

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

IDAHO GAS CO. HAILEY,

a corporation duly organized and existing under the laws of **California** 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 **twenty-ninth** day of **April** 19 **60**, a properly authenticated copy of its articles of incorporation, and on the **29th** day of **April** 19**60**, a designation of **J. L. Eberle** in the County of **Ada** 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 **29th** day of **April**, A.D. 19**60**.

Secretary of State.

STATE OF CALIFORNIA



DEPARTMENT OF STATE

To all whom these presents shall come, Greetings:

I, FRANK M. JORDAN, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the RECORD on file in my office, of which it purports to be a copy, and that the same is full, true and correct.

In testimony whereof, I, FRANK M. JORDAN, Secretary of State, have hereunto caused the Great Seal of the State of California to be affixed and my name subscribed, at the City of Sacramento, in the State of California,

this 22nd day of April, 1960

Frank M. Jordan
Secretary of State

By *Walter C. Butler*
Assistant Secretary of State



ARTICLES OF INCORPORATION

OF

IDAHO GAS CO. HAILEY

FILED
In the Office of the Secretary of State
of the State of California

APR 19 1960
JORDAN, Secretary of State
E. Ralph S. Marting
Deputy

One: The name of this corporation is **IDAHO GAS CO. HAILEY.**

Two: The purposes for which this corporation is formed are:

(a) To engage in the business of distributing liquid gases and to buy, sell and store liquid gases of all kinds and to buy, sell, store, repair, service and deal in liquid gas appliances and all parts and accessories thereof, said business being the business in which the corporation is primarily to engage and to carry on any trade or business incidental thereto or connected therewith.

(b) To acquire by purchase, lease or otherwise, real property of any and every description and leasehold estates and other interests therein; to construct improvements upon lands owned by this corporation or held under leasehold or otherwise.

(c) To own, operate, maintain, manage, equip, improve, repair, alter and otherwise deal with, use and enjoy, to invest, design, develop, assemble, build, construct, fabricate, manufacture, buy, import, lease as lessee and otherwise acquire, to mortgage, deed in trust, pledge and otherwise encumber, and to sell, export, lease as lessor and otherwise dispose of goods, wares, merchandise and personal property of every sort, nature and description.

(d) To buy, sell and deal in securities of every description, including mortgages, bonds, debentures, promissory notes, commercial paper and securities of other classes; to buy,

sell and generally deal in shares and bonds of other corporations, to exchange shares or bonds, or either or both issued by this corporation for shares, bonds or other securities issued by other corporations, or for real or personal property of any kind.

(e) To engage generally in the business of financing any lawful enterprise in any lawful way.

(f) To enter into contracts of partnership or joint venture and to enter into, make, perform and carry out contracts otherwise of every kind for any lawful purpose without limit as to amount, with any person, firm, association or corporation, municipality, county, parish, state, territory, government or other municipal or governmental subdivision.

(g) To act as agent, factor or broker in the purchase, sale or lease of lands or property of any kind; to act as agent or broker in negotiating loans, placing bond issues, promoting and financing the construction of improvements of any description, and in selling or purchasing corporate shares, bonds, debentures or other securities.

(h) To borrow money; to issue bonds, notes, debentures, or other obligations of this corporation from time to time for any of the objects or purposes of this corporation, and to secure the same by mortgage, pledge, deed of trust or otherwise, or to issue the same unsecured.

(i) To lend money; to purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge or otherwise dispose of and deal in shares, bonds, notes, debentures or other securities or evidences of indebtedness of any other person, corporation or association, whether domestic or foreign and whether now or hereafter organized or existing; and while the holder thereof to exercise all the rights, powers and privileges of

ownership, including the right to vote thereon to the same extent as a natural person might or could do.

(j) To carry on any business whatsoever which this corporation may deem proper or convenient in connection with any of the foregoing purposes otherwise, or which may be calculated directly or indirectly to promote the interests of this corporation or to enhance the value of its property or business; to conduct its business in this State, in other States, in the District of Columbia, in the territories and colonies of the United States and in foreign countries; and to hold, purchase, mortgage and convey real and personal property, either in or out of the State of California, and to have and to exercise all the powers conferred by the laws of California upon corporations formed under the laws pursuant to and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers and the purposes and powers stated in each clause shall, except where otherwise expressed, be in nowise limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes.

Three: The County in the State of California where the principal office for the transaction of business of this corporation is to be located is Sacramento.

Four: This corporation is authorized to issue only one class of shares of stock; the total number of shares which this corporation shall have authority to issue is **fifteen thousand (15,000)** ; the aggregate par value of such shares shall be **One Hundred Fifty Thousand Dollars (\$150,000.00)** and the par value of each of such shares shall be **Ten Dollars (\$10.00)**.

Five: No distinction shall exist between the shares of the corporation or the holders thereof.

Six: (a) The number of directors of this corporation shall be **three (3)**.

(b) The names and addresses of the persons who are appointed to act as the first directors of this corporation are:

<u>Name</u>	<u>Address</u>
A. M. MERZ	Sacramento, California
HELEN HALL	Sacramento, California
M. FIELDS	Sacramento, California

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of California, we, the undersigned, constituting the incorporators of this corporation, including the persons named hereinabove as the first directors of this corporation, have executed these Articles of Incorporation this 19th day of April, 1960.

(A. M. Merz)

(Helen Hall)

(M. Fields)

STATE OF CALIFORNIA)
COUNTY OF SACRAMENTO) ss:

On this 19th day of April, 1960, before me, RUTH NORRIS
a Notary Public in and for said County and State, residing therein,
duly commissioned and sworn, personally appeared A. M. MERZ, HELEN
HALL and M. FIELDS
known to me
to be the persons whose names are subscribed to the foregoing
Articles of Incorporation, 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.

(Notarial
Seal)

Ruth Norris
RUTH NORRIS
Notary Public in and for the County
of Sacramento, State of California.