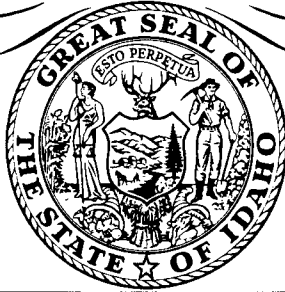


# State of Idaho



## Department of State.

### CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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

#### GUARANTY WAREHOUSE CORPORATION

a corporation duly organized and existing under the laws of **Arizona** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **3rd** day of **May** **1965**, a properly authenticated copy of its articles of incorporation, and on the **3rd** day of **May** **1965**, a designation of **Edward L. Benoit** in the County of **Twin Falls** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **3rd** day of **May**, A.D. **1965**.

Secretary of State.

# STATE OF ARIZONA

## Corporation Commission



*To all to Whom these Presents shall Come, Greeting:*

I, GEORGE S. LIVERMORE, SECRETARY OF THE ARIZONA  
CORPORATION COMMISSION, DO HEREBY CERTIFY THAT the annexed is a true and  
complete copy of the ARTICLES OF INCORPORATION  
of  
GUARANTY WAREHOUSE CORPORATION

which were filed in the office of the Arizona Corporation Commission  
on the 16th day of December, 1964, as provided by law.

**IN WITNESS WHEREOF,** I HAVE HEREUNTO

SET MY HAND AND AFFIXED THE OFFICIAL SEAL  
OF THE ARIZONA CORPORATION COMMISSION, AT  
THE CAPITOL, IN THE CITY OF PHOENIX, THIS 22nd  
DAY OF April A. D. 1965

BY

SECRETARY,

ARTICLES OF INCORPORATION  
OF  
GUARANTY WAREHOUSE CORPORATION

I

Name. The name of this corporation shall be Guaranty Warehouse Corporation.

II

Principal Place of Business. The principal place of business of the corporation shall be Phoenix, Maricopa County, Arizona, but the corporation may conduct business, establish offices, and hold stockholders' and directors' meetings at any point throughout the world.

III

General Nature of Business. The general nature of the business to be transacted by the corporation and the objects and purposes for which the corporation is established shall be and are to carry on: a general warehouse business in all of its aspects; the business of furnishing management and other services to public warehouses, field warehouses, public warehouse companies, field warehouse companies, other companies and individuals; the business of owning, leasing, operating and maintaining warehouses including but not limited to, public, private and field warehouses and the storing for hire of movable property, commodities, personal property and goods of every type, kind and character, to make charges therefor and to issue warrants or warehouse receipts thereon, for borrowing or non-borrowing purposes; the business of lending money upon the security of stored property; the business of packing, crating and preparing goods, wares and merchandise for shipment or storage and, the business of maintaining factories and shops for the making of the materials used therefor; the business of buying, owning, operating, leasing (both as Lessor and lessee), managing, improving, selling and otherwise dealing in real and personal property of every kind and character, including every character of interest in each; the business of building, constructing, reconstructing, remodeling, tearing down, buying, owning, holding, operating (whether or not as a public or private utility), leasing (both as lessor and lessee), managing and otherwise dealing in and with, for its own account, as agent, trustee, guardian, executor, administrator, fiduciary or contractor, in combination or cooperation with others, and in any other capacity and manner whatsoever, buildings, structures, bridges, highways, roads, streets, alleys, sidewalks, curbs, gutters, viaducts, aqueducts, canals, ditches, laterals, pipelines, sewers, wells, pumps, gas lines, power lines, water lines, water systems, sewerage systems, railroad systems, tracks, trackages, terminals, docks, air fields, and any appurtenance to any of the foregoing, and any related or similar thing whatsoever of every

kind and character whether or not enumerated.

Powers. In furtherance and not in limitation of the general powers conferred by the laws of the State of Arizona, and in furtherance and not in limitation of the objects and purposes herein set forth, this corporation shall have and exercise all powers necessary for, incidental to, or desirable, useful or convenient for carrying out each and all of the aforesaid objects and purposes (including implied objects and purposes), which said powers shall include but not be limited to the following:

(a) To do any and all things herein set forth as objects, purposes, powers or otherwise, either alone, as an agent, as principal through agency of others, by contract with any person, firm, association, partnership or corporation, as a joint adventurer, or in any other manner whatsoever;

(b) To have one or more offices and conduct business in any state, territory, district or colony of the United States or any foreign country;

(c) To grant franchises, rights and privileges to any person, corporation, association, trust partnership, persons, corporations, associations, trusts, or partnerships with respect to the conduct of any business activity which it could then lawfully conduct;

(d) To acquire or to acquire rights in or to all or any part of the good will, rights, assets, business or property of, or to assume, pay, compromise or discharge all or any part of the liabilities of any person, firm, association, partnership, joint venture, corporation or other business entity; to pay for the same in cash, stock, bonds, debentures or notes of this corporation or otherwise; to hold, operate, carry on, improve, add to or dispose of the whole or any part of any assets or business so acquired, and to exercise all powers necessary, desirable or convenient in and about the conduct and management of such business;

(e) To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limits as to amount;

(f) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of stock of, or any bonds, securities or other evidences of indebtedness issued or created by any other corporation of any state, nation or government and while the owner of or any interest in said stock or

1 securities to exercise all of the rights, powers and  
2 privileges of ownership, including the right to vote  
thereon, to the same extent that a natural person  
might or could do;

3 (g) To borrow money and to issue its notes, bonds,  
4 debentures or other evidences of indebtedness and to  
5 secure the same by mortgage or otherwise upon any of  
its real, mixed or personal property;

6 (h) To lend money upon such security as it shall  
7 determine or without security; to acquire any sort or  
8 character of property by foreclosure, seizure or other-  
9 wise and to deal with the same as a natural person might  
10 or could do: to purchase, acquire, hold, deal in, fore-  
close, lend money on and own commercial paper, notes,  
chattels and realty mortgages, pledges, conditional sales  
contracts, agreements of sale and other security, equit-  
able interests and property of every kind and character;

11 (i) To apply for, obtain, register, purchase,  
12 lease or otherwise acquire any concessions, rights,  
options, patents, privileges, patent rights and priv-  
13 ileges, inventions, improvements and processes, copy-  
rights, trade-marks and trade names, or any right,  
14 option or contract in relation thereto, and to perform,  
carry out and fulfill the terms and conditions thereof,  
and to develop, maintain, lease, sell, transfer, dispose  
15 of, and otherwise deal with the same;

16 (j) To carry on a business in its own name, in  
17 any one or more assumed business names, or through any  
partially or wholly owned corporation;

18 (k) To sue and be sued in its own name or in any  
assumed business name used by it;

19 (l) To act as an incorporator of subsidiary cor-  
20 porations formed to carry out any part of its objects,  
purposes and functions, and to act as a partner, general,  
21 special or limited, and as a joint adventurer;

22 (m) To act as agent, trustee, guardian, executor,  
23 administrator, broker or in any other representative  
or fiduciary capacity, with or without revealing such  
24 relationship; to accept and execute trusts, whether  
created by will, grant or order of any court, and re-  
25 gardless of the type or character of the fiduciary re-  
lationship or the character or type of assets held or  
to be held by it as such fiduciary; and to carry out all  
26 responsibilities upon it imposed by the instrument or

1 order creating the relationship, including the exercise  
2 of powers not specifically or by implication herein set  
3 forth;

4 (n) To place insurance of every kind or character,  
5 to act as agent, local, special and general, for insurers  
6 of every kind and type, and for insureds, to adjust,  
7 compromise, settle and otherwise to deal in and with in-  
8 surance claims of every kind and character;

9 (o) To do any and all acts and things and exercise  
10 any and all other powers which a copartnership or natural  
11 person could do and exercise and to have and to exercise  
12 all rights and privileges now or hereafter belonging to  
13 or conferred upon corporations;

14 (p) To do any and all acts and things, and to have  
15 and to exercise any and all other and further powers  
16 which a co-partnership or natural person could do or  
17 exercise; to have and to exercise any and all other and  
18 further powers now or hereafter belonging to or conferred  
19 upon corporations; to have and to exercise any and all  
20 other and further powers necessary, convenient, incidental,  
21 desirable or useful in any manner whatsoever in the exer-  
22 cise of the powers herein set forth, or in carrying out  
23 the objects and purposes hereinabove set forth; and all  
24 of the foregoing powers, whether herein specifically  
25 set out or contained by implication (and the enumeration  
26 herein contained shall not be deemed in any manner what-  
soever to be exclusive, but shall be deemed to include  
all other and further powers in any manner whatsoever  
related to, growing out of, similar to, connected with  
or standing in the same category as any of the powers  
herein set out or herein included by implication) shall  
be in furtherance of and not in limitation of the general  
corporate powers conferred by the laws of the State of  
Arizona.

#### IV

21 Capital Stock. The authorized capital stock of the corpora-  
22 tion shall be \$10,000,000, divided into 10,000,000 shares of  
23 common stock of a par value of \$1.00 per share. All stock shall  
24 be paid for at such times and upon such conditions as the Board  
25 of Directors may from time to time determine, but at all events  
26 before the issuance of a certificate therefor. All or any portion  
of the capital stock may be issued in payment for real or personal  
property or any other right or thing of value, and when so issued  
shall be and become fully paid, the same as if paid for in cash.  
The Board of Directors shall be the sole judge of value of any  
property, right or thing acquired by the corporation in exchange

1 for capital stock. In the discretion of the Board of Directors,  
2 fractional shares may be issued. Said capital stock is hereby  
3 made and shall forever remain non-assessable. Said stock shall  
4 be disposed of in the discretion of the Board of Directors as  
5 said Board may deem proper, and its discretion shall be final  
and binding, except that the holders from time to time of the  
common stock initially authorized to be issued at the organiza-  
tion meeting of the corporation shall have pre-emptive rights as  
to the remainder of the common stock then or thereafter author-  
ized to be issued.

6 V

7 Incorporators. The names, residences and post office ad-  
8 dresses of the incorporators are A. Gordon Olsen, 146 West  
9 Frier Drive, Phoenix, Arizona; and Thomas A. Latta, 6125 Calle  
Camelia, Scottsdale, Arizona.

10 VI

11 Time of Commencement. The time of the commencement of this  
12 corporation shall be the day these Articles are filed and re-  
13 corded and the termination thereof shall be twenty-five years  
14 thereafter, with the privilege of renewal as provided by law, so  
as to achieve perpetual succession.

15 VII

16 Conduct of Affairs. The affairs of this corporation shall  
17 be conducted by a Board of Directors and such officers as the  
18 said directors may from time to time appoint. The number of di-  
19 rectors shall be fixed by the By-Laws, but such number shall be  
20 not smaller than the minimum required by law nor greater than the  
21 maximum permitted by law. The directors shall be elected by the  
22 stockholders at the annual meeting of the corporation to be held  
23 on the first Tuesday in May of each year, or on the next succeed-  
24 ing business day if such day be a holiday. Directors shall hold  
25 office for such terms and shall be elected in such manner as shall  
26 be designated by the By-Laws. Directors need not be stockholders.  
The Board of Directors shall have power to increase the size of  
the Board of Directors, to fill vacancies resulting from death,  
resignation or inability to serve, and (so long as no director is  
thereby removed from office prior to the expiration of his term)  
to reduce the size of the Board of Directors. The failure of the  
Board of Directors to fill vacancies in their own number shall  
not operate to reduce the size of the Board of Directors, but the  
directors actually in office shall at any time constitute the  
Board of Directors, provided, however, that should the number of  
directors actually in office fall below two, the remaining direc-  
tor shall be without power to take any action except to fill one  
vacancy. The Board of Directors shall have the power to adopt,

1 amend and rescind the By-Laws and in the By-Laws may designate  
2 the titles of the officers of the corporation. One individual  
3 may hold more than one office, and any office may be left un-  
4 filled. The Board of Directors shall appoint and remove the of-  
5 ficers of the corporation, and, unless a fixed term be specified  
6 in an employment contract approved by the stockholders, no offi-  
7 cer shall serve otherwise than at the pleasure of the Board of  
8 Directors.

9 VIII

10 Indebtedness. The highest amount of indebtedness or liabil-  
11 ity, direct or contingent, to which the corporation may at any  
12 time subject itself is \$6,666,666.

13 IX

14 Exemption of Private Property. The private property of the  
15 incorporators, stockholders, directors and officers of the cor-  
16 poration shall be forever exempt from its debts and obligations.

17 X

18 Statutory Agent. A. Gordon Olsen, whose address is Lewis  
19 Roca Scoville Beauchamp & Linton, Title & Trust Building, Phoenix,  
20 Arizona, a bona fide resident of the State of Arizona for a per-  
21 iod of three years immediately preceding the date hereof, is  
22 hereby appointed the agent of the corporation, upon whom all  
23 notices and processes, including service of summons, may be  
24 served, and the service upon such agent shall be lawful, personal  
25 service upon the corporation. This appointment may be revoked  
26 at any time by the filing of an appointment of another agent as  
provided by law.

IN WITNESS WHEREOF the undersigned incorporators have here-  
unto set their hands as of the 15th day of December, 1964.

/s/ A. Gordon Olsen  
A. Gordon Olsen

/s/ Thomas A. Latta  
Thomas A. Latta



1 STATE OF ARIZONA }  
2 County of Maricopa } ss.

3 On this, the 15th day of December, 1964, before me, the  
4 undersigned officer, personally appeared A. Gordon Olsen, known  
5 to me to be the person whose name is subscribed to the within in-  
strument and acknowledged that he executed the same for the purpose  
therein contained.

6 IN WITNESS WHEREOF I hereunto set my hand and official seal.

7  
8 /s/ Geraldine L. Short  
Notary Public

9 My Commission Expires:  
10 November 16, 1966

11  
12 STATE OF ARIZONA }  
13 County of Maricopa } ss.

14  
15 On this, the 15th day of December, 1964, before me, the  
16 undersigned officer, personally appeared Thomas A. Latta, known  
17 to me to be the person whose name is subscribed to the within  
instrument and acknowledged that he executed the same for the pur-  
pose therein contained.

18 IN WITNESS WHEREOF I hereunto set my hand and official seal.

19  
20 /s/ Geraldine L. Short  
Notary Public

21 My Commission Expires:  
22 November 16, 1966

23  
24  
25  
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