

# 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

#### **BRUCE, INCORPORATED**

a corporation duly organized and existing under the laws of **Utah** 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-seventh** day of **July,** 19 **61**, a properly authenticated copy of its articles of incorporation, and on the **Twenty-seventh** day of **July,** 19 **61**, a designation of **Warren L. Woods** 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 **27th** day of **July**, A.D. 19 **61**.

Secretary of State.



Secretary of State's Office

I, LAMONT F. TORONTO, SECRETARY OF STATE OF THE STATE OF UTAH,  
DO HEREBY CERTIFY THAT this is a full, true and correct copy of the  
Articles of Incorporation of

BRUCE, INCORPORATED

AS APPEARS OF RECORD IN MY OFFICE.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND

AND AFFIXED THE GREAT SEAL OF THE STATE OF UTAH

AT SALT LAKE CITY, THIS EIGHTEENTH DAY OF

JULY 19 61

Lamont F. Toronto  
SECRETARY OF STATE

BY Mendell L. Cottrell DEPUTY

ARTICLES OF INCORPORATION  
OF  
BRUCE, INCORPORATED

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Utah, and to that end we hereby agree as follows:

ARTICLE I

CORPORATE NAME

The name of this corporation shall be Bruce, Incorporated.

ARTICLE II

PLACE OF BUSINESS

The said corporation is organized, and the place of its general business shall be at Salt Lake City, in the County of Salt Lake, State of Utah, and branch places of business, transfer and registry offices may be established at such other place or places in this, or any other, state of the United States, as the Board of Directors may deem advisable.

ARTICLE III

INCORPORATORS

The names of the incorporators, and their respective places of residence, are as follows:

<u>Names</u>	<u>Residence</u>
Warren B. Woods	Salt Lake City, Utah
Virginia C. Woods	Salt Lake City, Utah
Warren L. Woods	Salt Lake City, Utah
Joseph Gentile	Salt Lake City, Utah
Alden R. Wignall	Salt Lake City, Utah

ARTICLE IV

PERIOD OF EXISTENCE

The time of the duration of this corporation is perpetual, unless

or connected with, its business or powers, provided the same be not inconsistent with the laws of the State of Utah.

9. Nothing herein contained shall be deemed or construed as authorizing, or permitting or purporting to authorize or permit, the corporation to carry on any business, exercise any power, or do any act which the corporation may not, under the laws of the State of Utah, lawfully carry on, exercise or do.

10. The purposes and powers specified in the clauses contained in this Article are to be construed both as purposes and powers, and shall, except when otherwise expressed in this Article, be in nowise limited or restricted by reference to or inference from the terms of any other clause of this, or any other Article of these Articles, each of the purposes and powers specified in this Article to be regarded as independent purposes and powers; and the specification herein contained of particular power is not intended to be, and shall not be held to be, in limitation of the general powers herein contained, or in limitation of the powers granted to corporations under the laws of the State of Utah, but is intended to be, and shall be held to be, in furtherance thereof.

#### ARTICLE VI

##### AMOUNT OF CAPITAL STOCK

The amount of the capital stock of this corporation shall be \$5,000.00 to consist of 5,000 shares (\$1.00 each) of common stock of the par value of One Dollar each. Each share of stock shall be entitled to equal rights and powers. The certificates of stock shall be signed by the president and secretary or, in the absence of the president, by the vice-president and secretary.

The Board of Directors may close the stock books of the corporation not more than fifteen days before the date of payment of any regular or special dividend; and the stockholders of record at the time of such closing, shall be regarded by the corporation as the stockholders in fact, for the purpose of receiving dividends.

## ARTICLE VII

### SUBSCRIPTIONS

The amount of stock each party has subscribed is as follows:

<u>Name</u>	<u>Stock Subscribed</u>
Warren B. Woods	496 Shares
Virginia C. Woods	1 Share
Warren L. Woods	1 Share
Joseph Gentile	1 Share
Alden R. Wignall	1 Share

All of the incorporators of this corporation are of full age, and at least one of them is a resident of the State of Utah.

## ARTICLE VIII

### OFFICERS OF THE CORPORATION, QUALIFICATIONS AND POWERS

The officers of this corporation shall consist of a Board of Directors; also a president and vice-president who shall be members of the Board of Directors, and a secretary-treasurer who shall also be a member of the Board of Directors; each of which officers shall perform such duties and have such authority as usually appertains to such officers in similar associations, or as may be prescribed by the Board of Directors; provided, that the same person may not hold more than one of such offices.

To be qualified, each officer must own in his own right, standing in his own name upon the books of the corporation, at least one (1) share of the capital stock and on the transfer of all of the stock of any officer so that such officer becomes ineligible, and upon a tender of such stock to the proper officer for transfer, to the name of another, the officer shall thereupon instantly cease to be an officer and shall have no further power to bind this corporation by his act or acts.

The Directors shall be elected by ballot, and the persons receiving the highest number of votes (provided such number shall represent a majority of all outstanding stock) shall be declared duly elected.

The term of office, except as to the first directors and officers, shall

of them is a resident of the State of Utah.

## ARTICLE IX

### MEETINGS OF BOARD OF DIRECTORS

Meetings of the Board of Directors for the transaction of any business of the corporation may be held at such places outside of this State or elsewhere within the State other than at its principal place of business as the Directors may by resolution or by-laws provide.

The Board of Directors may establish stated meetings to be held in Salt Lake City, Utah, or elsewhere, at such times and at such places as it may determine and, after due notice to each member of the Board of Directors of the establishment of the time and place of such stated meetings, no further notice need be given of such meeting.

More than one-half (1/2) of the Board of Directors shall be necessary to constitute a quorum, and such quorum is authorized to transact the business and exercise the corporate powers of the corporation.

Meetings of the Board of Directors for the transaction of such business as may properly come before said meeting shall be held at the office of the corporation in Salt Lake County, Utah, on the dates and at such places as the Board of Directors may determine.

## ARTICLE X

### MEETINGS OF STOCKHOLDERS

At all meetings of the stockholders, each share of stock shall be entitled to one vote, either in person or by proxy, and a majority of the outstanding capital stock shall be necessary to hold a stockholders' meeting, adjournments may be taken from time to time without further notice, until a sufficient number of shares is represented to hold such meeting.

The first annual meeting of the stockholders for the election of officers and transaction of such other business as may properly come before said meeting shall be held at the office of the corporation in Salt Lake County, Utah, or at such other place determined by the Directors, in the forenoon on the second (2nd) Monday in July, and annually thereafter at the same

time and place.

No notice need be given of any annual or stated meeting of the stockholders. Notice of special meetings of the stockholders shall be given by mailing a notice of such meeting to each stockholder of record, addressed to his last known address as shown by the books of the corporation, at least five (5) days prior to the date of such meeting.

#### ARTICLE XI

##### PRIVATE PROPERTY NOT LIABLE FOR DEBTS

The private property of the stockholders of this corporation shall not be liable for the debts or obligations of the corporation.

#### ARTICLE XII

##### STOCK NOT ASSESSABLE

Stock is not assessable without the unanimous consent of all of the holders of the stock of this corporation.

#### ARTICLE XIV

The corporation may enter into any kind of contract or agreement cooperative or profit-sharing plan with its officers or employees that the corporation may deem advantageous or expedient or otherwise to reward or pay persons for their services as the directors may deem fit.

IN WITNESS WHEREOF, the parties to this Agreement have hereunto set their hands this 13<sup>th</sup> day of JULY, 1961.

Warren B. Woods  
WARREN B. WOODS

Virginia C. Woods  
VIRGINIA C. WOODS

Warren L. Woods  
WARREN L. WOODS

Joseph Gentile  
JOSEPH GENTILE

Alden R. Wignall  
ALDEN R. WIGNALL

STATE OF UTAH                    )  
                                          : ss.  
COUNTY OF SALT LAKE )

Warren B. Woods, Virginia C. Woods and Warren L. Woods, each being duly sworn, each for himself says: That he is one of the incorporators named in and who subscribed the foregoing Articles of Incorporation; that it is the bona fide intention of all of the parties to said Agreement, including deponents, to commence and carry on the business mentioned in said Articles of Incorporation; that affiants verily believe that each party to said Articles of Incorporation has paid or is able to pay and will pay the amount of capital stock subscribed for by him or her; and that at least ten per cent (10%) of the capital stock of the corporation has been paid in cash.

Warren B Woods  
Virginia C. Woods  
Warren L. Woods

SUBSCRIBED AND SWORN to before me this 13<sup>th</sup> day of July, 1961.

Leo R. Gardine, Jr.  
Notary Public - Residing: SALT LAKE CITY, UTAH.

My commission expires: Aug. 16, 1964.



# Statement of Domestic Corporation

Required by Title 16, Utah Code Annotated, 1953

We, the president (~~Warren B. Woods~~) and secretary (~~Warren L. Woods~~) of **Bruce, Incorporated**

a corporation being organized under the laws of the State of Utah, do hereby certify and declare:

1. That the principal office and place of business in Utah will be at
- Street **2200 South 22nd East**  
City **Salt Lake City, Utah**
2. That the general nature of the business of said corporation to be transacted in the State of Utah is **Retail selling**
3. That the names and addresses of the principal officers of said corporation are as follows:

Name		Address
<b>Warren B. Woods</b>	President	<b>2200 South 22nd East, Salt Lake City, Ut.</b>
<b>Virginia C. Woods</b>	Vice-President	<b>2200 South 22nd East, Salt Lake City, Ut.</b>
<b>Warren L. Woods</b>	Secretary	<b>811 Idaho Street, Boise, Idaho</b>
	Treasurer	
	General Manager	

4. The amount of the authorized capital stock of said corporation is **Five Thousand** Dollars.

Common	\$ <b>5,000.00</b>	Par <b>\$1.00</b>
Preferred	\$ <b>None</b>	Par

5. The amount of capital stock subscribed is **Five Hundred** Dollars.

Common	\$ <b>500.00</b>	Par <b>\$1.00</b>
Preferred	\$ <b>None</b>	Par

6. The amount of capital stock actually paid in, in cash or property is **Five Hundred** Dollars.

7. The proportion and amount of the capital stock of said corporation represented by its property located in Utah or to be acquired therein and by its business to be transacted therein is **Five Hundred** Dollars.

*Warren B Woods*

President - ~~Vice President~~

*Warren B Woods*

Secretary - Treasurer

STATE OF UTAH  
COUNTY OF SALT LAKE

} ss

On this *13<sup>th</sup>* day of

*July*

A.D. 19 *61*

personally appeared before me, a Notary Public in and for said County and State

*Warren B.*

*Woods*

and *Warren L. Woods*

who are respectively president (~~or vice-president~~) and secretary (~~or treasurer~~) of the above described corporation and made oath that the foregoing statement by them subscribed is true in substance and in fact.

*Ed A. Jardine, Jr.*  
Notary Public

Residing at *SALT LAKE CITY, UTAH.*

My Commission expires *Aug. 16, 1964*