

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

ROSEBERRY LABORATORIES, INC.

was filed in the office of the Secretary of State on the **Twelfth** day of **May** A.D. One Thousand Nine Hundred **Sixty-four** and duly recorded on Film No. **128** 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

Helba

in the County of

Canyon.

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 **12th** day of **May**, A.D., 19**64**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
ROESBERY LABORATORIES, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned being natural persons of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated pursuant to the Business Corporation Act of the State of Idaho, do hereby certify as follows:

I.

The name of this corporation is: ROESBERY LABORATORIES, INC.

II.

The purpose for which this corporation is formed are:

(a) To manufacture and sell at wholesale and retail, medicinal, chemical, pharmaceutical and other useful preparations for scientific, medicinal and domestic use.

(b) To establish, maintain and conduct merchandising activities of every kind and nature through which goods, wares and merchandise of every kind and description are bartered, exchanged, sold or dealt in.

(c) To purchase, acquire, own, hold, lease (either as lessor or lessee), sell, exchange, subdivide, mortgage or generally operate any real or personal property of every and any kind or description, within or without the State of Idaho, necessary, suitable or useful in connection with any of the objects or purposes herein set forth.

(d) To construct and erect buildings or structures upon and to improve and maintain any and all real property owned, leased or held by this corporation; and to equip, improve and generally operate any and all personal property owned by this corporation.

(e) To purchase, hold, sell and transfer the shares of its own capital stock; provided, it shall not use its funds or property for the purchase of its own shares of capital stock when such would cause any impairment of its capital; and provided further that the shares of its own capital stock owned by it shall not be voted upon directly or indirectly.

(f) To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or desirable for the furtherance of the business of this corporation, with any persons, firms, corporations, associations, any state, territory, or municipality of the United States or any foreign country, government or body politic.

(g) To acquire, and hold all or any part of the capital stock, assets, or good will of any business, of any person, firm, association or corporation engaged in any business in whole or in part similar to that of this corporation, consistent with the objects and purposes of this corporation, and to hold, utilize and in any manner dispose of the whole or any part of the stock, assets, good will and rights so acquired and to conduct in any lawful manner in whole or in part any business so acquired, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation en-

1 gaged in the business acquired.

2 (h) To borrow money for any purpose of this corporation, without limit
3 as to amount, and to issue bonds, debentures, notes or other evidences or in-
4 debtedness, secured or unsecured, of this corporation for the moneys so borrowed,
5 or in payment for property acquired, or for any other objects or purposes of this
6 corporation, or in connection with its business; to secure payment of such de-
7 benture, notes or other obligations by mortgages or pledges or other liens upon
8 any or all of the property of this corporation wheresoever situated.

9 (i) To carry out all or any part of the foregoing objects, or purposes
10 as principal or agent, or otherwise, either alone or in conjunction with any
11 person, association or other corporation and in any part of the world; and in
12 carrying on its business and for the purpose of attaining or furthering any of
13 its objects or purposes, to make and perform such contracts of any kind and des-
14 cription, to do such acts and such things, and to exercise any and all such
15 power as a natural person could lawfully make, perform, do or exercise, provided
16 that the same be not inconsistent with the objects or purposes of this corpora-
17 tion, or the statutes of the State of Idaho.

18 (j) To conduct its business in all or any of its branches in the State
19 of Idaho, and in any and all other states, territories, possessions, colonies
20 and dependencies of the United States of America and in the District of Columbia,
21 and in any or all foreign countries, and to have one or more offices within or
22 outside of the State of Idaho.

23 (k) The objects as specified herein shall, except as otherwise ex-
24 pressed, be in no way limited or restricted by reference to or inference from
25 the terms of any other clause or paragraph of these Articles. The objects,
26 purpose and powers specified in each of the clauses or paragraphs in these
27 Articles shall be regarded as independent objects, purposes and powers.

28 The foregoing shall be construed as objects and powers and the enumer-
29 ation thereof shall not be held to limit or restrain in any manner the general
30 powers now or hereafter conferred on this corporation by the statutes of the
31 State of Idaho.

32 III.

The period of existence and the duration of the life of this corpora-
tion shall be perpetual.

IV.

The location and postoffice address of the registered office of this
corporation in the State of Idaho shall be Melba, in the County of Canyon,
State of Idaho.

V.

This corporation is authorized to issue one class of shares of its
capital stock to be designated as common stock; the total number of shares of
common stock which this corporation shall be authorized to issue is 250. The
aggregate par value of the capital stock of this corporation shall be \$25,000.00;
and the par value of each of said shares of common stock shall be \$100.00.

VI.

The names and postoffice addresses of each of the incorporators of
this corporation and the number of shares of said common capital stock subscribed
by each of those incorporators are as follows:

1	<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>SHARES SUBSCRIBED</u>
2	Joe E. Roesbery	Route 1, Melba, Idaho	One
3	Gerry L. Roesbery	Route 1, Melba, Idaho	One
4	R. E. Aguilar	P. O. Box 715, Caldwell, Idaho	One

5 Each of the above persons enumerated as incorporators is a natural
6 person over the age of 21 years and is a citizen of the United States of America.

7 VII.

8 The capital stock of this corporation shall be non-assessable; and the
9 private property of the share holders in this corporation shall not be liable
for the debts, obligations or liabilities of this corporation.

10 VIII.

11 A director of this corporation shall not be required to be a holder of
12 any of the shares of the common capital stock of the corporation.

13 IN WITNESS WHEREOF, We, the undersigned, for the purpose of forming
this corporation under the statutes of the State of Idaho, have executed these
Articles of Incorporation this 4th day of May, 1964.

14
15 Joe E. Roesbery
16 Joe E. Roesbery
17
18 Gerry L. Roesbery
19 Gerry L. Roesbery
20
21 R. E. Aguilar
22 R. E. Aguilar
23
24
25
26
27
28
29
30
31
32

GIGRAY & BOYD
ATTORNEYS AT LAW
CALDWELL, IDAHO

1 STATE OF IDAHO)
2 County of Canyon) ss.

3 On this 4th day of May, 1964, before me, the undersigned,
4 a Notary Public in and for said State, personally appeared JOE E. ROESBERY,
5 GERRY L. ROESBERY and R. E. AGUILAR, known to me to be the persons whose names
6 are subscribed to the within instrument and acknowledged to me that they executed
7 the same, and I further certify that each of said persons acknowledged that they
8 were over the age of 21 years and were each citizens of the United States of
9 America.

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

12
13 Wm. F. Gigney, Jr.
14 Notary Public for Idaho
15 Residing at Caldwell, Idaho
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32