



**CERTIFICATE OF INCORPORATION  
OF**

**WESTERN RECORDS DESTRUCTION, INC.**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: *February 26, 1986*



*Pete T. Cenarrusa*  
\_\_\_\_\_  
SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF  
WESTERN RECORDS DESTRUCTION, INC.

FEB 26 1 52 PM '86  
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho, and the Acts amendatory thereof and supplemental thereto, do hereby certify as follows:

FIRST

The name of the corporation is Western Records Destruction, Inc.

SECOND

The purposes and objects for which the corporation is formed are:

- a) To contract for and destroy confidential records. To recycle, salvage, or dispose of said confidential records.
- b) Packaging, distribution and merchandising, both wholesale and retail, or any product the packaging, distribution and sale of which is deemed to be in the best interests of the corporation;
- c) To make any improvements upon any real property, including, but not limited to the subdivision thereof, the installation of water systems, sewer systems, the building of structures for rent or sale or lease, the general improving of sites, the building of roads, fences and any and all other improvements deemed advisable by the Board of Directors of the Corporation.

- d) To buy, sell, acquire, hold, own, dispose of, convey, mortgage, pledge, lease, assign, transfer, trade and deal in and with all kinds of personal property, franchises, privileges, rights, goods, wares and merchandise of every kind, nature and description;
- e) To buy, sell, convey, lease, let, mortgage, exchange or otherwise acquire and dispose of lands, lots, houses, buildings and real property, hereditaments, and appurtenances of all kinds of wheresoever situated, and of any interest and rights therein, to the same extent as natural persons might or could do and without limit as to amount;
- f) To acquire by purchase, subscription or otherwise, and to own, hold, sell, negotiate, assign, deal in, exchange, transfer, mortgage, pledge, or otherwise dispose of, any shares of capital stock, script, bonds, mortgages, securities or evidences of indebtedness, issued or created by any other corporation, joint stock company or association, public or private, or by whomsoever issued, and while the holder or owner thereof to possess and exercise in respect thereof any and all rights, powers and privileges of ownership, including the right to vote thereon;
- g) To make, perform and carry out contracts of every kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, either public or private, or with any territory or government, or any agency thereof;
- h) To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets, real or personal, at any time owned or held by this corporation, upon such

terms and conditions as the Board of Directors shall authorize, and as may be permitted by law;

- i) To acquire, hold, sell, re-issue or cancel any shares of its own capital stock; provided, however, that this corporation may not use any of its funds or property for the purchase of its own common stock when such use would cause any impairment of the capital of this corporation; and provided, however, that the shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly;
- j) To purchase or otherwise acquire the whole or any part of the property, assets, business and good will of any other person, firm, corporation or association and to conduct in any lawful manner the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business;
- k) To organize, promote, incorporate and reorganize subsidiary corporations and joint stock companies and associations for any purpose permitted by law;
- l) To have one or more offices to carry on all or part of its operations and business, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation and which now or hereafter may be authorized by law, and this to be the same extent and as fully as natural persons might or could do, as principals, agents, contractors, trustees, or otherwise, and either along or in connection with any person, firm, association, or corporation

- m) To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho upon corporations formed under the general corporation laws of said state, or under any Act amendatory thereof or supplemental thereto or substituted therefore.

The foregoing clauses are to be construed both as objects and powers; and it is hereby expressly provided that enumeration herein of specific objections and powers shall not be held to limit or restrict in any manner the general powers of the corporation; provided however, that nothing contained herein shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power to do any act which a corporation formed under the Act hereinbefore referred to, or any amendment thereof or supplement thereto, or substituted therefore, may not at the time lawfully carry on or do. It is the intention that the purpose, objects, and powers specified in each of the subparagraphs (a) to (m), inclusive, or paragraph Second of these Articles of Incorporation shall, except as otherwise expressly provided, in no wise be limited or restricted by reference to, or inference from, the terms of any other subparagraph, clause or paragraph of these Articles of Incorporation.

#### THIRD

The corporation is to have perpetual existence.

#### FOURTH

The location and post office address of the registered office of the corporation is 1992 So. Cole Road, Boise, Id 83709. The initial registered agent is Richard Gillihan at the address immediately above.

#### FIFTH

The amount of capital stock of this corporation shall be and is 10,000

shares of stock of a par value of \$1.00 each, making an aggregate stock of \$10,000 which stock shall not be issued until fully paid for and once so issued shall be non-assessable.

#### SIXTH

The names and post office addresses of the incorporators are as follows:

DAVID DEAN	4205 No. Locust Grove	Meridian, Idaho 83642
PEGGY M. DEAN	3444 Yonkers Lane	Boise, Idaho 83704
RICHARD GILLIHAN	206 Village Lane	Boise, Idaho 83702

Each of the persons above enumerated as incorporators is a natural person over the age of twenty-one years, and is a citizen of the United States of America. The Board of Directors is the same as the incorporators listed above.

#### SEVENTH

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the corporation.

#### EIGHTH

The number of directors of the corporation shall be as specified in the By-Laws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the By-Laws. In case of any increase in the number of directors, the additional directors may be elected by the directors then in office by a two-thirds majority vote of the directors then in office, and the directors so elected shall hold office until their successors are elected and qualified.

#### NINTH

Stockholders of the corporation shall have pre-emptive and preferential rights of subscription to any shares of stock of the corporation whether now or hereunder authorized, or to any obligations convertible into stock of the corporation, or to obligations of the corporation convertible into stock. Any stock or obligations issued by the corporation shall be first offered to the stockholders of the corporation

#### TENTH

A voluntary sale, lease or exchange of all of the property and assets of the corporation, including its good will and its corporate franchises, may be made by the Board of Directors upon such terms and conditions as it may deem expedient for the best interests of the corporation, but only when such act is authorized by the vote of holders of two-thirds of the voting power of all stockholders.

#### ELEVENTH

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily, or otherwise interested in, or are directors or officers of, such other corporation, any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any directors of the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the

existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or any such transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

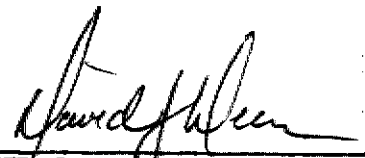
TWELFTH


The Board of Directors is expressly authorized to repeal and amend the By-Laws of the corporation and to adopt new By-Laws, and 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 law, by a majority vote of the stockholders, represented in person or by proxy, at any annual meeting of the stockholders or at any meeting duly called for that purpose, except where the laws of the said State of Idaho otherwise provide.

THIRTEENTH

The President, and the Secretary or Treasurer of the corporation shall be employed to execute in behalf of the corporation all necessary applications for such permits and licenses as may be required under Federal, State or local laws.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the statutes of the State of Idaho, we, the undersigned, constituting the incorporators of this corporation have executed these Articles of Incorporation this 26<sup>th</sup> day of February, 19 86.

  
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DAVID J. DEAN

  
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PEGGY M. DEAN

  
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RICHARD I. GILLIHAN