

# 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

#### BONNEVILLE INDUSTRIAL SUPPLY CO.

was filed in the office of the Secretary of State on the **nineteenth** day of **July** A.D. One Thousand Nine Hundred **sixty-four** and

duly recorded on Film No. **129** 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 **Idaho Falls** in the County of **Bonneville**.

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 **9th** day of **July**, A.D., 19**64**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

BONNEVILLE INDUSTRIAL SUPPLY CO.

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We, the undersigned, natural persons of the age of twenty-one years or more, acting as incorporators of the corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for this corporation.

ARTICLE I

The name of the corporation is BONNEVILLE INDUSTRIAL SUPPLY CO.

ARTICLE II

The names of the incorporators, all of whom are citizens of the United States, and their places of residence are as follows:

Neil C. Nelson	555 East 16th Street, Idaho Falls, Idaho
LaVar E. Thacker	2764 E. 7350 So. Salt Lake City 17, Utah
Robert E. Higginson	2024 Liberty Avenue, Ogden, Utah
Tracy L. Wheatley	563 West 24th Street, Ogden, Utah
Richard V. Herrick	5130 Burch Creek Drive, So. Ogden, Utah
Josephine F. Herrick	5130 Burch Creek Drive, So. Ogden, Utah

ARTICLE III

This corporation shall exist perpetually unless sooner dissolved pursuant to law.

ARTICLE IV

The purpose for which this corporation is organized is to own and operate an industrial, and building, and construction products, tools, and equipment sales business, both wholesale and retail; and to rent, manufacture, mill, and construct and fabricate all construction and industrial tools, equipment, hardware, and allied products; and to own, manage, and operate necessary retail and wholesale stores, yards, and outlets.

LAW OFFICES

Richards, Alsup & Richards  
Richards Building  
2640 - Washington Blvd.  
OGDEN, UTAH

The corporation shall have the right to handle and buy and sell all sporting goods and farming and gardening equipment and products, and all construction and repair tools and products. It may build, remodel, rent, sell or trade any and all structures for the purpose of disposing of its tools and products, and do all things allowed by law for a corporation of this type.

#### ARTICLE V

The post office address of the corporation's initial registered office is 555 East 16th Street, Idaho Falls, Idaho; and the name of its initial registered agent at such address is Neil C. Nelson.

#### ARTICLE VI

The incorporators of this corporation have subscribed for stock in the following amounts:

NAME	SHARES SUBSCRIBED	PAR VALUE OF SHARES	AMOUNT PAID IN
Neil C. Nelson	30	\$3,000.00	\$3,000.00
Robert E. Higginson	20	2,000.00	2,000.00
Richard V. Herrick	50	5,000.00	5,000.00
Tracy L. Wheatley	20	2,000.00	2,000.00
LaVar E. Thacker	30	3,000.00	3,000.00
Josephine F. Herrick	10	1,000.00	1,000.00

#### ARTICLE VII

The corporation shall have only one class of stock, that being common stock of a par value of One Hundred Dollars (\$100) per share. The total number of shares which the corporation is authorized to issue shall be Five Hundred (500), making a total capitalization of Fifty Thousand Dollars (\$50,000.00). All shares shall have the same rights, including the same voting privileges, which shall be one vote for each share.

#### ARTICLE VIII

No unissued stock or treasury stock shall be issued or sold to persons other than the then stockholders of record, or to one or part of the stockholders of record, without the same

having been duly tendered to all of the stockholders of record, giving each of them the right for ten days prior to any such outside sale to purchase that fraction of the stock being sold as the number of shares he owns bears to the total owned by other purchasing stockholders.

#### ARTICLE IX

No stockholder shall sell or in any way dispose of his stock in this corporation, other than by inheritance, without first giving each other stockholder of record a written notice of intent to sell. Each other stockholder shall have ten days in which to purchase said stock at its then market value. In the event no value can be agreed upon, the value shall be arbitrated by one arbitrator selected by the person selling the stock, one arbitrator selected by the Board of Directors of the corporation, and one arbitrator selected by the other two arbitrators. Their arbitration shall be final. Each stockholder shall have the right to purchase that fraction of the stock being sold by another stockholder as the number of shares he owns bears to the total owned by other purchasing stockholders. This paragraph and the preceding paragraph shall in no way interfere with the corporation's right to make stock splits or to issue stock dividends, nor shall it prevent the corporation from giving stock bonuses or stock incentive options to key personnel upon the unanimous vote of all of the directors.

#### ARTICLE X

There shall be no less than three (3) and no more than seven (7) directors of this corporation; the number at any given time to be as determined by the Board of Directors in the bylaws of the corporation. There shall be at present six (6) directors who are to serve as directors until the first annual meeting of the shareholders, or until their successors are elected and qualified. This initial Board of Directors shall be Neil C. Nelson, LaVar E. Thacker, Robert E. Higginson, Tracy L. Wheatley, Richard V. Herrick, Josephine F.

Herrick. Only qualified stockholders of record of the corporation may be directors. The directors shall be elected at the annual stockholders' meeting by the stockholders. A director may be removed by a majority vote of the stockholders at any special meeting called for that purpose. A director may resign by giving written notice to the secretary of the corporation of his resignation, which shall be effective immediately.

#### ARTICLE XI

The corporation shall have a President, a Vice President, and a Secretary and Treasurer; one person may hold more than one of these offices. The officers of the corporation will be elected by a majority vote of the Board of Directors at a meeting to be held following each annual meeting of the stockholders. The officers to act until the selection of their successors shall be Neil C. Nelson, President; Richard V. Herrick, Vice President; Robert E. Higginson, Secretary; and LaVar E. Thacker, Treasurer. An officer may resign his position by giving written notice of resignation to the Secretary of the corporation or to the President, which resignation shall become effective immediately. The officers shall perform such duties as are provided in the bylaws.

#### ARTICLE XII

In the event of a vacancy on the Board of Directors or in any other office, the vacancy may be filled by the remaining directors by majority vote of those present at the meeting, and at a meeting called for that purpose. The term of office of both the officers and the directors shall be for a period of one year and until their successors are elected and qualified, unless sooner removed or resigned. The salary of the directors and of the officers will be established by the Board of Directors by majority vote. Two-thirds of the members of the Board of Directors shall form a quorum and be authorized to transact the business and exercise the corporate powers of the corporation in any properly called meeting.

### ARTICLE XIII

The private or individual property of the stockholders of this corporation shall not be liable for the debts, obligations, or liabilities of this corporation. Shares of stock of the corporation shall be nonassessable.

### ARTICLE XIV

All meetings, including the annual meeting of the stockholders, shall be held at such times and places as are provided in the bylaws. Stockholders' meetings may be called by the President or Secretary, or by the Board of Directors. Notice of other stockholders' meetings and of directors' meetings shall be sufficient if written notice is mailed, first class postage prepaid, at least ten days prior to the date of the stockholders' meeting and at least three days prior to the directors' meeting, to the stockholders or directors at their home addresses as shown on the corporate books. Notice may be waived by either stockholder or director.

### ARTICLE XV

Fifty-one per cent (51%) of all stock issued and outstanding, voting in favor thereof, shall have the power at any annual meeting of the stockholders, or at any special meeting being called for that purpose, to authorize the sale, assignment, transfer, conveyance, or other disposition of the property and assets of the corporation as an entirety or going concern, or otherwise, on such terms and conditions as may at such meeting be determined. The bylaws of the corporation may be prepared or amended and adopted by a majority vote of the Board of Directors present at any meeting called for that purpose. The Articles of Incorporation may be amended by the fifty-one per cent (51%) vote of the stock present at any meeting for which due notice of the proposed amendment of the articles has been given by registered mail ten days prior to the time of the meeting to all stockholders of record.

WITNESS the hands of the incorporators this 17<sup>th</sup>  
day of June, 1964.

Neil C. Nelson Robert E. Higginson  
Richard V. Herrick Lavar E. Thacker  
Tracy L. Wheatley Josephine F. Herrick

STATE OF UTAH )  
: ss.  
County of Weber

I, Ray Sewell, a Notary Public, hereby  
certify that on the 17<sup>th</sup> day of June, 1964, personally  
appeared before me the following; NEIL C. NELSON, LAVAR E. THACK-  
ER, ROBERT E. HIGGINSON, TRACY L. WHEATLEY, RICHARD V. HERRICK,  
and JOSEPHINE F. HERRICK, who, by me being first duly sworn,  
severally declared that they are the persons who signed the  
foregoing document as incorporators, and that the statements  
therein contained are true.

IN WITNESS WHEREOF I have hereunto set my hand and  
seal this 17 day of June, 1964.

Ray Sewell  
NOTARY PUBLIC  
Residing at

My Commission expires:

1966