

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
**INDEPENDENT DRUGGISTS EXCHANGE
AND ASSOCIATES STAMP 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 **6th** day of **January** 19 **64**, a properly authenticated copy of its articles of incorporation, and on the **6th** day of **January** 19 **64**, a designation of **Ross W. Warner** 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 **6th** day of **January**, A.D. 19 **64**.

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
OF THE ARTICLES OF INCORPORATION OF _____

INDEPENDENT DRUGGISTS EXCHANGE AND ASSOCIATES STAMP 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 THIRD DAY OF

DECEMBER 19 63

Lamont F. Toronto
SECRETARY OF STATE

BY Hendell L. Catfull
DEPUTY

ARTICLES OF INCORPORATION
OF
INDEPENDENT DRUGGISTS EXCHANGE AND ASSOCIATES STAMP COMPANY

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned and persons of the age of twenty-one (21) years, or more, acting as incorporators of a corporation under the Utah Business Corporation Act, adopt the following Articles of Incorporation for such Corporation.

ARTICLE I.

The name of this Corporation is INDEPENDENT DRUGGISTS EXCHANGE AND ASSOCIATES STAMP COMPANY.

ARTICLE II.

The period of its duration is perpetual.

ARTICLE III.

The purposes for which this Corporation is organized and the business to be transacted, carried on and permitted by this Corporation is as follows:

(a) To buy, sell, issue, redeem for cash or other property, license the use of, and generally deal in trading or premium or gift stamps of every kind.

(b) To buy, lease, hold, or improve real estate and fixtures and personal property.

(c) To borrow or raise moneys for any purposes of the corporation from time to time without limit as to amount; to draw, make, accept, endorse, guarantee, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and non-negotiable instruments and evidences of indebtedness, and to secure the payment thereof, and of interest thereon, by mortgage on, or pledge, conveyance or assignment in trust of, the whole or any part of the assets of the corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge or dispose

of such securities or other obligations of the corporation for its corporate purposes.

(d) To purchase or otherwise acquire, hold, sell, pledge, or otherwise dispose of and to re-issue or cancel shares of its capital stock or any securities or other obligations of the corporation in the manner and to the extent now or hereafter permitted by the laws of the jurisdiction of incorporation of this corporation.

(e) To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth and to do every other act and thing incidental thereto or connected therewith, provided the same be not forbidden by the laws of the jurisdiction of the incorporation of this Corporation.

(f) To do any and all things herein set forth to the same extent as a natural person might or could lawfully do in the State of Utah, or any other State, Territory or possession of the United States.

(g) To engage in and carry on any business or undertaking whatever, which the Board of Directors may deem useful or necessary for the benefit of this Corporation, whether specifically set forth in these Articles or not, and to do and perform any and every act, or acts, necessary or expedient in carrying out any of the purposes of this corporation.

ARTICLE IV.

The aggregate number of shares which the Corporation shall have authority to issue is One Hundred Thousand (100,000) shares of the par value of One Dollar (\$1.00) each.

ARTICLE V.

The corporation shall not commence business until at least One Thousand Dollars (\$1,000.00) has been received by it as consideration for the issuance of its shares.

ARTICLE VI.

The shareholders shall have pre-emptive rights to acquire additional shares of the Corporation.

ARTICLE VII.

The shares of this corporation shall be non-assessable.

ARTICLE VIII.

Regulation of the internal affairs of the Corporation shall be as provided in the by-laws of the Corporation.

ARTICLE IX.

The address of the initial registered office of the Corporation is 2810 Fillmore Avenue, Ogden, Utah, and the name of its registered agent at said address is Raymond C. Cardon.

ARTICLE X

The number of Directors constituting the initial Board of Directors of the Corporation is Ten (10), and the names and addresses of the persons who shall serve as Directors until the first annual meeting of the shareholders, or until their successors be elected and qualify, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Fred P. Nash	Plain City, Weber County, Utah
Raymond C. Cardon	2810 Fillmore Ave., Ogden, Utah
James E. McKenna	3513 Polk Avenue, Ogden, Utah
G. Herbert Stewart	2565 Tyler Avenue, Ogden, Utah
Bill Washburn	4161 Madison Avenue, Ogden, Utah
Merrill L. Peterson	1705 27th Street, Ogden, Utah
R.E. Malmrose	Brigham City, Utah
F. Royce Carter	555 West 300 North, Clearfield, Utah
T. L. Cochran	Tremonton, Box Elder County, Utah
R. N. Hirst	1535-36th Street, Ogden, Utah

ARTICLE XI.

The name and address of each incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Fred P. Nash	Plain City, Weber County, Utah
Raymond C. Cardon	2810 Fillmore Ave., Ogden, Utah
James E. McKenna	3513 Polk Avenue, Ogden, Utah
G. Herbert Stewart	2565 Tyler Avenue, Ogden, Utah
Bill Washburn	4161 Madison Avenue, Ogden, Utah
Merrill L. Peterson	1705 27th Street, Ogden, Utah
R. E. Malmrose	Brigham City, Utah
F. Royce Carter	555 West 300 North, Clearfield, Utah
T. L. Cochran	Tremonton, Box Elder County, Utah
R. N. Hirst	1535-36th Street, Ogden, Utah

Dated this 9th day of July, 1963.

s/ FRED P. NASH

s/ RAYMOND C. CARDON

s/ JAMES E. MC KENNA

s/ G. HERBERT STEWART

s/ BILL WASHBURN

s/ MERRILL L. PETERSON

s/ R. E. MALMROSE

s/ F. ROYCE CARTER

s/ T. L. Cochran

s/ R. N. HIRST

STATE OF UTAH)
)SS
COUNTY OF WEBER)

I, SAMUEL C. POWELL, a Notary Public of the State of Utah, hereby certify that on the 9th day of July, 1963, personally appeared before me FRED P. NASH, RAYMOND C. CARDON, JAMES E. McKENNA, G. HERBERT STEWART, BILL WASHBURN, MERRILL L. PETERSON, R. E. MALMROSE, F. ROYCE CARTER, T. L. COCHRAN and R. N. HIRST, who being by me duly sworn severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.

s/ SAMUEL C. POWELL
SAMUEL C. POWELL, NOTARY PUBLIC
Residing at Ogden, Utah

My commission expires:

September 5, 1965

(SEAL)