



Department of State.

CERTIFICATE OF INCORPORATION

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 the original of the articles of incorporation of

MANNING-HILLEBRANT, INC.

was filed in the office of the Secretary of State on the **Twelfth** day
of **July** A.D. One Thousand Nine Hundred **Sixty-five** and
will be duly recorded on Film No. **-----microfilm** 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 **Pocatello,** in the County of **Bannock.**

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 **12th** day of **July**, A.D., 19 **65**.

ARNOLD WILLIAMS
Secretary of State

By Deputy Secretary of State.

ARTICLES OF INCORPORATION

OF

MANNING-HILLEBRANT, INC.

WE, the undersigned, LEON W. MANNING, GWEN B. MANNING and DENZIL H. HILLEBRANT all of the County of Bannock, City of Pocatello, State of Idaho, natural persons of the age of twenty-one years or more and citizens of the United States, have this day voluntarily associated ourselves together for the purpose of forming a Corporation under and pursuant to the Business Corporation Act of the State of Idaho and the laws of said State, do hereby certify as follows:

I.

The name of the Corporation is, "MANNING-HILLEBRANT, INC."

II.

The purposes and objects for which said Corporation is formed are as follows:

(a) To engage and carry on a general mercantile or merchandise business and to deal generally in all classes of goods, wares and merchandise and articles of trade including services of any kind and nature and to purchase, sell and deal in such goods, supplies and merchandise as are or may be sold in a general store. In general, to carry on any lawful business whatsoever in connection with the foregoing which is calculated directly or indirectly to promote the interest of the Corporation or to enhance the value of its properties.

(b) To acquire, own, operate, buy, sell, exchange, let or lease, wholesale enterprises and warehouses dealing in any such goods, supplies and merchandise as are or may be sold in a general store.

(c) To acquire, buy, own, hold, sell, exchange, let or lease, personal property and real estate within the State of Idaho, or outside the State of Idaho and to lend money for profit and to make, hold and realize upon any property pledged or hypothecated for the payment thereof.

(d) To borrow money for the purposes of this Corporation; to issue bonds, notes and debentures and other evidences of indebtedness therefor, and to secure the same by mortgage or pledge of personal property, including the income of said Corporation, or by mortgage of real property, executed in trust or otherwise. All or any portion of the real or personal property of the Corporation may be so pledged, mortgaged or hypothecated.

(e) To build any or all buildings, structures, warehouses and stores necessary or convenient for the conduct of the business of said Corporation, or to acquire the same by purchase, lease or otherwise.

(f) To own, operate, lease or let, restaurants, lunch counters, soda fountains, confectioneries, theaters, recreation halls and facilities for the entertainment of its patrons.

(g) To purchase, lease, or otherwise acquire, in whole or in part, the business, good-will, rights, franchises and property of every kind, and to take over the whole or any part of the assets or liabilities of any person, firm, association or corporation engaged in or authorized to be conducted by this Corporation, or owning property necessary or suitable for its purposes and to pay for the same in cash, in the stock or bonds of this Corporation, or otherwise; to hold or in any

manner dispose of the whole or any part of the business or property so acquired, and to exercise all the powers necessary or incidental to the conduct of such business.

(h) To enter in any contract, co-operative agreement or profit-sharing plan with its officers or employees that the Corporation may deem advantageous or expedient, or otherwise, to reward or pay such persons for their services as the directors may deem fit.

(i) To purchase, or otherwise acquire, own, hold, mortgage, pledge, sell, assign, transfer or otherwise dispose of shares of the capital stock of this Corporation or evidences of indebtedness of any kind or nature created by any corporation or corporations, wherever organized, whether public or private.

(k) To carry on any other business, or to do anything in connection with the objects and purposes above mentioned that may be necessary or proper to accomplish successfully or promote the said objects and purposes. The foregoing clauses, by reason of the specific enumeration of powers, shall not be held to restrict the power of the Corporation to do any of the things within the purview of its general purposes.

III.

This Corporation shall have perpetual existence.

IV.

The location, and Post Office Address of the registered Office in this State and principal place of business, shall be, 9th and Young, Pocatello, Bannock County, Idaho.

V.

The amount of capital stock of said Corporation shall be \$50,000.00 divided into fifty-thousand shares of

common stock of the par value of \$1.00 per share.

VI.

The name and Post Office address of each of the incorporators and number of shares of common stock described in paragraph V, subscribed by each are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Leon W. Manning	524 No. 12th Avenue	1
Gwen B. Manning	524 No. 12th Avenue	1
Denzil H. Hillebrant	Route #2 No. P.O. Box 244	1

We, the undersigned, for the purpose of forming a Corporation under the laws of the State of Idaho, do make, file and record this certificate and do certify that the facts herein stated are true and we have accordingly hereunto set our respective hands.

DATED this 7 day of July, 1965.


Leon W. Manning
Denzil H. Hillebrant
Gwen B. Manning

STATE OF IDAHO)
) ss.
COUNTY OF BANNOCK)

On this 7th day of July, 1965, before me, the undersigned, a Notary Public in and for said County and State, personally appeared LEON W. MANNING, GWEN B. MANNING and DENZIL H. HILLEBRANT, 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 official seal the day and year last above written.

(SEAL)


DALE W. KISLING
NOTARY PUBLIC State of Idaho
Residing at: Pocatello, Idaho
My Commission Expires: 12-14-66