy, manufacture, or otherwise acquire, and to furnish any and all materials to be used in any business in which this corporation engages.
8. To furnish and perform labor requisite or necessary to any and all business in which this corporation engages.
9. To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage, or otherwise dispose of letters patent of the

United States or any foreign country, patent rights, licenses and privileges, invention, improvements and processes, copyrights, trade marks and trade names relating to or useful in connection with any business of this corporation.

10. To acquire and pay for in cash, the stocks or bonds of this corporation. To acquire and pay for in cash or otherwise, the good will, rights, assets and property of any person, firm, association or corporation. To undertake or assume the whole or any part of the obligations or the liabilities of any person, firm, association or corporation.

11. To guarantee, purchase, hold, sell, assign, transfer, pledge, or otherwise dispose of, shares of the capital stock of, or any bonds, securities or evidence of indebtedness created by any other corporation or corporations, organized under the laws of this state, or any other state, country, nation or government, and while the owner thereof, to exercise all the rights, powers and privileges of ownership.

12. 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.

13. To purchase, hold, sell and transfer the shares of its own capital stock; provided that it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided further, that the shares of its own capital stock belonging to it shall not be voted, directly or indirectly.

14. To make and enter into contracts covering any subject necessary or requisite, as well as incidental to, the performance of any of the objects and powers of this corporation, as enumerated herein, including, but not limited to, contracts of insurance and/or bonds of all types and descriptions.

15. To borrow money and give security for the re-payment thereof, and to loan money and accept security for the re-payment thereof, for the purpose of accomplishing and carrying out any and all of the objects and powers herein enumerated.

16. To have one or more offices, to carry on all or any of its operations and business, and without restriction or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country.

17. To conduct and carry on said businesses, or any of them, alone, or with others as co-partners or joint adventurers, or otherwise.

In general, to carry on any other business in connection with the above and foregoing, and to have and exercise all the powers conferred by the Business Corporation Act of the State of Idaho, and to do any and all of the things hereinbefore set forth, to the same extent as natural persons might or could do.

The foregoing clauses shall be construed both as objects and powers; it is hereby expressly provided that the foregoing enumerations of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 9th day of October, 1957.

J. F. Cromwell  
J. F. CROMWELL

R. B. Morris  
R. B. MORRIS

J. N. Leggat  
J. N. LEGGAT

STATE OF IDAHO )  
: ss.  
County of Ada )

On this 9th day of October, 1957, before me, the undersigned, a Notary Public in and for said State, personally appeared J. F. CROMWELL, R. B. MORRIS and J. N. LEGGAT, 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, the day and year in this certificate first above written.

(SEAL)

Betty A. Wright  
Notary Public for Idaho  
Residing at Boise, Idaho