

# 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

#### SCOTT WETZEL COMPANY

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 **15th** day of **June** 19 **65**, a properly authenticated copy of its articles of incorporation, and on the **15th** day of **June** 19 **65**, a designation of **Marl C. Hopkins** in the County of **Bannock** 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 **15th** day of **June**, A.D. 19 **65**.

**ARNOLD WILLIAMS**  
Secretary of State

By Deputy Secretary of State.



Secretary of State's Office

I, CLYDE L. MILLER, SECRETARY OF STATE OF THE STATE OF UTAH,  
DO HEREBY CERTIFY THAT the attached is a full, true and correct  
copy of the Articles of Incorporation and any amendments thereto  
of SCOTT WETZEL COMPANY

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 Twentieth DAY OF

May 19 65

Clyde L. Miller  
SECRETARY OF STATE

BY W. D. Bruhn  
DEPUTY



ARTICLES OF INCORPORATION

OF

SCOTT WETZEL COMPANY

we, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the Utah Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is SCOTT WETZEL COMPANY.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are:

(a) The adjusting, handling, settling, releasing, compromising and otherwise dealing with and in regard to claims against insurance carriers of all kinds including, without limiting the generality of the foregoing, insurance with respect to life or lives, loss from fire, theft, flood, storm, earthquake, wind, marine, damage to persons or property, both tangible and intangible, from any source, health, accident or medical coverage of any kind, professional malpractice, slander and libel, and all other risk or risks connected with or related to the foregoing; and for such purposes to own, operate, maintain, lease, manage, equip, improve, alter and otherwise deal with, use, enjoy and develop tangible or intangible personal property, land and any other species or type of property and to assemble, build and construct buildings, plants, machinery and every kind of equipment and to fabricate, manufacture, sell or otherwise dispose of and to buy or otherwise acquire all goods, wares, merchandise and personal property of every sort, nature, character, kind and description.

(b) To enter into, make, perform and carry out joint ventures, partnerships, contracts, leases, exchanges of

property or rights of every sort and kind which may be necessary or convenient for the business of this corporation with any person, firm, corporation, private, public or municipal, body politic, any state, territory or municipality of the United States or any foreign government, colony or body politic.

(c) To buy, sell, import, export, trade and deal in any kind of personal property and services, including but not limited to manufactured or industrial products, goods, wares, merchandise, patents, trademarks, copyrights, machinery, equipment, buildings, stores, factories, stocks and bonds of other corporations and all other kinds of property, both real and personal, used or capable of being used in connection with any of the foregoing businesses or types of business; and to exercise or acquire any right, franchise or privilege which may be deemed necessary, requisite, useful, convenient, incidental or auxiliary to any of the objects, purposes or things set forth in these Articles.

(d) To conduct the operation of this corporation in any state, territory, or other part of the United States of America, and in any foreign country, or place, and for such purposes to maintain branches or agencies anywhere in the world.

(e) To purchase, acquire by subscription or otherwise, and to hold for investment or otherwise use, sell, assign, transfer, mortgage, pledge, or otherwise dispose of, and to guarantee and mortgage its property to secure the payment of principal, interest or dividends of any shares of stock, bonds, securities, or other obligations of, or claims against any other corporation or association of this or any other state, territory or country, and to aid in any manner any such corporation or association of which shares of stock, bonds, or other obligations

are held or in any manner guaranteed by this corporation, and to do any other act or thing permitted by law for the preservation, protection, improvement or enhancement of the value of such shares of stock, bonds, securities, or other obligations and while the owner thereof to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

(f) To expend, loan or contribute funds and to assist in any manner the promotion, construction, acquisition, exploitation, development, improvement or maintenance, in any part of the world, any works, business, enterprise, corporation, firm, partnership, joint venture, or project of any kind whatsoever, whether owned privately or publicly, which, in the absolute discretion of the Board of Directors may be calculated, directly or indirectly, to advance the interest of this corporation.

(g) To carry on any other business which may, in the discretion of the Directors, seem capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of this corporation's property or rights, and to do any and all of the above things or any part thereof as principals, agents, contractors or otherwise, and by or through agents or otherwise, and either alone or in conjunction with others, and generally to attain and further any of the purposes herein set forth or incidental to the business of this corporation, or to any of the powers herein specified; to make, guarantee (so far as may be permitted to corporations organized under the laws of the State of Utah) and perform any contracts of any kind and description, and to do any and all other acts and things and exercise any and all other powers which a co-partnership or natural person could do and exercise and which now or hereafter may be authorized by law.

**FOURTH:** The aggregate number of shares which the

corporation shall have authority to issue is Ten Thousand (10,000) of the par value of Ten Dollars (\$10.00) each.

FIFTH: The corporation will not commence business until consideration of the value or at least \$1,000 has been received for the issuance of shares.

SIXTH: Provisions limiting or denying to shareholders the preemptive right to acquire additional or treasury shares of the corporation are:

No holders of the capital stock of this corporation shall have any preemptive or preferential right of subscription for any part of the unissued stock of this corporation or any stock of the corporation to be issued by reason of any increase of the authorized capital stock of the corporation, or bonds, certificates of indebtedness, debentures, or other securities convertible into stock of the corporation, or any stock of the corporation purchased or acquired by it.

SEVENTH: The post office address of its initial registered office is 428 South Main Street, Salt Lake City, Utah and the name of its initial registered agent at such address is E. Scott Wetzel, Jr.

EIGHTH: The number of directors constituting the initial board of directors of the corporation is five (5), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
E. Scott Wetzel, Jr.	3516 Highland Drive Salt Lake City, Utah
Anna Mae Wetzel	3516 Highland Drive Salt Lake City, Utah
Robert B. Spratt	2024 Dearborn Salt Lake City, Utah

Wallace D. Vilven

428 South Main Street  
Salt Lake City, Utah

Gale B. Maycock

445 East Fourth South  
Salt Lake City, Utah

NINTH: The name and address of each incorporator

is:

<u>NAME</u>	<u>ADDRESS</u>
E. Scott Wetzel, Jr.	3516 Highland Drive Salt Lake City, Utah
Anna Mae Wetzel	3516 Highland Drive Salt Lake City, Utah
Robert B. Spratt	2624 Dearborn Salt Lake City, Utah

DATED: April 15, 1965, 1965.

s/ E. SCOTT WETZEL, JR.  
E. Scott Wetzel, Jr.

s/ ANNA MAE WETZEL  
Anna Mae Wetzel

s/ ROBERT B. SPRATT  
Robert B. Spratt

STATE OF UTAH       )  
                          ) ss.  
COUNTY OF SALT     )  
         LAKE         )

I, GALE B. MAYCOCK, a notary public,  
hereby certify that on the 15th day of April, 1965,  
personally appeared before me E. Scott Wetzel, Jr., Anna Mae  
Wetzel and Robert B. Spratt, who being by me first duly sworn,  
severally declared that they are the persons who signed the  
foregoing document as incorporators and that the statements  
therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal

this 15th day of April, 1965.

My commission expires January 14, 1968.

(SEAL)

s/ GALE B. MAYCOCK  
Notary Public.