

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

D. L. BAKER, INCORPORATED

a corporation duly organized and existing under the laws of **Washington** 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 **15th** day of **December** **1965**, a properly authenticated copy of its articles of incorporation, and on the **15th** day of **December**, **1965**, a designation of **Charles H. Rindell** in the County of **Boone** 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 **15th** day of **December**, A.D. **1965**.

Secretary of State.



CERTIFICATE No. 2826

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **A. LUDLOW KRAMER**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that according to the records on file in my office the annexed is a true and correct copy of the Articles of Incorporation of **D. K. BARNES, INCORPORATED**, which have been duly filed and recorded in my office in accordance with law; I further certify no amendments to the Articles have been filed and that **D. K. BARNES, INCORPORATED** has not been dissolved and is in good standing as a subsisting corporation in the State of Washington with all of its license fees paid to July 1, 1966; and I further certify that I am the officer having the legal custody of the official record of the original Articles of Incorporation of said corporation.



In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

October 26, 1965

A. LUDLOW KRAMER
SECRETARY OF STATE

APPROVED
AS TO FORM AND FILED

NOV 20 1959

ARTICLES OF INCORPORATION

OF

D. K. BARNES, INCORPORATED

VICTOR A. MEYERS

SECRETARY OF STATE

BY *Elizabeth Hoffman*
SUPERVISOR OF CORPORATIONS

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, DONALD K. BARNES, JUNE M. BARNES, and PAUL A. CLAUSEN (each of whom is a citizen of the United States of America and a resident of the State of Washington), have associated themselves together for the purpose of forming a corporation under the laws of the State of Washington, and in pursuance thereof do hereby sign and acknowledge the following Articles of Incorporation, in triplicate originals, and state as follows:

ARTICLE I.

The name of the corporation shall be D. K. BARNES, INCORPORATED.

ARTICLE II.

The general nature of the business of the corporation and the object and purposes proposed to be transacted, promoted and carried on by it, are as follows:

- (1) To fabricate, assemble, manufacture, repair, buy, sell and deal in and to export and import boats, marine products, plastic and reinforced plastic products, and forms for the construction thereof.
- (2) To sell at wholesale and retail boats, marine products, boat parts, boat motors, motor parts, boat trailers, trailers, and plastic and reinforced plastic furniture and products.
- (3) To engage in the business of boat storage, moorage, service and marine supplies and equipment.
- (4) To purchase or otherwise acquire, so far as permitted by law, the whole or any part of the undertaking and business of any person, firm or corporation engaged in a business of the same general character as that for which this corporation is organized, and the property and liabilities, including the good will, assets and stock in trade thereof, and to pay for the same either in cash or in shares, or partly in cash and partly in shares.
- (5) To the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage, or otherwise dispose of and deal in, lands and leaseholds, any interest, estate and rights in

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real property, and any franchises, rights, business or privileges necessary, convenient and appropriate for any of the purposes herein expressed.

(6) To acquire by purchase, subscription, or otherwise, and to hold for investment or otherwise, and to use, sell, assign, transfer, mortgage, pledge, or otherwise deal with or dispose of stocks, bonds, or any obligations or securities of any corporation or corporations; and to merge or consolidate with any corporation in such manner as may be provided by law.

(7) To borrow money, and to make and issue notes, bonds, debentures, obligations and evidences of indebtedness of all kinds, whether secured by mortgage, pledge or otherwise, without limit as to amount, except as may be prohibited by statute, and to secure the same by mortgage, pledge or otherwise, and generally to make and perform agreements and contracts of every kind and description.

(8) To conduct and carry on its business, or any part thereof, and to have one or more offices, and to exercise all or any of its corporate powers and rights in the State of Washington, and in the various states, territories, colonies and dependencies of the United States, in the District of Columbia, and in all or any foreign countries or country.

(9) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers hereinabove set forth, either alone or in association with other corporations, firms or individuals, and to do every act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers, or any part or parts thereof: Provided, the same be not inconsistent with the laws under which this corporation is organized.

ARTICLE III.

The corporation is to have perpetual existence.

ARTICLE IV.

The registered office of the corporation is to be located at 222 East Sprague, Spokane, Spokane County, Washington.

ARTICLE V.

The authorized capital stock of the corporation shall be ONE HUNDRED THOUSAND DOLLARS (\$100,000.00), consisting of ONE THOUSAND SHARES (1,000) of common stock having a par value of ONE HUNDRED DOLLARS (\$100.00) each.

ARTICLE VI.

The amount of paid-in capital with which the corporation will begin business is the sum of FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE VII.

The management of this corporation shall be vested in a Board of Directors; the number of directors shall not be less than three (3) nor more than nine (9); and the number, qualifications, terms of office, manner of election, time and place of meeting, and powers and duties of the directors shall be such as are prescribed by the By-Laws of the corporation.

ARTICLE VIII.

The authority to make By-Laws for the corporation is hereby expressly vested in the Board of Directors of this corporation, subject to the power of the shareholders to change or repeal such By-Laws. The Board of Directors shall not make or alter any By-Laws fixing their qualifications, classifications, terms of office or compensation.

ARTICLE IX.

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on the stockholders herein are granted subject to this reservation.

ARTICLE X.

The names and post office addresses of the directors who shall first manage the affairs of the corporation until the 10th day of October, 1960 are as follows:

| | | |
|------------------|----------------------|---------------------|
| DONALD K. BARNES | E. 13005-11th Avenue | Spokane, Washington |
| JUNE M. BARNES | E. 13005-11th Avenue | Spokane, Washington |
| PAUL A. CLAUSEN | W. 506-33rd Avenue | Spokane, Washington |

ARTICLE XI.

The name and post office address of each of the incorporators of the corporation and the number of shares subscribed by each is as follows:

| | | |
|------------------|---|----------|
| DONALD K. BARNES | E. 13005-11th Avenue Spokane, Washington | 2 shares |
| JUNE M. BARNES | E. 13005-11th Avenue Spokane, Washington | 2 shares |

PAUL A. CLAUSEN

506 W. 33rd Avenue
Spokane, Washington

1 share

IN WITNESS WHEREOF, the incorporators have hereunto set
their hands this 19 day of November, 1959.

Donald K. Barnes
DONALD K. BARNES
June M. Barnes
JUNE M. BARNES
Paul A. Clausen
PAUL A. CLAUSEN

STATE OF WASHINGTON)
COUNTY OF SPOKANE) ss

This is to Certify that on this 19 day of November, 1959,
there appeared personally before me, DONALD K. BARNES, JUNE M. BARNES and
PAUL A. CLAUSEN, to me personally known to be the persons described in and
who executed the foregoing Articles of Incorporation, and they and each of
them did acknowledge and declare to me that he executed the same freely
and voluntarily for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and
official seal, the day and year first above written.

W. Kenneth Jones
Notary Public in and for the State
of Washington, residing at Spokane