

## 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

**GEORGE E. FAIRCHILD, INC.**

was filed in the office of the Secretary of State on the **Fourteenth** day  
of **December,** A.D. One Thousand Nine Hundred **Sixty-four** and  
~~will be~~ duly recorded on ~~film~~ **microfilm** 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  
**Lewiston** in the County of **Ben Foose.**

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 **14th** day of **December**,  
A.D., 19 **64.**

Secretary of State.

ARTICLES OF INCORPORATION

of

GEORGE E. FAIRCHILD, INC.

KNOW ALL MEN BY THESE PRESENTS that we, the undersigned, all of whom are natural persons of full age and citizens of the United States of America, do hereby voluntarily associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we do hereby execute and adopt these Articles of Incorporation in triplicate, certifying as follows:

ARTICLE I.

NAME: The name of said Corporation is and shall be: "GEORGE E. FAIRCHILD, INC."

ARTICLE II.

PURPOSES: The purposes for which said Corporation is formed and organized are:

Anywhere in the United States and its Territories, and in any foreign country with which commerce

is permitted under the laws of the United States, to engage in and carry on any part or all of the following businesses and industries, to-wit:

(1) To import, process, buy, sell, distribute and otherwise deal in munitions and explosives (whether sporting or military), gunpowder of every description, blasting powder or other like substance or thing, and to purchase, manufacture, sell and generally deal in explosives and all materials, substances and things required for or incidental to the manufacture, preparation, adaptation, use or working of explosives, or the packing, storing, firing, carrying, or disposition thereof.

(2) To carry on the trade or business of ammunition importers, exporters, distributors and manufacturers, and to purchase, load and sell directly and through distributorships, and generally deal in cartridges, cartridge cases, detonators, primers, fuses and all other substances and things required for or incidental thereto.

(3) To carry on the business of import and export of general merchandise in all foreign and domestic markets, to act as brokers, commission men, factors and agents, and to establish dealerships for buyers and sellers, both foreign and domestic, trading in general merchandise, equipment, machinery, munitions and wares of every kind and description. To purchase and sell goods that are permitted by the laws of the United States to be

handled in interstate commerce, and world foreign trade.

(4) To manufacture, produce, purchase or otherwise acquire, sell or otherwise dispose of, import, export, distribute, deal in and with, either as principals or agents, goods, wares, merchandise and materials of every kind and description, either now known or hereafter to be discovered or invented.

(5) To do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which this Corporation is organized.

(6) To carry out such purposes, such Corporation shall have the following enumerated powers, which enumerated powers shall not be exclusive, but such Corporation shall have all other lawful powers not inconsistent therewith, to-wit:

(a) To receive, acquire, hold, purchase, dispose of, convey, mortgage and/or lease, real and/or personal property; to dispose of, sell, lease, assign,

transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the Corporation, other than its franchise of being a corporation; and to acquire, purchase, guaranty, hold, mortgage, own, vote, sell, pledge and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidences of indebtedness of other corporations, domestic or foreign.

(b) In the purchase or acquisition of property, business rights or franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount, to incur debt, and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, debentures, obligations, negotiable and transferable instruments, and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust, trust receipt, conditional sale contract, or otherwise.

(c) To use and apply its surplus earnings or accumulated profits to the purchase or acquisition of its own capital stock from time to time, and to such extent and in such manner and upon such terms as its Board of Directors shall determine.

(d) To appoint such officers, employees and agents as the business of the Corporation may require, and to allow them compensation.

(e) To make By-Laws not inconsistent with any existing law for the management of its business and property, the regulation and conduct of its affairs, and the certification and transfer of its stock.

(f) To enter into contracts or obligations of any type or kind essential, necessary or proper to the transaction of its ordinary affairs, or for the purposes of the Corporation.

(g) To invest surplus funds from time to time at the discretion of the Board of Directors of the Corporation.

(h) To have one or more offices and places of business in and out of the State of Idaho, and to acquire, receive, hold, purchase, lease, mortgage, dispose of and/or convey real and/or personal property situate outside as well as inside the State of Idaho.

(i) To do all lawful acts as are necessary and expedient to accomplish the stated purposes of this Corporation.

### ARTICLE III.

DURATION: Said Corporation shall have perpetual existence.

### ARTICLE IV.

LOCATION OF PRINCIPAL OFFICE: The location and post-office address of the principal and registered

office of said Corporation shall be Lewiston, Nez Perce County, State of Idaho.

ARTICLE V.

CAPITAL STOCK: The amount of the capital stock of said Corporation shall be Twenty-five Thousand and no/100 (\$25,000.00) Dollars, divided into two hundred fifty (250) shares, at the par value of One Hundred and no/100 (\$100.00) Dollars per share, with one (1) vote to each share, and all of which shares shall be common shares and non-assessable.

ARTICLE VI.

INCORPORATORS: The name and post-office address of each of the incorporators and a statement of the number of shares subscribed by each, the only class of shares being common shares, are as follows:

|   |         |
|---|---------|
| George E. Fairchild,<br>634 21st Avenue,<br>Lewiston, Idaho | 1 share |
| William R. Pomeroy,<br>820 N Street,<br>Lewiston, Idaho.    | 1 share |
| Jerry V. Smith,<br>1111 Eighth Avenue,<br>Lewiston, Idaho.  | 1 share |

ARTICLE VII.

DIRECTORS: The number, terms of office, manner of election, time and place and manner of calling meetings, and the powers and duties of the Directors, shall be prescribed by the By-Laws. A Director need not be a shareholder of the Corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals at Lewiston, Idaho, this 11th day of December, 1964.


George E. Fairchild (SEAL)  
William R. Pomeroy (SEAL)  
Jerry V. Smith (SEAL)

STATE OF IDAHO,                    )  
  ) ss.  
County of Nez Perce.            )

On this 11th day of December, 1964, before me,  
Al Rosholt, a Notary Public in  
and for the State of Idaho, personally appeared GEORGE E.  
FAIRCHILD, WILLIAM R. POMEROY and JERRY V. SMITH, known  
to me to be all of the persons whose names are subscribed  
to the within and foregoing instrument, and 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 Lewiston,  
therein.