



## Department of State.

### CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

S & W KENNELS, INC.

was filed in the office of the Secretary of State on the fourth day of June A.D., One Thousand Nine Hundred seventy-three and ~~will be~~ ~~duly recorded on film~~ ~~on 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 Boise, Idaho in the County of Ada

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 4th day of June, A.D., 1973 .

Pete T. Cenarrusa  
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION

OF

S & W KENNELS, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all being citizens of the United States, and being of legal age, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and by virtue of the laws of the State of Idaho and for that purpose we do hereby certify as follows:

ARTICLE I

That the name of this corporation shall be: S & W KENNELS, INC.

ARTICLE II

That the term of the existence of this corporation shall be perpetual.

ARTICLE III

That the registered office of this corporation and the principal place for transaction of its business is hereby designated as the City of Boise, County of Ada, State of Idaho.

ARTICLE IV

The objects and purposes for which this corporation is formed are, as principal, agent or otherwise, to do in the State of Idaho and any other state, territory or country, any and every of the things herein set forth to the same extent as natural persons might or could do, but this corporation shall have the authority to perform such acts as are necessary or proper to accomplish its purposes and which are not repugnant to law, in furtherance and not in limitation of the general powers conferred by the laws of the State of Idaho, and we do hereby expressly provide that the corporation

shall have power:

- A. To own, train, board, raise and sell dogs;
- B. To buy, sell, own and manage real property of every kind and character and do all lawful things in regard thereto;
- C. To enter into, make, perform and carry out contracts of every kind, amount and character with any person, firm, association or corporation;
- D. To purchase, own, sell, convey, mortgage, pledge, exchange, acquire by operation of law or otherwise, personal and real property of every kind and character, debts, dues and demands, or choses in action, and each and every kind of personal property, evidence of debts, bonds, stocks of this and other corporations, both public and private, which the corporation may deem necessary and convenient for its business or otherwise, including the purchase and sale of its own common stock which has theretofore been issued to a stockholder;
- E. To borrow and lend money from and to any person, firm, association, and to make, take and execute notes, mortgages, bonds, deeds of trust, debenture bonds or other evidences of indebtedness to secure payment thereof or by any other lawful manner or means, and to take and receive notes, bonds, mortgages, deeds of trust, or any evidence of indebtedness to secure payment thereof or by any other lawful manner or means, and to take and receive notes, bonds, mortgages, deeds of trust, or any evidence of indebtedness for the use and benefit of said corporation or otherwise;
- F. To own, hold, lease or sublet, or to conduct on its own account or for any person, firm, association or corporation, all and every kind of merchandise, business or pursuit, necessary or proper to carry on an account of the business of said corporation;
- G. To build, repair, reconstruct, locate or relocate any and all necessary buildings of any kind or character and at any place

proper or convenient to carry on any or all of the business of said corporation;

H. To also have, in addition to said foregoing powers, all authority, powers and rights granted by the laws of the State of Idaho and any amendments thereof;

I. To enter into any sort of partnership with any person, corporate or otherwise, and to guarantee the contract, debt, obligation or liability of any person, corporate or otherwise;

J. To do and perform every act and thing necessary to carry out the above enumerated purposes, or which may be calculated, directly or indirectly, to advance the interests of the company, or to enhance the value of its stock, holdings and property of every kind and character.

#### ARTICLE V

The number of Directors of this corporation shall be four; provided, however, that the number of Directors can be changed by a majority vote of the Shareholders at any annual meeting thereof, but in no event shall there be less than three Directors.

#### ARTICLE VI

The total number of shares of stock which the corporation shall have the authority to issue shall be Five Thousand (5,000) shares of common stock of the par value of One Dollar (\$1.00) per share, the only capitalization of this corporation, for a total capitalization of Five Thousand Dollars (\$5,000.00). Each share of common stock shall have the same rights, privileges and voting powers and the same shall be fully paid and non-assessable. Said shares shall have preemptive rights.

In all elections for Directors of this corporation, every Shareholder shall have the right to vote in person or by proxy for the number of shares of stock owned by him for as many persons as

are Directors to be elected or to cumulate his said shares and give any one candidate as many votes as the number of Directors multiplied by the number of his shares of stock shall equal, or to distribute them on the same principle among as many candidates as he shall think fit, and such Directors shall not be elected in any other manner.

#### ARTICLE VII

The amount of common stock actually subscribed is four (4) shares by the persons whose names, post office addresses and amounts subscribed are herein set forth:

<u>Name</u>	<u>Address</u>	<u>Number of Shares</u>
Timothy J. Sullivan	2507 North Curtis Road Boise, Idaho 83704	One
Sharon J. Sullivan	2507 North Curtis Road Boise, Idaho 83704	One
David W. Walker	Route #5 Cedarwood Drive Boise, Idaho 83705	One
Joy P. Walker	Route #5 Cedarwood Drive Boise, Idaho 83705	One

#### ARTICLE VIII

The private property of the Shareholders of the corporation shall not be subject to any payment of corporate debts to any extent whatever, except every Shareholder is individually and personally liable for the debts and liabilities of the corporation to the full amount unpaid upon any subscription to shares of stock made by him as provided in Section 30-124, Idaho Code, Annotated, and as such may be amended.

#### ARTICLE IX

The corporation reserves the right to amend, endorse, or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law, by a majority vote of

the Shareholders represented in person or by proxy at any annual meeting of the Shareholders or at any special meeting duly called for that purpose, excepting only where the laws of the State of Idaho otherwise provide.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 1<sup>st</sup> day of June, 1973.

Timothy J. Sullivan  
TIMOTHY J. SULLIVAN

Sharon J. Sullivan  
SHARON J. SULLIVAN

David W. Walker  
DAVID W. WALKER

Joy P. Walker  
JOY P. WALKER

STATE OF IDAHO                    )  
County of Ada                    ) ss.

On this 1<sup>st</sup> day of June, 1973, before me, a Notary Public in and for said State, personally appeared TIMOTHY J. SULLIVAN, SHARON J. SULLIVAN, DAVID W. WALKER and JOY P. WALKER, 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 affixed my official seal, the day and year in this certificate first above written.

[Signature]  
Notary Public for Idaho  
Residing at Boise, Idaho