

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

W. H. FERWALT, INC.

was filed in the office of the Secretary of State on the

Eighteenth day

of **June**, A.D. One Thousand Nine Hundred

Sixty-five and

~~will be~~ 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

Lapwai

in the County of

Nez Perce.

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 **18th** day of **June**,
A.D., 19 **65**.

ARNOLD WILLIAMS
Secretary of State

By Deputy Secretary of State.

ARTICLES OF INCORPORATION

OF

W. H. FERWALT, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, W. H. FERWALT, BETTY JO FERWALT and JOHN BLEWETT, each being a natural person of full age, and a citizen of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify as follows:

FIRST

That the corporate name of this corporation shall be:

W. H. FERWALT, INC.

SECOND

That the purposes and objects for which said corporation is formed are as follows:

- (a) To manufacture, produce, assemble, fabricate, import, lease, or purchase or otherwise acquire electronic systems, equipment and components and electrical apparatus and equipment of all kinds and descriptions and related and similar devices and equipment and any and all products, machinery, equipment and supplies used or useful in connection therewith.
- (b) To sell, pledge, mortgage, exchange, export, distribute, lease, assign and otherwise dispose of, and generally to trade in and deal with, as principal or agent, at wholesale, retail, on commission or otherwise, electronic systems, equipment and components and electrical apparatus and equipment of all kinds and descriptions and related and similar devices and equipment and any and all products, machinery, equipment and supplies used or useful in connection therewith.
- (c) To invest in, own, hold, use, license the use of, install, handle, maintain, service or repair

electronic systems, equipment and components and electrical apparatus and equipment of all kinds and descriptions and related and similar devices and equipment and any and all products, machinery, equipment and supplies used or useful in connection therewith.

- (d) To purchase, lease or otherwise acquire in whole or in part, the business, assets, good will, rights, franchises and property of every kind and to take over the whole or any part of such assets and/or the liabilities of any firm, person, association or corporation engaged in or having authority to engage in the same general type of business, authorized to be conducted by this corporation, or owning property, either real or personal, necessary or suitable for its purposes, and to pay for the same in cash, or in the stocks and bonds of this corporation, or otherwise; and to hold or in any manner dispose of the whole or any part of the business or property so acquired, and to exercise all the powers necessary or incidental to the carrying on of such business.
- (e) To acquire, buy, own, hold, sell, exchange, let or lease such personal property and real property as may be necessary or incidental to the carrying on of the business of the corporation.
- (f) To build any or all buildings, structures, or apparatus as shall be necessary or convenient for the conduct of the business of the corporation or to acquire the same by purchase, lease or otherwise.
- (g) To purchase or otherwise acquire, own, hold, mortgage, pledge, sell, assign, transfer or otherwise dispose of shares of capital stock of this corporation.
- (h) To enter into any contract, pension trust, cooperative agreement or profit sharing plan with its officers and/or employees which the corporation may deem advantageous or expedient or to otherwise reward to pay such persons for their services as the directors of the corporation may deem fit.
- (i) To borrow money for the purposes of this corporation, and to issue bonds, notes, or debentures or other evidences of the indebtedness therefor and to secure the same by mortgage or pledge of personal property, including the income of the corporation, or by mortgage of real or personal property, executed in trust or otherwise.
- (j) To exercise generally the powers customarily exercised by business corporation and particularly the powers provided by the laws of the State of Idaho, referring especially to §30-114, Idaho Code.

(k) To carry on any other business, or to do anything in connection with the objects and purposes above mentioned that may be necessary or proper to accomplish successfully or promote the said objects and purposes.

The foregoing clauses, by reason of the specific enumeration of the powers, shall not be held to restrict the power of the corporation to do any of the things within the purview of its general purposes.

THIRD

That this corporation shall have perpetual existence.

FOURTH

That the number of directors of this corporation shall be three (3), and that it shall not be necessary that any or all of said directors be a shareholder in this corporation.

FIFTH

That the location and post office address of the registered office of this corporation in the State of Idaho and its principal place of business, shall be at Lapwai, Nez Perce County, Idaho.

SIXTH

That the capital stock of this corporation shall consist of 2500 shares of common stock having a par value of \$10.00 per share and an aggregate par value of \$25,000.00; each of such shares shall be nonassessable when fully paid for.

The capital stock of this corporation shall not be devided into classes, but shall consist only of one class, that being common stock; each share of stock shall be entitled to one (1) vote in all matters wherein the shareholders of this corporation shall be entitled to vote, and each share shall be in all respects equal to every other share.

The capital stock of this corporation shall not be transferred on the books of the corporation to any person or persons not a stockholder of this corporation without the written consent of all of the stockholders unless such capital stock shall first be offered for sale to the corporation and in the event not so purchased by the corporation, then to each of the other common stockholders of the corporation on a prorata basis at a price and upon such terms as can be obtained from a third party. The by-laws of the corporation shall prescribe the rules and regulations as to the formalities and procedures to be followed in effecting the transfer of common stock to anyone other than a common stockholder of this corporation.

SEVENTH

That the name and post office address of each of the incorporators and the number of shares of the capital stock of this corporation described in the preceding paragraphs subscribed to by each is as follows:

| <u>Name</u> | <u>Address</u> | <u>Shares</u> |
|------------------|-----------------|---------------|
| W. H. Ferwalt | Lapwai, Idaho | 1 |
| Betty Jo Ferwalt | Lapwai, Idaho | 1 |
| John Blewett | Culdesac, Idaho | 1 |

EIGHTH

That the right and power to repeal, alter, rescind and amend the by-laws of this corporation and to adopt new by-laws is hereby expressly conferred upon the Board of Directors of this corporation as provided in §30-132 (7) Idaho Code.

WITNESS our hands this 16th day of June, 1965.

W. H. Ferwalt
W. H. FERWALT

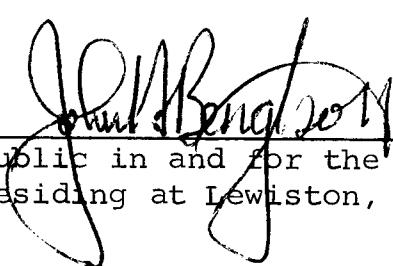
Betty Jo Ferwalt
BETTY JO FERWALT

John Blewett
JOHN BLEWETT

STATE OF I D A H O)
)
County of Nez Perce) ss.

On this 16th day of June, 1965, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared W. H. FERWALT, BETTY JO FERWALT and JOHN BLEWETT, 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 first above written.



Notary Public in and for the State of
Idaho, residing at Lewiston, therein.