

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

AMERICAN EXPRESS LIMITED

a corporation duly organized and existing under the laws of **Delaware** 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 **11th** day of **July** **1963**, a properly authenticated copy of its articles of incorporation, and on the **11th** day of **July** **1963**, a designation of **Frank Martin, Jr.** 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 **11th** day of **July**, A.D. 19 **63**.

Secretary of State.

State of Delaware



Office of Secretary of State.

I, Elisha C. Dukes, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Incorporation of the "AMERICAN EXPRESS LIMITED", as
received and filed in this office the fifth day of June, A.D. 1963, at
9 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this thirteenth *day*
of June *in the year of our Lord*
one thousand nine hundred and sixty-three.

Elisha C. Dukes

Secretary of State

A. F. Loomis

Asst's Secretary of State

CERTIFICATE OF INCORPORATION
OF
AMERICAN EXPRESS LIMITED

FIRST: The name of the corporation is AMERICAN EXPRESS LIMITED.

SECOND: Its principal office in the State of Delaware is located at No. 129 South State Street, in the City of Dover, County of Kent. The name and address of its resident agent is United States Corporation Company, 129 South State Street, Dover, Delaware.

THIRD: The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on for pecuniary profit are to do any and all things herein mentioned as principal or agent and in any part of the world, to wit:

1. To carry out operations connected with tourist and travel service; to make arrangements with or on behalf of transportation companies for the transportation of passengers and merchandise, goods and all kinds of articles for transportation by transport companies; to receive, handle and deliver shipments; to act as consignor and consignee; to carry out operations incidental to the foregoing powers; to act as general or special agent or representative in

any capacity whatsoever for local or foreign enterprises of any nature whatsoever whether individuals, partnerships, corporations, associations, foreign or domestic governments, states or other public or private bodies; to warehouse goods; to lease and maintain warehouses; to issue and sell credit cards; to engage in the business of selling checks, drafts and money orders and the transmission of money by cable, mail or otherwise; to transact any business relating to clearance of ships or merchandise in accordance with customs regulations; to engage in a general express business; to act as insurance agent, general agent or broker with respect to all types of insurance; and in general to handle any transactions connected in any way with the travel, tourist, shipping or transportation business;

2. To register, qualify, open and operate an office or offices anywhere in the world for the objects and purposes herein stated;

3. To acquire, hold and dispose of freight, equipment, machinery, apparatus, transportation instrumentalities (including, without limitation, motor vehicles, railroad rolling stock, vessels and airplanes), and personal property of all kinds, and any interest therein.

4. To acquire, hold and dispose of buildings, structures, offices, warehouse facilities and real property of all kinds.

5. To borrow or raise money and to issue its securities which may be secured or unsecured.

6. To acquire, hold and dispose of all or any part of or any interest in the freight, rights, assets, securities, business, good will and properties of any person.

7. Except as prohibited by law, to lend its funds, money or credit to any person on such terms and on such security, if any, as the Board of Directors of the Corporation may determine, and to endorse, guarantee, undertake, or assume the whole or any part of the obligations of any person, and in any lawful manner to promote, finance, aid and assist financially, or otherwise, any other person.

8. To acquire, hold and dispose of its own capital stock and securities, provided that the Corporation shall not use its funds or property for the purchase of its own shares of the capital stock when such use would cause any impairment of its capital, except to the extent permitted by law; and provided, further, that shares of

of its own capital stock belonging to the Corporation shall not be voted upon directly or indirectly.

9. To enter into, make, perform and carry out contracts of every kind with any person.

10. To have and exercise all powers conferred or permitted by the General Corporation Law of Delaware.

As used in this Article THIRD (unless the context otherwise requires):

"Freight" shall mean freight, cargo, goods, merchandise and personal property of all kinds which may be transported.

"Acquire" shall mean acquire, buy, own, lease, charter, obtain the right to use or possession of, acquire a mortgage or other security interest in, or in any lawful manner obtain any property interest in the object referred to.

"Hold" shall mean hold, own, possess, operate, use, deal in and with, maintain, store or exercise any powers, privileges or rights incident to ownership or possession of the object referred to.

"Dispose of" shall mean sell, assign, transfer, distribute, exchange, lease, grant, grant licenses with respect to, mortgage, pledge or convey in any lawful manner any property in the object referred to.

"Person" shall mean any corporation, public or private, association, joint stock company, partnership, firm, trustee, syndicate, individual, combination, organization or other activity or government or subdivision thereof.

"Securities" shall mean notes, debentures, bonds, drafts, bills of exchange, options, warrants, stock, certificates of indebtedness, certificates of interest, evidences of debt or property and evidences of obligations to pay money or rights to participate in earnings and distributions of any person.

FOURTH: The total number of shares of stock which the Corporation is authorized to issue is 1,000 shares each of which shall have the par value of \$1 per share, and all such shares shall be Common Stock of one class.

Unless otherwise determined by the Board of Directors, no holder of stock of the Corporation shall, as such holder, have any right to purchase or subscribe for any stock of any class which the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes and whether out of unissued shares authorized by the Certificate of Incorporation

as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issue thereof; nor, unless otherwise determined by the Board of Directors, shall any holder of any shares of the capital stock of the Corporation, as such holder, have any right to purchase, to subscribe for, or to receive any warrant or other instruments that shall confer upon the holder or holders thereof the right to subscribe for or to purchase from the Corporation any shares of its capital stock of any class or classes; nor, unless otherwise determined by the Board of Directors, shall any holder of any shares of the capital stock of the Corporation, as such holder, have any right to purchase or subscribe for any obligation which the Corporation may issue or sell that shall be convertible into, or exchangeable for, any shares of the capital stock of the Corporation of any class or classes, or to which shall be attached or appurtenant any warrants or other instruments that shall confer upon the holder or holders of such obligation the right to subscribe for or purchase from the Corporation any shares of its capital stock of any class or classes.

FIFTH: The minimum amount of capital with which the Corporation will commence business is \$1,000.

SIXTH: The names and places of residence of each of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
Richard K. McLaren	Bedford, New York
Robert R. Grew	529 East 84th Street New York 28, New York
Robert S. Erskine, Jr.	103 East 86th Street New York 28, New York

SEVENTH: The Corporation is to have perpetual existence.

EIGHTH: The private property of the stockholders shall not be subject to the payments of debts of the Corporation to any extent whatever.

NINTH: The following additional provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation and for creating, defining, limiting and regulating the powers of the Corporation, the directors and the stockholders.

1. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

(a) To make, alter, amend and repeal by-laws of the Corporation, except as such power may be expressly limited by any one or more by-laws of the Corporation made by the stockholders or incorporators;

(b) To authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation;

(c) Without the assent or vote of the stockholders, to authorize and issue obligations of the Corporation, secured or unsecured, and to include therein such provisions as to redeemability, convertibility or otherwise, as the Board of Directors, in its sole discretion, may determine;

(d) To set apart out of any of the funds of the Corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created;

(e) To cause the Corporation to pay any expenses, including stock transfer taxes, incident to the creation or continuance of any voting trust which a majority of the whole Board of Directors of the Corporation shall determine to be of benefit to the Corporation or any expenses incident to the dissolution of any voting trust;

(f) To establish bonus, profit-sharing, pension or other types of incentive, compensation or benefit plans for the employees (including officers and directors)

of the Corporation and to fix the terms thereof and to determine the persons to participate in any such plans and the amounts of their respective participations, if any;

(g) By resolution or resolutions passed by a majority of the whole Board to designate one or more committees, each committee to consist of two or more of the directors of the Corporation, which, to the extent provided in said resolution or resolutions or in the by-laws of the Corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, and may have power to authorize the seal of the Corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the by-laws of the Corporation or as may be determined from time to time by resolution by the Board of Directors; and

(h) To exercise all of the powers of the Corporation except those which by law or this Certificate of Incorporation expressly require the consent of the stockholders.

2. Election of directors need not be by ballot.

3. The Corporation may enter into contracts and otherwise transact business as vendor, purchaser or otherwise with its directors, officers and stockholders and with any other person in which they are or may be or become interested as directors, officers, shareholders, members, trustees, beneficiaries or otherwise as freely as though such adverse interest did not exist even though the vote, action or presence of such director, officer or stockholder may be necessary to obligate the Corporation upon such contract or transaction; and no such contract or transaction shall be avoided and no such director, officer or stockholder shall be held liable to account to the Corporation or to any creditor or stockholder of the Corporation for any profit or benefit realized by him through any such contract or transaction, by reason of such adverse interest nor by reason of any fiduciary relationship of such director, officer or stockholder to the Corporation arising out of such office or stock ownership; provided (in the case of directors or officers but not in the case of any stockholder who is not a director or officer of the Corporation) the nature of the interest of such director or officer, though not necessarily the details or extent thereof, be known by or disclosed to the directors.

Ownership or beneficial interest in a minority of the stock or securities of another person shall not be deemed to constitute an interest adverse to this Corporation in such other person and need not be disclosed. A general notice that a director or officer of the Corporation is interested in any other person shall be a sufficient disclosure as to such director or officer with respect to all contracts and transactions with that person. In any event, the authorizing or ratifying vote by the holders of a majority of the voting stock of the Corporation issued and outstanding given at a stockholders' meeting duly called for that purpose shall validate to the fullest extent permitted by law any such contract or transaction as against all stockholders of the Corporation, whether of record or not at the time of such vote, and as against all creditors and other claimants of the Corporation.

4. Any vote or votes authorizing liquidation of the Corporation or proceedings for its dissolution may provide, subject to the rights of creditors and preferred stockholders, if any, for the distribution pro rata among the stockholders of the Corporation of the assets of the Corporation, wholly or in part in kind whether such assets be in cash or other property, and any such vote or votes

may authorize the Board of Directors of the Corporation to determine the valuation of the different assets of the Corporation for the purpose of such liquidation and may divide or authorize the Board of Directors to divide such assets or any part thereof among the stockholders of the Corporation, in such manner that every stockholder will receive a proportionate amount in value (determined as aforesaid) of cash and/or property of the Corporation upon such liquidation or dissolution even though each stockholder may not receive a strictly proportionate part of each such asset.

TENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereinafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, the undersigned, being each of the incorporators hereinbefore named for the purpose of forming a corporation in pursuance of the General Corporation Law of the State of Delaware, do make this Certificate hereby declaring and certifying that the facts herein stated are true, and accordingly, have hereunto set our hands and seals

this 4th day of June , 1963.

Richard K. McLaren (L.S.)

Robert R. Grew (L.S.)

Robert S. Erskine, Jr. (L.S.)

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

BE IT REMEMBERED that on the 4th day of June ,
1963, personally came before me, a notary public for the State
of New York, RICHARD K. McLAREN, ROBERT R. GREW and ROBERT S.
ERSKINE, JR., all of the parties to the foregoing Certificate
of Incorporation, known to me personally to be such, and
severally acknowledged the said Certificate to be the act and
deed of the signers respectively and that the facts therein
stated are truly set forth.

GIVEN under my hand and seal of office the day and
year aforesaid.

ANGELA I. SHAY
NOTARY
PUBLIC
STATE OF NEW YORK

Angela I. Shay

Notary Public

ANGELA I. SHAY
Notary Public, State of New York
No. 31-8949550
Qualified in New York County
Term Expires March 30, 1964