

# State of Idaho



## 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

#### **JEROME DEVELOPMENT CO. INC.**

was filed in the office of the Secretary of State on the **fourth** day of **June,** A.D. One Thousand Nine Hundred **Fifty-Nine,** and duly recorded on Film No. **107** 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

**Jerome,** in the County of **Jerome.**

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 **fourth** day of **June**, A.D., 19 **59**

Secretary of State.

ARTICLES OF INCORPORATION

OF

JEROME DEVELOPMENT CO. INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, natural persons, of full age, citizens of the United States of America, and residents of the State of Idaho, have this day voluntarily associated ourselves together for the purpose of forming a Corporation under the Constitution and Laws of the State of Idaho, and we do hereby certify:

ARTICLE I.

The name of this Corporation shall be:

JEROME DEVELOPMENT CO. INC.

ARTICLE II.

The purposes for which this Corporation is formed are:

a. To promote, foster and encourage the growth, development and prosperity of Jerome, Idaho, and surrounding area, and particularly to encourage and promote the development of industry and commerce in said area; to keep and maintain the prosperity of industry and commerce in the area and generally to do anything that will increase the wealth, prosperity, population, commercial and industrial development and growth of said area.

b. To purchase, or otherwise acquire, own, hold, lease, sell, exchange, assign, transfer, mortgage, pledge, or otherwise dispose of, and to invest, trade and deal in and with real property and any and all interests therein.

c. To improve, develop and manage any such real estate, and to erect or cause to be erected on any lands owned, held, leased or occupied by the Corporation, buildings, improvements and structures, and to rebuild, enlarge, alter or improve any such buildings or structures and to mortgage, sell, lease or

otherwise dispose of the same.

d. To sub-divide, plat and sell real property, or any part thereof, or interest therein, and to zone and regulate the use thereof.

e. To purchase, or otherwise acquire, own, hold, lease, sell, exchange, assign, transfer, mortgage, pledge or otherwise dispose of, and to invest, trade and deal in and with personal property of every kind and description.

f. To acquire by purchase, subscription or otherwise, and to own, hold, sell, negotiate, assign, deal in, exchange, transfer, mortgage, pledge, or otherwise dispose of any shares of capital stock, scrip, bonds, mortgages, securities or evidences of indebtedness issued or created by any other corporation or association, partnership or trust, public or private, and to exercise any and all rights, powers and privileges of ownership, including the right to vote thereon and to designate stockholders of this Corporation to act as officers or directors of any such corporations.

g. To borrow or raise money for any of the purposes of this Corporation, and, 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 or non-negotiable instruments and evidences of indebtedness, and to secure the payment thereof, and of the interest thereon, by mortgage on, or pledge, conveyances 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 otherwise dispose of such securities or other obligations of the Corporation, for its corporate purposes.

h. To enter into, make and carry out contracts of any kind for any lawful purpose, without limit as to amount, with any person, firm, association, corporation, municipality, state or government, or any subdivision, district or department thereof.

i. To purchase or otherwise acquire, hold, sell, pledge, or otherwise dispose of, or to reissue or cancel, any or all the shares of its own stock in the manner and to the extent now or hereafter permitted by the Laws of the State of Idaho.

j. To purchase, take, hold, own, sell, lease, transfer, assign, or otherwise dispose of any personal property, whether for investment, its own use or for others; and to negotiate, purchase, hold and sell mortgages, stocks, bonds and other securities and personal property.

k. To organize, incorporate and reorganize subsidiary corporations for any purpose permitted by law and conducive in furthering the purpose of this Corporation.

l. To do any and all such other acts, things, business or businesses in any manner connected with, or necessary, incidental, convenient or auxilliary to any of the objects heretofore enumerated, calculated, directly or indirectly, to promote the interests of this Corporation; and in carrying on its business, or in furthering its obligations and purposes, to do any and all acts and things and to execute any and all other powers which a natural person could do or execute, and which now, or hereafter, may be authorized by law.

m. The several clauses contained in the statement of purposes shall be construed as both purposes and powers, and the statements contained in each clause shall be in no way limited or restricted by reference to, or inference from, the terms of any other clause, but shall be regarded as independent purposes and powers; and no recitation, or declaration, or enumeration of specific powers or purposes herein enumerated shall be deemed to be exclusive; and it is hereby expressly declared that all other lawful powers, not inconsistent herewith, are hereby included.

n. The Corporation need not carry out or engage in the pursuit of all of the foregoing purposes and powers, but it shall be sufficient if at any time the corporation is engaged in any one or more of such purposes.

ARTICLE III.

The duration of this Corporation shall be perpetual.

ARTICLE IV.

The location and postoffice address of the registered office of this Corporation, and the place where the principle business of this Corporation is to be transacted is Jerome, Jerome County, Idaho.

ARTICLE V.

The total authorized capital stock of this Corporation shall be \$100,000.00, divided into four thousand (4000) shares of common stock of the par value of \$25.00 each. The capital stock of the Corporation, after the amount of the par value has been paid shall not be subject to assessment, and no part of the stock, issued as fully paid, shall be assessable, or be assessed.

ARTICLE VI.

The names and addresses of the incorporators, and the number of shares of stock subscribed by each, are as follows:

<u>NAME</u>	<u>POSTOFFICE ADDRESS</u>	<u>NO. OF SHARES</u>
Charles J. Marshall	Jerome, Idaho	4
Donald E. Soli	Jerome, Idaho	4
John Hosman	Jerome, Idaho	4
W. B. Churchman	Jerome, Idaho	4
W. F. MacKnight	Jerome, Idaho	4
E. D. McCleery	Jerome, Idaho	4
D. A. L'Herisson	Jerome, Idaho	4
John Steile, Jr.	Jerome, Idaho	4
C. E. Harder	Jerome, Idaho	4
Frank M. Rettig	Jerome, Idaho	4
Earl C. Greenawalt	Jerome, Idaho	4
V. E. Cammozzi	Jerome, Idaho	4

ARTICLE VII.

The number of directors of this Corporation shall not be less than seven (7), nor more than fifteen (15) and within such limits the number, qualifications, terms of office, manner of election and powers and duties of directors shall be fixed and may be altered from time to time as may be provided in the By-Laws. The persons named as incorporators shall act in the capacity of Directors until the successors are elected and qualified.

ARTICLE VIII.

The private property of the stockholders of this Corporation shall not be subject to or liable for the payment of the Corporation debts or obligations to any extent whatsoever, and the shares of stock of this Corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying the debts or obligations of the Corporation.

ARTICLE IX.

By-Laws shall be adopted by the incorporators, and when so adopted may thereafter be repealed, amended, or new By-Laws adopted by the Directors by two-thirds vote thereof, or by the share holders in the manner now, or hereafter provided by law. The right is reserved for the Directors to appoint an Executive Committee with power to exercise all of the powers of the Board of Directors. The number of such committee, method of appointment, and procedure governing the actions of such committee to be determined in the By-Laws.

ARTICLE X.

The corporation reserves the right to alter, amend, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by law, and all rights conferred on stockholders are granted subject to this reservation.

IN WITNESS WHEREOF, we have hereunto set our hands at Jerome, Idaho, this 1st day of June, 1959.


Charles J. Marshall  
Donald E. Soli  
Harry L. Loperman  
W. B. Churchman  
W. d. MacCraith  
E. S. McAdams

J. A. L. Harrison  
John Steele Jr.  
C. E. Hardie  
Frank M. Poiry  
Earl C. Greenwald  
Blanczyk

STATE OF IDAHO       )  
                                  SS.  
County of Jerome     )

On this 22 day of June, 1959, before me, the undersigned, a Notary Public in and for said State and County, personally appeared Charles J. Marshall, Donald E. Soli, John Hosman, W. B. Churchman, W. F. MacKnight, E. D. McCleery, D. A. L'Herisson, John Steile, Jr., C. E. Harder, Frank M. Rettig, Earl C. Greenawalt, and V. E. Cammozzi, known to me to be the persons whose names are subscribed to the within and foregoing instrument, and they severally acknowledged to me that they executed the same.

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

  
Notary Public for Idaho  
Residing at: Jerome, Idaho.