

# State of Idaho



## 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

**RIGGINS MERC, INC.**

was filed in the office of the Secretary of State on the **Twenty-first** day of **January**, A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **122** 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

**Riggins**

in the County of

**Idaho**

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 **21st** day of **January**, A.D., 19 **63**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

RIGGINS MERC, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, GUS CARLSON, OPAL CARLSON, AND GUY CARLSON, each being a natural person of full age, and a citizen of the United States of America, have voluntarily and do hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we do hereby certify, declare and adopt the following articles of incorporation.

I.

The name of this corporation shall be RIGGINS MERC, INC.

II.

The period of existence and duration of the life of this corporation shall be perpetual.

III.

The location of the registered office of this corporation shall be Riggins, County of Idaho, State of Idaho, and the address of the registered office of this corporation shall be Riggins, Idaho.

IV.

The nature of the business and the objects and purposes to be transacted, promoted and carried on are to do any or all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, viz.:

To do a general merchandise business at wholesale and retail and to buy, sell, and deal in, at wholesale and retail, coffee, groceries, and foods of all kinds and their by-products; to own, operate, run and manage a store, and to own and slant or lease real estate, buildings, structures, and all necessary machinery

1 and appliances for running and operating a general merchandise  
2 business for the purpose of selling, manufacturing, packaging, and  
3 perserving foods of all kinds and their by-products.

4 To operate a business of buying, selling and dealing in meats  
5 for human consumption, both alive and dressed, retail and wholesale,  
6 slaughtering meat animals for human consumption, processing, dress-  
7 ing, curing, smoking, and preparing all kinds of meat for sale,  
8 distrubuting the same; to establish a market house, wherein fresh  
9 meats, and salt meats of all kinds are sold, and where game, poultry  
10 and the like are sold, and where there are sold vegetables of all  
11 kinds, fresh, canned, fruits of all kinds, fresh, dried, canned, all  
12 such things of the like character, as are generally sold in market  
13 houses, and offered for sale by market people, butchers, dealers,  
14 and the like.

15  
16 To buy, sell, trade, manufacture, deal in, deal with goods,  
17 wares, merchandise of every kinds and nature, and to carry on such  
18 business, wholesalers, retailers, importers, exporters; to acquire  
19 all such merchandise, supplies, materials, and other articals as  
20 shall be necessary or incidental to all such business; to hold,  
21 acquire, mortgage lease, and convey real and personal property in  
22 any part of the world, so far as necessary or expedient in con-  
23 ducting the business of the corporation; to have any and all powers  
24 above and set forth as fully as natural persons, whether as  
25 principals, agents, trustees, or otherwise.

26  
27 To engage in the business of conducting and operating retail  
28 stores and outlets for the sale of yardage, notions, dry goods, and  
29 similar articles.

30  
31 To engage in and operate a general hardware and merchantile  
32 business, and to deal in, buy, and sell general hardware, electrical  
and gas appliances, housewares, toys, general merchandise including

1 paints and painting supplies, but not excluding any other article  
2 of merchandise sometimes delt in by hardware establishments.

3 To conduct the business of filling and service station, which  
4 business shall include the dealing is gasoline and all the pet-  
5 roleum products; all kinds of oils and products used for motor  
6 fuel and lubrication; all matters of accessories and appliances  
7 be used on motor vehicles of every description, and other articles  
8 and items of interest useful to or desirable for patrons of such  
9 a filling station; the washing, polishing and storing of motor  
10 vehicles; and such in other business as is usual, proper, necessary  
11 in such enterprise.  
12

13 To acquire by lease, purchase, gift, devise, contract, con-  
14 cession, or otherwise, and to hold, own, develop, explore, exploit,  
15 improve, operate, lease, enjoy, control, manage, or otherwise turn  
16 to accounts, mortgage, grant, sell, exchange, convey, or otherwise  
17 dispose of, ~~wherever~~ situated, within or without the State of Idaho,  
18 any and all real estate, lands, options, concessions, grants, land  
19 patents, franchises, rights, privileges, easements, tenements,  
20 estates, hereditaments, interests, and properties of every kind,  
21 nature and description whatsoever.  
22

23 To purchase real estate, make and purchase materials for the  
24 construction of buildings; to erect buildings; to own, manage, oper-  
25 ate, lease and sell buildings; to conduct and carry on the business  
26 of builders and contractors for the purpose of building, erecting,  
27 altering, repairing or doing any other work in connection with any  
28 and all classes of buildings, structures, and improvements, of every  
29 kind and nature whatsoever; also, to buy or otherwise acquire real  
30 estate, and to subdivide, plat and sell the same, and generally to  
31 buy, sell and deal in real and personal property of every kind and  
32 description, and to own, hold, improve, develop and manage any

1 real estate or personal property and to erect and cause to be  
2 erected on any lands owned, held or occupied by the corporation,  
3 buildings or other structures with their appurtenances and to  
4 mortgage, sell, lease or otherwise dispose of any lands or interests  
5 in lands and in any buildings or other structures at any time owned  
6 or held by the corporation; to conduct a general brokerage, agency  
7 and commission business for others in the purchase, sale and  
8 management of real estate for others and the negotiation of loans  
9 thereon; in general, to conduct a general building and construction  
10 business and a general real estate business.

12 To manufacture, purchase, or otherwise acquire, hold, own, sell,  
13 assign, transfer, lease, exchange, invest in, mortgage, pledge, or  
14 otherwise encumber or dispose of and generally deal and trade in  
15 and with, both within and without the State of Idaho, and in any  
16 part of the world, goods, wares, merchandise, and property of every  
17 kind, nature and description.

19 To enter into, make and perform contracts of every kind and  
20 description with any person, firm, association or corporation, muni-  
21 cipality, body politics, country, territory, state, government or  
22 colony or dependency thereof.

23 To acquire, and to make payment thereafter in cash or the stock  
24 or bonds of the corporation, or by undertaking or assuming the  
25 obligations and liabilities of the transferor, or in any other way,  
26 the good will, rights and property, the whole or any part of the  
27 assets, tangible or intangible, and to undertake or assume the  
28 liabilities of, any person, firm, association or corporation, to  
29 hold or in any manner dispose of the whole or any part of the pro-  
30 perty so purchased; to conduct in any lawful manner the whole or any  
31 part of the business so acquired and to exercise all of the powers  
32

1 necessary or convenient for the conduct and management thereof.

2 To adopt, apply for, obtain, register, produce, take purchase,  
3 exchange, lease, hire, acquire, secure, own, hold, use, operate,  
4 contract, or negotiate for, take licenses or other rights in respect  
5 of, sell, transfer, grant licenses and rights in respect of, manu-  
6 facture under, introduce, sell, assign, collect the royalties on,  
7 mortgage, pledge, create liens upon, or otherwise dispose of, deal  
8 in, and turn to account, letters patent, patents, patent rights,  
9 patents applied for or to be applied for, trade-marks, trade names  
10 and symbols, distinctive marks and indications of origin or owner-  
11 ship, copyrights, syndicate rights, inventions, discoveries, devices,  
12 machines, improvements, licenses, processor, data, and formulas of  
13 any and all kinds granted by, or recognised under or pursuant to the  
14 laws of the United States of America, or of any other country or  
15 countries whatsoever, and with a view to the working and developments  
16 of the same, to carry on any business, whether manufacturing or  
17 otherwise, which the corporation may think calculated, directly or  
18 indirectly, to effectuate these objects.

19 To underwrite, subscribe for, purchase, invest in, or reinvest,  
20 acquire, hold, pledge, hypothecate, exchange, sell, deal in and  
21 dispose of, alone or in syndicates or otherwise in conjunction with  
22 others, stocks, bonds, debentures, mortgages and other evidences of  
23 indebtedness and obligations of any corporation, association, part-  
24 nership, syndicate, entity, person or governmental, municipal or  
25 public authority, domestic or foreign, and evidences of any interest,  
26 in respect of any such stocks, bonds and other evidences of indebt-  
27 edness and obligations; to issue in exchange therefor its own stocks,  
28 bonds or other obligations, and, while the owner or holder of any  
29 such, to exercise all the rights, powers and privileges of owner-  
30  
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32

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1 ship in respect thereof, and, to the extent now or hereafter per-  
2 mitted by law, to aid by loan, subsidy, guaranty or otherwise those  
3 issuing, creating or responsible for any such stocks, bonds or other  
4 evidences of indebtedness or obligations or evidences of any interest  
5 in respect thereof.

6 To borrow or raise money for any of the purposes of the cor-  
7 poration, without limit as to the amount, and in connection there-  
8 with, to grant collateral or other security either alone or jointly  
9 with any other person, firm or corporation, and to make, execute,  
10 draw, accept, endorse, discount, pledge, issue, sell, or otherwise  
11 dispose of promissory notes, drafts, bills of exchange, warrants,  
12 bonds, debentures and other evidences of indebtedness, negotiable  
13 or non-negotiable, transferable or non-transferable, and to confer  
14 upon the holders of any of its obligations such powers, rights and  
15 privileges as from time to time may be deemed advisable by the  
16 Board of Directors, to the extent permitted under the General Cor-  
17 poration Law of the State of Idaho; to lend and advance money, extend  
18 credit, take notes, open accounts and every kind and nature of evi-  
19 dence of indebtedness and collateral security in connection there-  
20 with.

21 To purchase or otherwise acquire, hold, sell, pledge, transfer  
22 or otherwise dispose of shares of its own capital stock, provided  
23 that the funds or property of the corporation shall not be used for  
24 the purchase of its own shares of capital stock when such use would  
25 cause any impairment of the capital of the corporation, and pro-  
26 vided further, that shares of its own capital stock belonging to the  
27 corporation shall not be voted upon directly or indirectly.

28 To have one or more offices, to carry on all or any of its  
29 operations and business and without restriction or limit as to  
30 amount; to purchase, or otherwise acquire, to hold, own, mortgage,  
31 sell, convey or otherwise dispose of real and personal property of  
32

1 every class and description in any of the states, districts, terri-  
2 tories, dependencies, possessions or colonies of the United States.

3 IN GENERAL, to do any or all of the things herein set forth  
4 to the same extent as natural persons might or could do and in any  
5 part of the world, as principals, agents, contractors, trustees, or  
6 otherwise, within or without the State of Idaho, either alone or in  
7 company with others, and to carry on any other business in connect-  
8 ion therewith, and to do all things not forbidden, and with all the  
9 powers conferred upon corporations by the laws of the State of Idaho.

11 It is the intention that each of the objects, purposes and  
12 powers specified in each of the paragraphs of this Fourth Article of  
13 this Certificate of Incorporation shall, except where otherwise  
14 specified, be nowise limited or restricted by reference to or in-  
15 ference from the terms of any other paragraph or of any other  
16 Article in this Certificate of Incorporation, but that the objects,  
17 purposes and powers specified in this Article and in each of the  
18 Articles or paragraphs of this Certificate shall be regarded as  
19 independent objects, purposes and powers, and the enumeration of  
20 specific purposes and powers shall not be construed to restrict in  
21 any manner the general terms and powers of this corporation, nor  
22 shall the expression of one thing be deemed to exclude another,  
23 although it be of like nature. The enumerating of objects or pur-  
24 poses herein shall not be deemed to exclude or in any way limit by  
25 inference any powers, objects, or purposes which this corporation is  
26 empowered to exercise, whether expressly by force of the laws of the  
27 State of Idaho, now or hereafter in effect, or impliedly by any  
28 reasonable construction of said law.  
29  
30

31 V.

32 In furtherance, and not in limitation of the powers conferred



1 by statute, the Board of Directors is expresley authorized:

2 To make and alter by-laws of this corporation, to fix the  
3 amount to be reserved as working capital over and above its capital  
4 stock paid in, and to autherize and cause to be executed mortgages  
5 and liens upon the real and personal property of this corporation.

6 If the by-laws so provide, to designate two or more of its  
7 members to constitute an executive committee, which committee shall  
8 for the time being, as provided in said resolution or in the by-laws  
9 of this corporation, have and exercise any or all of the powers of  
10 the Board of Directors in the management of the business and affairs  
11 of this corporation, and have power to authorize the seal of this  
12 corporation, and have power to authorize the seal of this cor-  
13 poration to be affixed to all papers which may require it.

14 Pursuant to the affirmative vote of the holders of at least  
15 a majority of the stock issued and outstanding, haveing voting powers,  
16 given at a stockholders' meeting duly called for that purpose, or  
17 when authorized by the written consent of at least a majority of the  
18 holders of the voting stock issued and outstanding, the Board of  
19 Directors shall have power and authority at any meeting to sell,  
20 lease or exchange all of the property and assets of this cor-  
21 poration, including its good will and its corporate franchises, upon  
22 such terms and conditions as its Board of Directors deems expedient  
23 and for the best interest of the corporation.

24 This corporation may in its by-laws confer powers upon its  
25 directors in addition to the foregoing, and in addition to the  
26 powers and authorities expressly conferred upon them by statute.

27 VI.

28 The capital stock of this corporation shall be ONE HUNDRED  
29 THOUSAND DOLLARS (\$100,000.00), divided into ten thousand shares(10,000  
30 of stock of the par value of TEN DOLLARS (\$10.00) each. No distinction  
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1 shall exist between the shares of this corporation and all such  
2 shares shall have the same rights in the corporation.

3 VII.

4 All or any portion of the capital stock may be issued for  
5 cash or in payment for real or personal property, services, or any  
6 other right or thing of value, for the uses and purposes of the cor-  
7 poration, and when so issued shall become and be fully paid, the same  
8 as though paid for in cash at par; and the directors shall be the  
9 sole judges of the value of any property, right or thing acquired  
10 in exchanges for capital stock.  
11

12 VIII.

13 From time to time the capital stock may be increased according  
14 to law, and may be issued in such amounts and proportions as shall  
15 be determined by the Board of Directors, and as may be permitted by  
16 law.  
17

18 IX.

19 The name and postoffice address of each of the incorporators  
20 and a statement of the number of shares subscribed for by each, is  
21 as follows:

22	NAME	ADDRESS	NO. SHARES	AMOUNT
23	GUS CARLSON	Riggins, Idaho	1	\$10.00
24	OPAL CARLSON	Riggins, Idaho	1	\$10.00
25	GUY CARLSON	Riggins, Idaho	1	\$10.00

26

27 This corporation reserves the right to amend, alter, change  
28 or repeal any provisions contained in this certificate of incorpor-  
29 ation in the manner now or hereafter prescribed by statute, and all  
30 rights conferred upon stockholders herein are granted, subject to  
31 this reservation.  
32

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X.

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatsoever.

WE, THE UNDERSIGNED, being each one of the original subscribers to the capital stock hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Idaho, and in pursuance of the laws of the State of Idaho, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and we respectfully agree to take the number of shares of stock hereinbefore set opposite our names and accordingly have hereunto set out hands and seals this 4th day of January, 1962.

Gus Carlson.  
Gus Carlson

Opal Carlson  
Opal Carlson

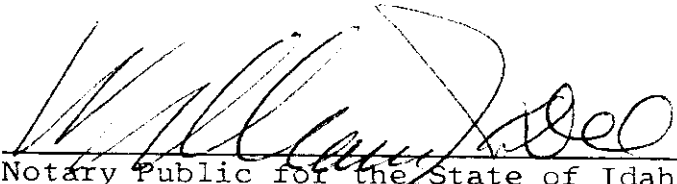
Guy M. Carlson.  
Guy Carlson

1 STATE OF IDAHO )  
2 ) SS.  
3 COUNTY OF IDAHO )

4 On this 4<sup>th</sup> day of January, 1962, before me, the  
5 undersigned notary public in and for said County and State, personally  
6 appeared GUS CARLSON, OPAL CARLSON, and GUY CARLSON, known to me to  
7 be the persons who executed the within and foregoing Articles of  
8 Incorporation of RIGGINS MERC, INC., and severally acknowledged to  
9 me that they executed the same in triplicate.

10  
11 IN WITNESS WHEREOF, I have hereunto set my hand and affixed my  
12 official seal this day and year in this certificate first above  
13 written.

14  
15 (SEAL)

  
Notary Public for the State of Idaho  
Residing at Grangeville, Idaho.