

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

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 the original of the articles of incorporation of

BOISE WYEMUCCA STAGES, INC.

was filed in the office of the Secretary of State on the **sixth** day of **June** **A. D. One Thousand Nine Hundred Forty-five** and duly recorded on Film Roll **No.4** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 29-103, Idaho Code, Annotated.

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 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 **6th** day of **June**, in the year of our Lord one thousand nine hundred **forty-five**, and of the Independence of the United States of America the One Hundred **Sixty-nine**.

Secretary of State.

ARTICLES OF INCORPORATION

of

BOISE WINNEMUCCA STAGES, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, ARTHUR LYON, BERTHA LYON, JACK de OJEDA, MAURICE GREENE, and JESSIE McCARTAN, all of Boise, Ada County, Idaho, each a natural person of full age and a citizen of the United States, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and particularly the business corporation act of said state, being Chapter I of Title 29 of the Idaho Code Annotated, and to that end we do hereby sign, acknowledge and adopt, in triplicate, the following articles of incorporation, namely:

ARTICLE FIRST

The name of this corporation is:

BOISE WINNEMUCCA STAGES, INC.

ARTICLE SECOND

The purposes for which this corporation is formed are:

- (1) To transport for hire, passengers, goods, wares, merchandise, and other property and materials of all and every kind and character and of whatsoever name or nature, to, from and between various cities, towns and points in the State of Idaho and other states, by means of automobiles, motor trucks, automobile stages, and other vehicles; to purchase, acquire and hold such real estate, buildings,

warehouses, wharves, and easements, situate in any of the United States, as may be advantageous for carrying on its business, and to haul passengers, express, United States mail, and freight of all kinds, and carry on a general hauling and delivery business of all kinds of merchandise and manufactured products and other articles, and to buy, sell and operate automobiles, automobile stages, and automobile and motor trucks; to acquire, purchase, own, hold, rent, lease, maintain and operate stage depots, warehouses, terminals, and garages, for use in its business as may be considered proper.

(2) To lend money and negotiate loans; to draw, accept, endorse, discount, buy, sell, and deliver bills of exchange, promissory notes, conditional sales contracts, bonds, debentures, coupons, and other negotiable instruments and securities; to issue on commission, subscribe for, take, acquire, and hold, sell, exchange, and deal in, shares, stocks, bonds, obligations, securities of any government or authority or company; to form, promote, subsidize, and assist companies, syndicates and partnerships of all kinds; to give any guarantee for the payment of money or the performance of any obligation or undertaking.

(3) To underwrite, purchase, acquire, hold, pledge, hypothecate, exchange, sell, deal in, and dispose of, alone or in conjunction with others, stocks, bonds, and other evidences of indebtedness and obligations of any corporation, association, partnership, syndicate, entity, person, or governmental, municipal or public authority, domestic or foreign, and evidences of any interest in respect of any such stocks, bonds and other evidences of indebtedness and obligations.

(4) To borrow money and otherwise incur indebtedness, and to draw, make, accept, endorse, transfer, sign, guarantee, execute and issue bonds, debentures, notes, drafts, bills of exchange, negotiable instruments, and all other evidences of indebtedness, negotiable or non-negotiable, whether secured or unsecured.

(5) To deal in and traffic generally in goods, wares and merchandise, and all other forms of personal property, and all other property of every class and description, and all estates or interest therein, whether owned by it or otherwise, to buy, invest in, take, lease, rent, option, or in any other manner acquire, own, hold, maintain, possess, handle, improve, operate, sell, exchange, lease, convey, transfer, rent, mortgage, give liens against, or in any other manner deal with, dispose of, or encumber such property.

(6) To deal in and traffic in real estate, and all estates and interest therein, whether owned by it or otherwise, to buy, invest in, take, lease, rent, option, or in any other manner acquire, own, hold, possess, develop, improve, farm, maintain, manage, operate, sell, exchange, lease, convey, transfer, mortgage, give liens against, or in any other manner deal with, dispose of, or encumber real estate of all kinds and character, wheresoever situate, and the hereditaments and appurtenances thereunto belonging, and any and all interests and estates therein, whether in the State of Idaho or elsewhere, and likewise, water or ditch rights, easements, mineral, oil and gas rights, oil and gas wells, rights of way, and franchises, whether classified as real or personal property.

(7) To apply for, procure, and obtain, by purchase or otherwise, any and all kinds of letters patent, trade marks, licenses, and grants for inventions, improvements, and secret processes.

(8) For the purpose of securing all or any of its contracts, obligations, or liabilities, to convey, transfer, assign, deliver, mortgage, pledge, or otherwise hypothecate all or any part of the property or assets at any time owned or held by this corporation.

(9) To buy, redeem, or otherwise acquire, own, hold, sell, re-issue, or cancel, any shares of its own capital stock when permitted by law; provided, however, that this corporation may not use any of its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of the capital of this corporation; and provided, further, that the shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly.

(10) To organize or cause to be organized, incorporate, and reorganize, subsidiary corporations and joint stock companies and associations for any purpose permitted by law, to the same extent as natural persons might or could do.

(11) To acquire by purchase, subscription, or otherwise, and to own, hold, sell, assign, transfer, deal in, exchange, mortgage, pledge, or otherwise dispose of, and to guarantee the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by, any other corporation or corporations, joint stock company or association organized under the laws of this state, or of any other state, country,

nation or government, and while owner of said stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

(12) To purchase or otherwise acquire the whole or any part of the property, assets, tangible or intangible, business, good will, and rights, or to undertake or assume the whole or any part of the bonds, mortgages, franchises, leases, contracts, indebtedness, guarantees, liabilities and obligations of any person, firm, association, corporation or organization, and to pay for the same, or any part or combination thereof, in cash, shares of the capital stock, bonds, debentures, debenture stock, notes, and other obligations of this corporation, or otherwise, or by undertaking and assuming the whole or any part of the liabilities or obligations of the transferor, and to hold or in any manner dispose of the whole or any part of the property and assets so acquired or purchased, and to conduct in any lawful manner the whole or any part of the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management, and carrying on of such business.

(13) To loan and invest the funds of this corporation, without limitation as to amount, and either without security or on security of any kind, character or amount.

(14) To enter into, make and perform contracts of every kind for any lawful purpose, with any person, firm, association or corporation, municipality, body politic, country, territory, state, government or colony, or dependency thereof.

(15) To act as agent, factor, or consignee, for any person, firm or corporation, and to carry out all or any of the

objects and purposes herein specified, as principal, factor, agent, contractor, consignee, or otherwise.

(16) To carry on any other lawful business whatsoever which may seem to the corporation capable of being carried on in connection with the above, or calculated, directly or indirectly, to promote the interests of the corporation or to enhance the valuation of its property.

(17) To have, exercise and enjoy all the powers or privileges now or hereafter granted to corporations organized under the laws of the State of Idaho, and particularly all powers and privileges granted to corporations by Chapter 1 of Title 29 of the Idaho Code Annotated, and any present or future amendments thereto, and to do any act or thing necessary or convenient for the transaction of the aforesaid business, or carrying into effect any and all of the aforesaid objects and purposes.

(18) To conduct its business and exercise all or any of its powers as above specified, or otherwise, in the State of Idaho, or in any other state, territory, or colony of the United States, the District of Columbia, or any foreign country, or any other part of the world, as fully and to the same extent as natural persons might or could do, either alone or in company with others, and at its option to have one or more offices or places of business outside the State of Idaho, or such offices or places of business as it desires in said state, in addition to its registered and principal place of business.

(19) All the foregoing provisions of this Article Second are to be construed both as objects and powers, and it is hereby expressly provided that the enumeration herein of specified objects and powers shall not be held to limit or restrict in

any manner the general purposes and powers of the corporation; provided, however, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or do any act which a corporation formed under the laws of Idaho now or hereafter existing may not at the time lawfully carry on or do. It is the intention that the purposes, objects and powers specified in each of the paragraphs of this Article Second of these articles of incorporation shall, except as otherwise provided, in no wise be limited or restricted by reference or inference from the terms of any other clause or paragraph in this article contained, or in any other provision of these articles of incorporation.

ARTICLE THIRD

Subject to dissolution in the manner provided by law, the duration of this corporation shall be perpetual.

ARTICLE FOURTH

The location and postoffice address of the registered office of this corporation in the State of Idaho is Boise, Ada County, Idaho.

ARTICLE FIFTH

All shares of this corporation shall be of the par value of \$100.00 each, and the total authorized number of such par value shares is 5,000 and their aggregate par value is \$500,000.00. All such shares are of the same class with equal rights and voting power, and without preference or priority of any share over any other, and are non-assessable.

ARTICLE SIXTH

The Board of Directors shall have the power to repeal and amend the By-Laws of the corporation and adopt

new By-Laws at any meeting of the Board of Directors, by two-thirds affirmative vote of the Board, and all By-Laws shall be subject to amendment, alteration and repeal by the stockholders at any annual meeting and at any special meeting called for such purpose.

ARTICLE SEVENTH

The following are the names and postoffice addresses of the incorporators, together with the number of shares which are subscribed by each, set opposite their respective names:

<u>Name</u>	<u>Postoffice Address</u>	<u>No. of Shares</u>
Arthur Lyon	Boise, Idaho	1
Bertha Lyon	Boise, Idaho	1
Jack de Ojeda	Boise, Idaho	1
Maurice Greene	Boise, Idaho	1
Jessie McCartan	Boise, Idaho	1

IN WITNESS WHEREOF, We have hereunto set our hands and seals, this 6th day of June, 1945.

Arthur Lyon

Bertha Lyon

Jack de Ojeda

Jessie McCartan

Maurice Greene

STATE OF IDAHO)
COUNTY OF ADA) ss

On this 6th day of June in the year 1945,
before me, the undersigned, a Notary Public in and for said
state, personally appeared ARTHUR LYON, BERTHA LYON, JACK
de OJEDA, MAURICE GREENE, and JESSIE McCARTAN, known to me
to be the persons whose names are subscribed to the fore-
going articles of incorporation, and acknowledged to me that
they executed the same, in triplicate.

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

Rush R. Bunnell
Notary Public for Idaho
Residing at Boise, Idaho