

## Department of State.

### CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

*ALSCOTT, INC.*

was filed in the office of the Secretary of State on the *26th* day of *April* A.D., One Thousand Nine Hundred *seventy-six* and ~~will be~~ recorded on ~~Film-Nonmicrofilm~~ 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, Idaho* 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 *26th* day of *April*, A.D., 19 *76*.

Pete T. Cenarrusa  
Secretary of State.

\_\_\_\_\_  
Corporation Clerk.

ARTICLES OF INCORPORATION

OF

ALSCOTT, INC.

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KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, natural persons of full age and citizens of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho relating to General Corporations,

AND WE DO HEREBY CERTIFY:

FIRST

That the name of this corporation is, and shall be, ALSCOTT, INC.

SECOND

That the principal office of this corporation is to be located at 1623 West Washington Street in the City of Boise, County of Ada, State of Idaho, but the corporation may maintain offices in such towns, cities, and places outside of the State of Idaho as the Board of Directors may from time to time determine, or as may be designated by the By-laws of said corporation.

THIRD

That the purposes for which this corporation is formed are, and it shall have power and authority:

(a) To purchase, or otherwise acquire, buy, sell, invest in, hold, own, pledge, hypothecate and deal in, stocks, bonds and obligations of corporations, municipal and private, of governments or of individuals; to form, create, and enter into partnerships and associations with other persons, natural and/or corporate, and to receive dividends or other forms of earnings of whatsoever nature, and to conduct a general financial business; to purchase, or otherwise, acquire, lands and interests in lands, whether leasehold, in fee, or otherwise situated within or

without the State of Idaho and the United States of America, and to own, hold, improve by building or otherwise, and to lease out or otherwise use for income purposes, or encumber, sell, and dispose of any such real estate or improvements, or any interest therein, or to lease the same or any other real or personal property either as landlord or tenant, and to purchase, construct, and otherwise acquire, and to own, maintain, and operate buildings of any character; to conduct a general brokerage agency and commission business for others in the purchase, sale and management of real estate for others and the negotiation of loans thereon and to purchase and sell for others personal property, stocks, bonds and notes and to negotiate loans thereon for others and if legal, to act as trustee in deeds of trust or mortgages on real or personal property or any evidence of value to secure them and to act as agents for letting any real property or in promoting lands and the collection of rents and the payment of taxes.

(b) To acquire the good will, rights, property and assets of all kinds and to undertake the whole or any part of the liabilities of any person, firm, association or corporation, or group thereof, on such terms and conditions as may be agreed on, and to pay for the same in cash, stocks, bonds, debentures, or other securities of this corporation or otherwise; to act as agent, contractor, trustees, or otherwise and either alone or in company with others, as fully and to the same extent as natural persons might or could do in any part of the world; to purchase or otherwise acquire any and all letters patent, and similar rights granted by the United States or any country or government, licenses and the like, or any interest therein, and to use, develop, sell, license in respect to other interests in the same and otherwise turn the same to account, and to generally register, obtain, lease, purchase, or otherwise acquire, hold, use, own, operate, introduce, sell, assign or deal in any manner or way in trade-marks, trade-names, labels, marks, brands, patents, improvements and processes, secret or other, of whatsoever nature; to promote any company or

companies for the purpose of acquiring all or any of the property or liabilities of the company, or for any other purpose in connection therewith.

(c) To organize, or cause to be organized under the laws of any state of the United States or otherwise, or any province or government, a corporation or corporations subsidiary hereto and to dissolve, wind up, liquidate, merge or consolidate any such corporation or corporations, or to cause the same to be so dissolved, wound up, liquidated, merged or consolidated; to conduct, manage and carry on an appraisal business in all or any of its respective branches and to execute contracts for the appraisal of all and any kind of property of whatsoever nature and wherever situate, which it might legally appraise; to engage in, and carry on a general brokerage and financial business and to undertake and carry on any business transactions or operations commonly carried on or undertaken by capitalists, promoters, financiers, contractors, merchants, commission men, or agents and in the course of such business to draw, accept, endorse, acquire, sell and deal in every lawful manner whatsoever in all or any negotiable and non-negotiable instrument or securities including bonds, notes and bills of exchange and to in any manner deal in promissory notes, bills of exchange, trade acceptances, agricultural paper, warehouse and dock receipts, warrants and other negotiable or transferable instruments; to promote, or assist financially or otherwise, corporations, syndicates, partnerships, individuals or associations of all kinds in any manner whatsoever; to devise, formulate, conduct business research, business studies, business surveys and tests and create, install and utilize business systems, methods, controls, layouts and plans and assemble, supply personnel, and staff, all as required or expedient to the solution of any business problem of whatsoever nature, and to adjust, compromise and settle, debts, demands, accounts, estates and claims of all kinds including damage claims and also the business of credit reporting; to carry on the business anywhere as factors, agents, commission men, merchants, or merchants to buy, sell, manipulate and deal in at wholesale or

retail, merchandise, goods, wares, feed products and commodities of every sort, kind or description, and to carry on any general engineering and contracting business including therein the designing, constructing, enlarging, repairing, removing or otherwise engaging in any work upon buildings, roads, highways, manufacturing plants, bridges, piers, docks, mines, oil wells, shafts, water works and all types of construction of whatsoever nature; to mine, quarry, and excavate any mineral process or deposit of whatsoever nature and drill and prospect for oil, gas, uranium and/or any and all natural resources whatsoever, and acquire lands containing the same, manufacture and treat such mineral deposits and other natural resources, own and operate all other activities or business purposes in connection therewith and to propagate, grow, buy, sell and deal in, flowers, shrubs, plants, trees and garden and greenhouse products or seeds, bulbs, trees or any horticultural business of whatsoever nature or to establish and conduct a general amusement enterprise and to furnish amusement to the public.

(d) To lease, let, buy, sell, control, mortgage, pledge, hypothecate, own, acquire, conduct, operate and in any and all manners carry on any hardware, hard goods, lumber, furniture, appliance, automotive, variety, department store, mercantile, soft goods, sundry, food, grocery, drug, pharmacy, confection, tobacco, beverage, meat, dairy, ice cream, restaurant, delicatessen, drug, magazine, fruit, vegetable, produce, bakery, ready-to-wear, sporting goods, service and general merchandise and supply businesses or any one or more thereof, and all other mercantile business, merchandise or supply business of any kind or character whatsoever, at retail and at wholesale, and to manufacture, acquire, own, buy, sell, dispose of, hypothecate, mortgage, handle, trade and deal in or with any and all articles, goods, wares, merchandise and property of every kind, class, character and description of whatsoever nature, wherever situate and to do both a wholesale and retail business

therein; and to carry on, conduct, and operate general livestock, farm, ranch, orchard, farming, and dairying, truck and market, gardening and producing, merchandising, manufacturing and preserving of all kinds of farm, dairy, fruit, vegetable and garden produce, meat, poultry and other products of whatsoever nature.

(e) To buy, sell, lease, let, own, hold, use, occupy, build, contract for or in relation to, mortgage and otherwise, and in every way, deal in or with, buildings, stores, warehouses, structures of all kinds, and other real and personal property, necessary, proper, usual, desirable or incident to such or any of such businesses, or for any other purposes whatsoever.

(f) To in any manners, borrow moneys, with or without security, and to execute, issue and dispose of evidences of all kinds of its indebtedness, and bonds, stocks, notes and other securities and/or obligations; to secure the same, or any thereof, by pledge or mortgage of the whole or any part of the property or assets of the corporation, real or personal; to make charitable and business donations or gifts of any nature; to acquire, reissue and dispose of its own shares or obligations.

(g) To enter into partnerships, joint ventures or any other enterprise with any person, corporate or otherwise; to make gifts of any sort of any property.

(h) To do and perform each, all and every act and thing, and to exercise every power, necessary, expedient, proper, useful or desirable, to carry out or further the purposes, objects and businesses for which this corporation is formed, and which natural persons might or may lawfully do or associate themselves together to perform or do therein.

(i) To engage in any lawful activity and exercise, use and employ any or all purposes, powers, privileges, authority and rights set forth in Title 30, of the Idaho Code, Annotated, and as such may be amended, both within and without the State of Idaho and the United States of America; and to have one or more corporate or business offices, and to have and operate one or more stores or other places of business within and without said State, and said United States of America.

#### FOURTH

That the total authorized number of par value shares of this corpora-

tion shall be one million (1,000,000) shares, each of the par value of twenty five cents (\$.25), and of the aggregate par value of Two Hundred Fifty Thousand Dollars, which said shares shall be common stock, one vote per share, and shall not be subject to assessment.

FIFTH

The members of the governing Board of this Corporation shall be styled Directors and the number shall be not less than three (3) unless a lesser number of directors as permitted by law, nor more than seven (7).

SIXTH

The Capital Stock of this Corporation, after the amount of the subscription price or par value has been paid in shall not be subject to assessment to pay debts of the corporation, and no paid up stock and no stock issued as fully paid up shall ever be assessable or assessed.

SEVENTH

The name and post office address of each of the incorporators and original subscribers to the capital stock of this Company and the amounts subscribed by each set opposite their respective names, is as follows:

<u>Name:</u>	<u>Address:</u>	<u>No Shares:</u>	<u>Amount:</u>
J.A. Albertson	1623 W. Washington	1	.25
Joseph B. Scott	1623 W. Washington	1	.25
Everett L. Doty	1623 W. Washington	1	.25

EIGHTH

The period of existence of this corporation shall be perpetual.

NINTH

The power to approve, repeal and amend the By-laws and adopt new By-laws is hereby conferred upon the directors, as well as upon the shareholders, to be exercised by such vote of said directors or of the allotted shares of the common stock as the case may be, not less, however, than a majority thereof as may be fixed by the By-laws. Subject to the provisions of law, a majority of the

shareholders of this Corporation, at a duly held meeting, may amend the Articles of incorporation.

TENTH

No shares will have any pre-emptive rights.

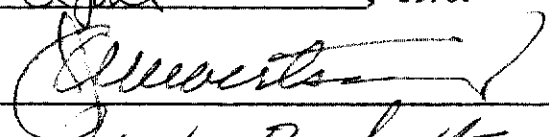
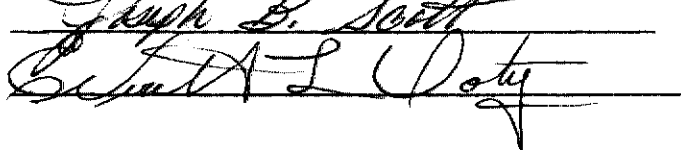
ELEVENTH

All or any meeting of the shareholders or of the Board of Directors of this corporation may be held within or without the State of Idaho.

TWELFTH

In the event that the shareholders are equally divided on any matter or in the event the Board of Directors are equally divided on any matter, then in either event, the issue may be decided by arbitration under Section 7-901, Idaho Code, Annotated, or as such may now or in the future be amended. As soon as one side selects an arbitrator, the other side shall immediately select a second arbitrator. The two shall then immediately select a third arbitrator, and the issue shall be submitted by each side to the arbitrators within five days thereafter. The Decision (award) of the arbitrators, by majority vote, shall be made in writing within 15 days thereafter, and such is binding on all persons involved.

WE, THE UNDERSIGNED, being each of the original subscribers to the capital stock hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Idaho, and in pursuance of the Laws of the State of Idaho, do make and file this Certificate hereby declaring and certifying that the facts herein stated are true and respectively agree to take the number of shares hereinbefore set forth and accordingly have hereunto set our hands and seals this 22 day of April, 1976.

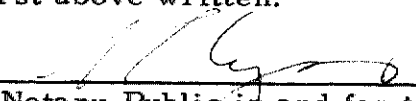
  
\_\_\_\_\_  
Joseph B. Scott  
  
\_\_\_\_\_  
Robert A. L. Doty



STATE OF IDAHO)  
                  ) SS.  
                  )  
COUNTY OF ADA)

On this 22 day of April, 1976 personally  
appeared before me, a Notary Public in and for the County of Ada, State of Idaho,  
J. A. Albertson & vett+l. Doty Joseph B. Scott,  
known to me to be the persons described in and who executed the foregoing instrument,  
who acknowledged to me that they executed the same freely and voluntarily and for  
the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my  
notarial seal this the day, month and year first above written.

  
\_\_\_\_\_  
Notary Public in and for the State of Idaho  
Residing at: Boise, Idaho

My commission expires:

Aug 1978