

# 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

**INTERLOCK, INC.**

was filed in the office of the Secretary of State on the **Twenty-second** day  
of **March** A.D. One Thousand Nine Hundred **Sixty-five** and  
will be  
/ duly recorded on film No. **microfilm** 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  
**Twin Falls,** in the County of **Twin Falls.**

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 **22nd** day of **March** ,  
A.D., **1965** .

Secretary of State.

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

ARTICLES OF INCORPORATION OF  
INTERLOCK, INC.

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, Blaine K. Tidwell, Filer, Idaho, Arlo L. Wilson, Twin Falls, Idaho, and William L. Nungester, Buhl, Idaho, all being residents and natural persons of the age of 21 years or more and citizens of the State of Idaho and the United States of America, acting as incorporators of a corporation formed under and pursuant to the provisions of Title 30, Chapter 10 of the Idaho Code, do hereby adopt and execute the following articles of incorporation and do hereby certify and declare:

ARTICLE I.

That the name of said corporation is and shall be  
INTERLOCK, INC.

ARTICLE II.

That said corporation is formed for the following purposes:

- a. To transact the business of advertising, promoting, and developing the business of other corporations, partnerships, or individuals for hire or upon commission, or otherwise, by and through the means of preparing advertising for other corporations, partnerships or individuals, and of advertising the business, commodities, or other property, real, personal or mixed, of other corporations, partnerships or individuals in newspapers, books, booklets, prospectus, magazines, circulars, pamphlets or other similar literature and advertising media. To also manufacture,

1 construct, sell and lease advertising devices and novelties and  
2 to carry on the business of printers, publishers, binders and  
3 decorators in connection with said advertising business. To  
4 make and carry out contracts of every kind and character that  
5 may be necessary or conducive to the accomplishment of any of  
6 the purposes of the company both as principal and as agent.

7           b. To carry on the business of sales agent and finan-  
8 cial agent for other corporations, partnerships or persons in  
9 all types of transactions relating to the sale of all types of  
10 property, whether real, personal or mixed, and services to be  
11 performed for the purchaser by other corporations, partnerships  
12 or persons by other corporations, partnerships, or persons, and  
13 to do all such transactions and negotiations for hire or upon  
14 commission or otherwise.

15           c. To act as agent or broker for insurance companies  
16 in soliciting and receiving applications for fire, casualty,  
17 plate glass, automobiles, trucks and other motor vehicles, boiler,  
18 elevator, accident, health, burglary, rent, marine, credit and  
19 life insurance, and all other kinds of insurance, the collection  
20 of premiums, and doing such other business as may be delegated  
21 to agents or brokers by such companies and to conduct a general  
22 insurance agency and insurance brokerage business.

23           d. To act as the agent of such persons, firms,  
24 associations, and corporations as shall employ it to investigate,  
25 collect, and report information concerning insurance applicants  
26 and risks, and to prepare, present, adjust, settle, collect, and  
27 purchase claims arising under insurance policies, and such other  
28 business as is incidental to such business.

1 e. To apply for, obtain, purchase, lease, take licenses  
2 in respect of, or otherwise acquire, and to hold, own, use,  
3 operate, enjoy, turn to account, grant licenses in respect of,  
4 manufacture under, introduce, sell, assign, mortgage, pledge,  
5 or otherwise dispose of any and all inventions, devises, processes,  
6 and any improvements in modifications thereof.

7 f. To carry on any or all business as manufacturers,  
8 producers, merchants, wholesale and retail, brokers, importers  
9 and exporters, generally without limitation as to class of pro-  
10 ducts and merchandise, and to manufacture, produce, adapt, prepare,  
11 buy, sell, lease and otherwise deal in any materials, articles,  
12 or things required in connection with or incidental to the  
13 manufacture, production, and dealings of such products.

14 g. To receive, acquire, hold, purchase, dispose of,  
15 convey, mortgage and/or lease, real and personal properties; to  
16 dispose of, sell, lease, sign, transfer, mortgage and/or convey  
17 any rights, privileges, franchise, real or personal property of  
18 the corporation, other than its franchise of being a corporation,  
19 and to acquire, purchase, guarantee, hold, mortgage, own, vote,  
20 sell, pledge and/or otherwise dispose of and deal in shares,  
21 bonds, securities and debentures and other evidences of indebt-  
22 edness of its own and of other corporations, domestic or foreign.

23 h. To conduct business in this state, other states,  
24 District of Columbia, territories and colonies of the United  
25 States and in foreign countries, and to have one or more offices  
26 and places of business out of this state, and to acquire, receive  
27 hold, purchase, lease, morgage, dispose of, and/or convey real  
28

1 and personal property situate out of this state.

2 i. To enter into, make, perform, and carry out con-  
3 tracts of every kind and for any lawful purpose, without limit  
4 as to amount, with any person, firm, association, corporation,  
5 municipality, state or government, or any subdivision, district  
6 or department thereof.

7 j. To do any and all such other acts, things, business  
8 or businesses in any manner connected with or necessary, inci-  
9 dental, convenient, or auxiliary to any of the objects herein-  
10 before enumerated, or calculated, directly or indirectly to pro-  
11 mote the interest of the corporation; and in carrying on its  
12 purposes, or for the purpose of attaining or furthering in any  
13 of its business.

14 k. To lend money and negotiate loans; to draw, accept,  
15 endorse, discount, sell and deliver bills of exchange, promissory  
16 notes, bonds, obligations, securities of any government or  
17 authority or company; to form, promote, subsidize and assist  
18 companies, firms, and partnerships of all kinds; to act as  
19 surety and guarantor in any and all types of engagements, includ-  
20 ing the power to execute, endorse and deliver contracts and to  
21 guarantee the prompt and faithful performance and payment of  
22 debts, notes, agreements, contracts and undertakings of any other  
23 person, firm, partnership or corporation; and including also the  
24 power to act as an accomodation co-maker or guarantor of obliga-  
25 tions either as a primary or secondary obligor to enter into  
26 any arrangements with any authorities, municipal, local or other-  
27 wise conducive to the company's objects or any of them, and to  
28

1 obtain from any such government or authority any rights, privi-  
2 leges, and concessions which the company may think it desirable  
3 to obtain, and to carry out, exercise and comply with any such  
4 arrangement, right, privileges, and concessions; generally to  
5 carry on and undertake any business, undertaking, transaction,  
6 or operation commonly carried on or calculated directly or in-  
7 directly to enhance the value of, or render profitable, any of  
8 the company's property or rights.

9           1. To exercise and possess any other rights, powers,  
10 and privileges granted by the laws of this state to corporations  
11 organized under the laws of this state to corporations organized  
12 under the laws of the State of Idaho, except such as are incon-  
13 sistant with the express provisions of these Articles, and to  
14 do any such things anywhere in the world.

15           m. The foregoing clauses, by reason of the specific  
16 enumeration of powers, shall not be held to restrict the power  
17 of the corporation to do anything within the purview of its  
18 general purposes.

19                           ARTICLE III.

20           That the location and post office address of the  
21 corporation shall be 1023 Blue Lakes Blvd. North, Twin Falls,  
22 Twin Falls County, State of Idaho.

23                           ARTICLE IV.

24           That, subject to dissolution, in the manner provided  
25 by law, the duration of this corporation shall be perpetual.

26                           ARTICLE V.

27           That the amount of the authorized stock of said cor-  
28 poration shall be \$25,000, divided into 2,500 shares of common  
stock, of the par value of \$10 per share.

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

ARTICLE VI.

That the names and post office addresses of each of the incorporations and the number of shares subscribed by each is as follows:

<u>NAME OF INCORPORATOR</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. OF SHARES SUBSCRIBED</u>
Blaine K. Tidwell	602 Adell, Filer, Idaho	1
Arlo L. Wislon	2106 Maple Avenue Twin Falls, Idaho	1
Wm. L. Nungester	500 9th Ave. North Buhl, Idaho	1

ARTICLE VII.

That 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.

ARTICLE VIII.

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, provided the number of directors of the corporation shall not be less than three. In case of any increase in the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

All the officers of the corporation shall be stockholders, except that the secretary-treasurer may, but need not be a stockholder, and any two or more offices may be held by the

1 same one person. The term of office of the officers, except as  
2 in these articles otherwise expressly provided, shall be for one  
3 year and until their successors shall have been elected and quali-  
4 fied, unless sooner removed or resigned, as herein provided;  
5 the officers to serve until the first general election to be  
6 held at the first annual meeting of the stockholders and until  
7 their successors are elected and qualified.

8 ARTICLE IX.

9 A majority of the board of directors shall constitute  
10 a quorum and shall have power to transact the business and exer-  
11 cise the corporate powers of the corporation, and, except as  
12 otherwise provided herein, may mortgage, pledge, sell or other-  
13 wise dispose of real or personal property of the corporation  
14 for the purpose of carrying on the business of the corporation.  
15 The board of directors shall have the power to appoint agents  
16 and servants of the corporation, prescribe their duties and re-  
17 move them at pleasure and may fix the compensation of the officers,  
18 agents and servants of the corporation, and shall have power to  
19 vote and grant to themselves (and any officer or director may  
20 join in granting to himself) such salary, commission or compen-  
21 sation for their services as officer or directors, or both, as  
22 they may determine. The board of directors or the stockholders  
23 may, by a majority vote, adopt By-Laws for the regulation of the  
24 affairs of the corporation, and by a majority vote amend or repeal  
25 the same, provided that such By-Laws shall not conflict with  
26 these Articles of Incorporation. The By-Laws adopted by the  
27 directors shall provide the time and place of directors' meetings  
28



1 and the manner of calling the same, which meetings may be held  
2 within or without the State of Idaho.

3 IN WITNESS WHEREOF, The parties hereto have hereunto  
4 set their hands this 19<sup>th</sup> day of March, 1965.

5  
6 *Blaine K. Tidwell*

7  
8  
9  
10 *Wm. L. Nungester*

11  
12  
13 STATE OF IDAHO :  
14 : ss.  
15 County of Twin Falls :

16 On this 19<sup>th</sup> day of March, 1965, before me, the  
17 undersigned, a Notary Public, personally appeared Blaine K.  
18 Tidwell, Arlo L. Wilson and Wm. L. Nungester, known to me to be  
19 the persons whose names are subscribed to the foregoing instrument  
20 and acknowledged to me that they executed the same.

21 IN WITNESS WHEREOF, I have hereunto set my hand and  
22 seal the day and year last above written.

23 *John A. Hepworth*  
24 Notary Public for Idaho  
25 Residing at Buhl, Idaho  
26  
27  
28