

State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, IRA H. MASTERS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

BRAIN, KAY AND SHEYA

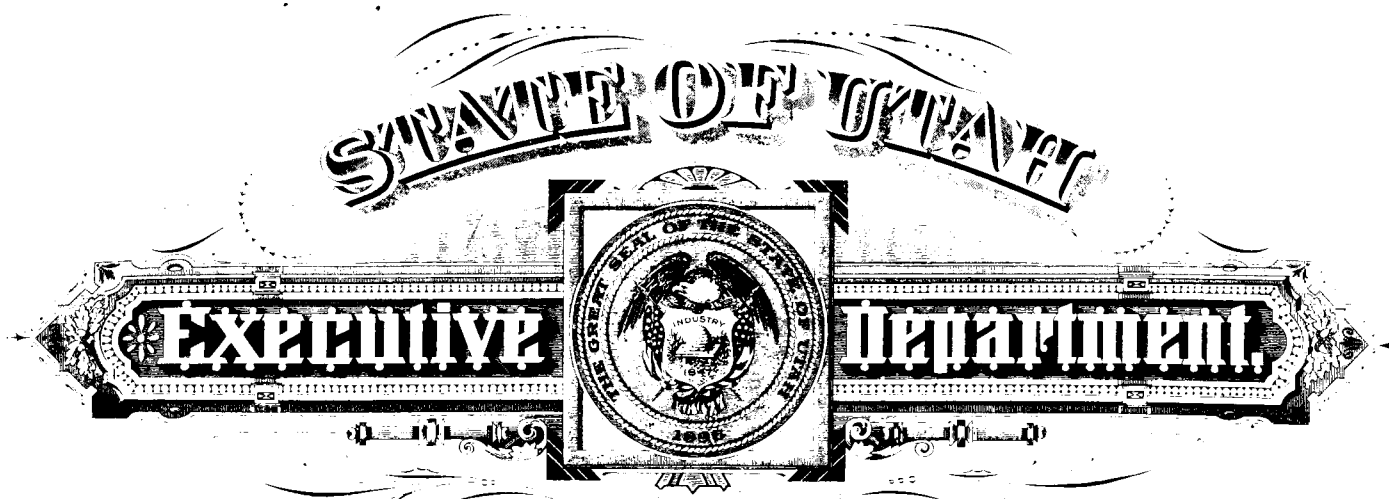
a corporation duly organized and existing under the laws of **Utah** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code by filing in this office on the **31st** day of **January** 19 **55**, a properly authenticated copy of its articles of incorporation, and on the **31st** day of **January** 19 **55**, a designation of **George C. Petersen, Jr.** in the County of **Bonneville** 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 **31st** day
of **January**, A.D. 19 **55**

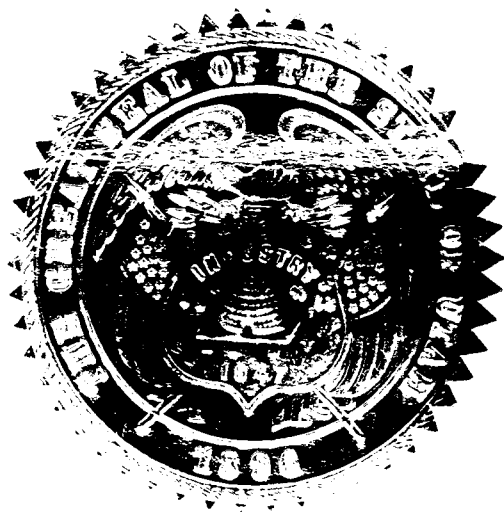
Secretary of State.



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 the
ARTICLES OF INCORPORATION of BRAIN, KAY AND SHEYA, a Utah corporation, filed
August 5th, 1954, there having been no amendments thereto

AS APPEARS of 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 18th DAY OF
November 1954

Lamont F. Toronto
SECRETARY OF STATE

BY Mendell L. Cottrell
DEPUTY

ARTICLES OF INCORPORATION

OF

BRAIN, KAY AND SHEYA

FIRST: The name of this corporation is BRAIN, KAY AND SHEYA.

SECOND: Its principal office in the State of Utah is to be located at 2357 Lambourne Avenue, Salt Lake City, Utah.

THIRD: The nature of the business and the objects and purposes proposed to be transaction, promoted and carried on, are to do any or all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, vis:

To manufacture, package, repackage, distribute, sell, and otherwise deal in pharmaceutical, pharmaceutical supplies, doctor and hospital supplies, veterinary supplies and drugs of any and every type or description;

To hold, purchase or otherwise acquire to be interested in, and to sell, assign, pledge, mortgage, and otherwise dispose of shares of the capital stock, bonds or other evidences of debt issued or created by any other corporation, whether foreign or domestic and whether now or hereafter organized and while the holder of any such shares of stock to exercise all the rights and privileges of ownership including the right to vote thereon to the same extent as a natural person might or could do;

To acquire and undertake all or any part of the business, assets and liabilities of any person, firm, association or corporation;

To enter into, perform and carry out contracts of every kind with any person, firm, association or corporation and without limit as to amount, to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warranties, bonds, debentures and other negotiable or transferrable instruments;

To purchase, take, own, hold, deal in, mortgage or otherwise lien and to lease, sell, exchange, transfer or in any manner whatever dispose of real property, situated within or without the State of Utah;

To manufacture, purchase or otherwise acquire and to hold, own, mortgage, pledge, sell, transfer or in any manner dispose of, and to deal and trade in goods, wares and merchandise, equipment, and personal property of any and every class and description and wherever situated;

To acquire the good will, rights and property and to undertake the whole or any part of the assets and liabilities, of any person, firm, association or corporation; to pay for the same in cash, the stock of this company, bonds or otherwise, or to purchase on contract; to hold or in any manner dispose of the whole or any part of any business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of such business;

To purchase or otherwise acquire, hold, use, sell or in any manner dispose of and to grant licenses of other rights therein, and in any manner deal with patents, inventions, improvements, processes, formulas, trade-marks, trade-names, rights and licenses secured under letters, patent, copyrights, contracts, or otherwise;

To issue bonds, debentures or obligations, and to secure the same by mortgage, pledge, deed of trust or otherwise;

To purchase, hold and re-issue the shares of its capital stock;

To carry on any or all of its operations and business, and to promote its objects within the State of Utah or elsewhere, without restrictions as to place or amount;

To carry on any other business in connection therewith;

To do any or all of the things herein set forth in the same extent as natural persons might or could do and in any part of the world, as

principals, agents, contractors, trustees or otherwise, alone or in company with others;

FOURTH: The total authorized capital stock of this corporation is Thirty Thousand Dollars (\$30,000.00), divided into Three Thousand (3000) shares of the par value of Ten Dollars (\$10.00) each. The amount of capital stock, with which it will commence business is Three Thousand Thirty Dollars (\$3030.00) being Three Hundred Three (303) shares of the par value of Ten Dollars each.

FIFTH: The name and place of residence of each of the original subscribers to the capital stock and the number of shares subscribed for by each are as follows:

<u>NAME</u>	<u>RESIDENCE</u>	<u>NO. OF SHARES</u>
Vernon W. Kay	Salt Lake City, Utah	100
Elaine D. Kay	Salt Lake City, Utah	1
James A. Sheya	Salt Lake City, Utah	100
Mae E. Sheya	Salt Lake City, Utah	1
A. G. Brain, Jr.	Salt Lake City, Utah	100
Mary M. Brain	Salt Lake City, Utah	1

SIXTH: This corporation is to have continuous existence for a term of 99 years.

SEVENTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

EIGHTH: The officers of the corporation shall be as follows:

(a) A board of directors to manage and control the business and property of the corporation, consisting of not less than 3 and not more than 7 stockholders, and shall be elected at the annual stockholders meeting by a majority vote of the shares of stock there represented, and to serve until the next annual meeting of the stockholders and until their successors are

elected and qualified and in the event of vacancy in the board by reason of death, resignation or otherwise, such vacancy shall be filled for the unexpired term by a majority vote of the remaining directors.

(b) A president, one or more vice presidents, secretary, treasurer, and such other officers as may from time to time be elected or appointed by the board of directors. One person may hold the offices of Secretary and Treasurer simultaneously.

(c) The officers set forth in Paragraph (b) above shall be elected or appointed from the members of the board of directors as follows:

1. A president, and one or more vice presidents shall be elected by majority vote at the first annual meeting of the board of directors and shall hold office until the first meeting of the succeeding board of directors and until their successors are elected and qualified.

2. A secretary and treasurer to be appointed by the board of directors at any regular meeting and to serve during the pleasure of the board; their successors to be appointed at the first ensuing regular meeting of the board of directors.

(d) The officers of the corporation shall not be removed during their terms of office except for cause.

(e) The officers of the corporation may resign by tendering written resignation to the board of directors and by acceptance of said resignation by a majority vote of the board of directors.

(f) Until the first general election the board of directors shall consist of the original subscribers named herein, and the president shall be A. G. Brain, Jr., the vice president shall be Vernon W. Kay, and the secretary and treasurer shall be James A. Sheya.

(g) A majority of the board of directors shall constitute a quorum.

NINTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Utah, the board of directors is expressly authorized:

To make and alter the by-laws;

To fix the amount to be reserved as working capital and to authorize and cause to be executed mortgages and liens upon the property and franchises of this corporation;

If the by-laws so provide or by resolution passed by majority of the whole board, to designate two or more of their number to constitute an executive committee, which committee shall for the time being, as provided in said resolution or in the by-laws of this corporation, have and exercise any or all of the powers of the board of directors in the management of the business and affairs of this corporation and have power to authorize the seal of this corporation to be affixed to all papers which may require it;

From time to time to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of this corporation, or any of them other than the stock ledger shall be open to the inspection of the stockholders; and that no stockholder shall have any right to inspect any account or book or document of the corporation, except as conferred by law or authorized by resolution of the directors or of the stockholders;

If the by-laws so provide, the stockholders and directors shall have power to hold their meetings, to have an office or offices and to keep the books of this corporation (subject to the provisions of the statute) outside of the State of Utah at such places as may from time to time be designated by them. This corporation may in its by-laws confer powers

additional to the foregoing upon the directors, in addition to the powers and authorities expressly conferred upon them by law.

The objects specified herein shall, except where otherwise expressed, by in no way limited nor restricted by reference to or inference from the terms of any other clause or paragraph of this certificate of incorporation.

The objects, purposes and powers specified in each of the clauses or paragraphs in this certificate of incorporation shall be regarded as independent objects, purposes and powers.

The foregoing shall be construed as to objects and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on this corporation by the laws of the State of Utah.

This corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by law and all rights conferred on officers, directors and stockholders herein are granted subject to this reservation.

A F F I D A V I T

WE, THE UNDERSIGNED, being all of the original subscribers to the capital stock, for the purpose of forming a corporation in pursuance of Title 16, Utah Code Annotated, 1953 and Article XII of the Constitution of Utah, as amended, do make and file this certificate of incorporation hereby declaring and certifying that the facts herein stated are true and do respectively agree to take the shares of stock subscribed by each, and individually has paid or is able to, and will pay the amount of capital stock subscribed, and that at least ten per cent of the capital stock subscribed by each stockholder and not less than ten per cent of the capital stock of the corporation has been paid in, and do waive all requirements of the statutes of the State of Utah relating to notice of assessments on the stock hereby subscribed; and we do further declare and certify that we have commenced the business of the corporation prior to the date hereof, and accordingly we have hereunto set our respective hands and seals this 30th day of JULY, 1954.

VERNON W. KAY	(SEAL)
ELAINE D. KAY	(SEAL)
A. G. BRAIN, JR.	(SEAL)
MARY M. BRAIN	(SEAL)
JAMES A. SHEYA	(SEAL)
MAE E. SHEYA	(SEAL)