



## Department of State.

### CERTIFICATE OF INCORPORATION

I, JAS H. YOUNG, 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

GEM STATE CHEMICAL CO.

was filed in the office of the Secretary of State on the 9th day  
of April A.D. One Thousand Nine Hundred Fifty-eight and  
duly recorded on Film No. 102 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  
fifty years from the date hereof, with its registered office in this State located at  
Twin Falls in the County of Twin Falls

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 9th day of April,  
A.D., 1959.

Secretary of State.

Domestic

ARTICLES OF INCORPORATION

OF

GEM STATE CHEMICAL CO.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all being of full age and citizens 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 we hereby certify:

I.

That the name of said corporation shall be "GEM STATE CHEMICAL CO."

II.

That the purposes for which said corporation is formed are:

(1) To engage in the buying, selling, manufacturing and distributing of all kinds of chemicals, chemicals products and all other types and kinds of goods, wares and merchandise.

(2) To contract with other manufacturers and distributors of chemicals, chemical products and all other types and kinds of goods, wares and merchandise for the manufacture of, and distribution of chemicals, chemical products and all other types and kinds of goods, wares and merchandise.

(3) To buy, sell, trade, and deal in and with any and all kinds of chemicals, chemical products and all other types and kinds of goods, wares and merchandise as broker, factor or agent of others as well as for the account of said corporation itself.

(4) To transport, handle and store all kinds of chemicals, chemical products and all other types and kinds of goods, wares and merchandise.

(5) To purchase, lease, own, sell, mortgage, sub-lease, and otherwise acquire and dispose of lands, buildings, easements and all rights in real property as well as personal property, and

to enter into, make, perform and carry out contracts of every sort and kind with any person and to acquire and take over the good will, property, rights, franchises and assets of every kind and the liabilities of any person, firm, association or corporation either in whole or in part and to pay for the same in cash, stock or bonds of the corporation or otherwise.

(6) To borrow money and otherwise obtain credit for the account of said corporation and to issue debentures or other evidences of indebtedness therefor and to obligate the assets of the corporation as security for such indebtedness; to act as surety and guarantor in any and all types of engagements including the power to execute, endorse and deliver contracts, and to guarantee the prompt and faithful performance and payment of debts, notes, agreements, contracts and undertakings of any other person, firm, partnership or corporation; and including also the power to act as an accommodation, co-maker or guarantor of obligations either as primary or secondary obligor.

(7) In the purchase of or acquisition of property, business rights or franchises or for any other object in and about its business or affairs, to incur debt and to borrow and secure the payment of money in any lawful manner including the issue and sale or other disposition of bonds, debentures, notes and other evidences of indebtedness.

(8) Without in any particular limiting any of the objects or purposes or powers of the corporation, the business or purposes of the company shall be from time to time to do any one or more or all of the acts and things herein set forth and to engage in the business of dealing in and manufacturing of all kinds of chemicals, chemical products and all other types and kinds of goods, wares and merchandise and all such other acts, things and business in any way connected therewith or auxiliary thereto.

### III.

That the term for which said corporation shall exist is fifty (50) years.

IV.

That the number of directors of said corporation shall be Three (3).

V.

That the registered office and principal place of business of said corporation in the State of Idaho shall be located in Twin Falls, in the County of Twin Falls, and that the post office address of the registered office of said corporation in the State of Idaho is Box 230, Twin Falls, Idaho.

VI.

That the amount of capital stock of said corporation shall be Ten Thousand Dollars (\$10,000.00) divided into one hundred (100) shares of the par value of One Hundred Dollars (\$100.00) each and that the total authorized number of shares shall be one hundred (100) and their aggregate par value Ten Thousand Dollars (\$10,000.00).

VII.

That the amount of capital stock of said corporation which has actually been subscribed is \$2100.00 and that the following are the names and post office addresses of each of the incorporators and the number of shares subscribed by each:

| NAME OF INCORPORATOR | POST OFFICE ADDRESS | NO. OF SHARES<br>SUBSCRIBED |
|----------------------|---------------------|-----------------------------|
| Jerome P. Wilson     | Twin Falls, Idaho   | 10                          |
| John B. Robertson    | Twin Falls, Idaho   | 10                          |
| H. W. Reed           | Gooding, Idaho      | 1                           |

IN WITNESS WHEREOF, We have hereunto set our hands this 1st day of April, 1958.

*John B. Robertson*  
*Jerome P. Wilson*  
*H. W. Reed*

STATE OF IDAHO )  
 ) ss.  
County of Twin Falls)

On this 3<sup>rd</sup> day of April, 1958, before me, the under-  
signed, a Notary Public in and for said County and State, person-  
ally appeared Jerome P. Wilson, John B. Robertson and R.W.  
Reed, known to me to be the persons whose names are subscribed  
to the foregoing instrument, and acknowledged to me that they  
executed the same.

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

J.H. Osterlander  
Notary Public  
Residing at Twin Falls, Idaho