

# State of Idaho

## Department of State.

### CERTIFICATE OF INCORPORATION OF

GENERAL KINETICS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: September 23, 1987



*Pete T. Cenarrusa*  
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SECRETARY OF STATE

by: *Jada Mawley*

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SECRETARY OF STATE

ARTICLES OF INCORPORATION  
OF  
GENERAL KINETICS, INC.

We, the undersigned natural persons of the age of 21 years or more and citizens of the United States of America, acting as incorporators of a corporation under the Laws of the State of Idaho, adopt the following Articles of Incorporation.

I

NAME OF CORPORATION

The name of the corporation shall be GENERAL KINETICS, INC.

II

DURATION

The term of the corporate existence is perpetual.

III

PURPOSE AND POWERS

Section 1: The purpose for which this corporation is formed and the business agreed upon are:

A. To carry on and conduct a general manufacturing and production business; to manufacture, compound, process, buy, sell, deal in, and use plastics and plastic compositions of all kinds, and all articles, apparatus, processes, patents, and things used or of use in the manufacture, compounding, maintenance, and working thereof, and also apparatus, machinery, implements, and things for use either alone or in connection with products of which they are ingredients or in the manufacture or compounding of which they are a factor; and to manufacture and sell any laminated, corrugated, or flat reinforced plastic polyester-resin-based material.

B. To purchase, develop, lease, exchange, sell, or dispose of, and otherwise deal in real estate; to purchase, lease, build, construct, erect, occupy and manage buildings of every kind and character whatsoever; to finance the purchase, improvement, development, and construction of land and buildings belonging to or to be acquired by this company, or any other person, firm or corporation.

Section 2: The powers of this corporation and its officers are:

A. To own, buy, sell and lease real and personal property.

B. Those granted by the Idaho Business Corporations Act.

C. To acquire and pay for in cash, stocks, or bonds of this corporation or otherwise, the goodwill, rights, assets, and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association, or corporation.

D. To make, perform, and carry out contracts of every kind and description made for any lawful purpose, without limits as to amount with any person, firm, association, or corporation, either public or private, or with any territory, state, or government, or any agency thereof.

E. The Board of Directors shall have the power and authority to sell, assign, mortgage, convey, or otherwise dispose of any or all of the property and assets of the corporation.

Further, the Board of Directors shall have full power to exercise all of the rights and privileges in these Articles of Incorporation herein set forth, including the right and authority to sell, convey, mortgage, hypothecate, bond, dispose of, deal in and with, lease, assign, and transfer any of the real estate or other property and assets of the corporation without the necessity of securing the authorization of the stockholders.

Section 3: The foregoing purpose and power clauses are to be construed both as objects and powers, and it is hereby expressly provided that enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation; provided, however, that nothing contained herein shall be deemed to authorize or permit the corporation to do any act, carry on any business, or exercise any power which a corporation formed under the Business Corporation Act or any amendment thereof or supplement thereto or substitute therefore 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 Paragraph III of the Articles of Incorporation shall, except as otherwise provided, in no wise be limited or restricted by reference to or inference from the terms of any other sub-paragraph or paragraph or article of these Articles of Incorporation.

IV  
CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is Fifty Thousand (50,000.00) shares at .01 par value.

V  
REGISTERED OFFICE AND AGENT

The address of the corporation's initial registered office 215 South 300 East Preston, Idaho 83263, and the name of the initial registered agent at such address is Mike Lower.

VI  
DIRECTORS

Section 1: The number of directors of this corporation shall be no less than three (3) nor more than nine (9), as fixed from time to time by the by-laws of the corporation. The number of directors constituting the initial board of directors of the corporation is three (3).

Section 2: Directors need not be stockholders. Directors shall be elected at the annual meeting of the stockholders and shall hold office for a period of one (1) year, or until their successors have been duly elected and qualified. Any Director may hold any other office in the corporation. Should a vacancy occur for any reason, including an increase in the number of members, the remaining Directors may appoint a member to hold office during the unexpired term.

If the remaining Directors cannot agree upon a successor to fill the vacancy within thirty (30) days, they shall call a special meeting of the stockholders and the latter shall elect such director.

VII  
OFFICERS

The officers of this corporation shall consist of a president, one or more vice-presidents, secretary and treasurer. The office of secretary and treasurer may be held by one and the same person. Each officer shall be elected by a majority vote of the Board of Directors at a meeting duly constituted and held.

VIII  
INITIAL OFFICERS AND DIRECTORS

The names and addresses of the persons who are to serve as directors and officers of the corporation until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

C. Robert Ripplinger	66 East 100 North Millville, Utah 84326
Joseph Neilsen	55 North Main #301 Logan, Utah 84321
Dennis Mathews	55 North Main #302 Logan, Utah 84321

IX  
INCORPORATORS

The names and addresses of each incorporator are:

C Robert Ripplinger	66 East 100 North Millville, Utah 84326
Joseph Neilsen	55 North Main #301 Logan, Utah 84321
Dennis Mathews	55 North Main #302 Logan, Utah 84321

X  
PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation shall be Preston, Idaho. The business of the corporation may be carried on in all counties of the State, in all states of the United States, and in all territories thereof, and in all foreign countries as the Directors shall determine.

XI  
STOCKHOLDERS' MEETINGS

Section 1: The annual meeting of the corporation shall be held at such place as the Board of Directors by resolution may fix, on the 1st day of March of each year, or if said day is a holiday, then on the first day following which is not a holiday, at the hour of 1:00 p.m. Notice of said meeting shall be given according to law.

Section 2: At all meetings of the stockholders, a majority of the outstanding capital stock of said corporation shall constitute a quorum, and each share of stock shall be entitled to one (1) vote, either in person or by proxy.

Should a majority not be present at any regular or special stockholders' meeting, adjournments may be taken from time to time without notice until sufficient number of shares is presented to hold such meeting.

XII  
VOTING

In voting for the election of Directors, cumulative voting is permitted, and each stockholder may accumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number his shares equal, or by distributing said votes on the same principal among any of such candidates.

XIII  
PRE-EMPTIVE RIGHTS

After the initial issue of shares of stock in this corporation, pursuant to subscriptions approved by the Board of Directors of the corporation as presently constituted, each holder of shares shall have the first right to purchase any further shares that may from time to time be issued, including shares from the treasury of the corporation, in the ratio that the number of shares he holds in the corporation at the time of the subsequent issue or sale bears to the total outstanding shares in said corporation, excluding treasury shares. This right may be waived in writing by any stockholder and shall be deemed waived if not exercised in writing within thirty (30) days from the date of issue.

XVI  
BY-LAWS

The by-laws of the corporation shall be adopted and may be amended by the Board of Directors at a duly called and constituted meeting thereof. Adoption or amendment of the by-laws shall require a two-thirds (2/3) majority vote of all directors of the corporation at such duly called and constituted meeting.

XV  
SALE OF SHARES

The by-laws of the corporation may provide for the restriction on the right to transfer shares.

EXECUTED in duplicate on this 22<sup>nd</sup> day of SEPT.,  
1987.

C. Robert Ripplinger

Genie Mathews

J. S. [Signature]

DECLARATION

We, the undersigned, hereby declare under penalty of perjury, that the statements made in the foregoing Articles of Incorporation are, to the best of our knowledge and belief, true and correct.

C. Robert Ripplinger  
Genie Mathews  
J. S. [Signature]