

# 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

**KIM MANAGEMENT AND INVESTMENT CO., INC.**

a corporation duly organized and existing under the laws of **Oklahoma** 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 **30th** day of **March** 19 **64**, a properly authenticated copy of its articles of incorporation, and on the **30th** day of **March** 19 **64**, a designation of **J.L., T.H. or W.D. Eberlein** 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 **30th** day of **March**, A.D. 19 **64**.

Secretary of State.

OFFICE OF THE SECRETARY OF STATE



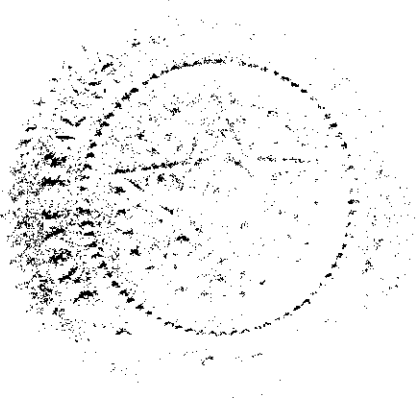
CERTIFICATE OF TRANSCRIPT

*I, the undersigned Secretary of State of the State of Oklahoma, do hereby certify that the annexed transcript has been compared with the record on file in my office of which it purports to be a copy, and that the same is a full, true and correct copy of:*

ARTICLES OF INCORPORATION  
of

KIM MANAGEMENT AND INVESTMENT CO., INC.

Oklahoma City, Oklahoma

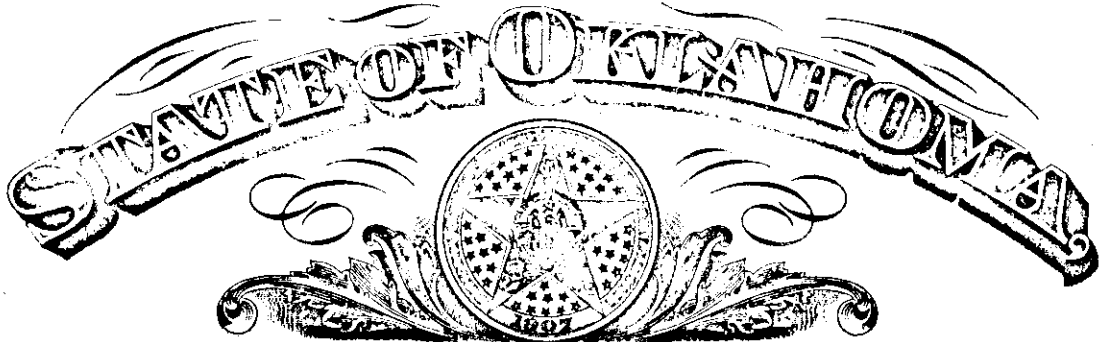


*In testimony whereof, I have hereunto set my hand and affixed the Great Seal of the State of Oklahoma at the City of Oklahoma City this 24th day of March, 1964*

*James M. Dineen*  
Secretary of State

By: *Jack Wetters*  
Assistant Secretary of State

OFFICE OF THE SECRETARY OF STATE



CERTIFICATE OF INCORPORATION

*To all to Whom these Presents shall Come, Greetings:*

**WHEREAS,** *Articles of Incorporation duly signed and verified of*

KIM MANAGEMENT AND INVESTMENT CO., INC.

*have been filed in the office of the Secretary of State on the* 20th *day*  
*of* January *A. D., 19* 64 *, as provided by the Laws of the*  
*State of Oklahoma*

**NOW THEREFORE,** *I, the undersigned, Secretary of State of the State of*  
*Oklahoma by virtue of the powers vested in me by law, do hereby issue this Certificate*  
*of Incorporation.*

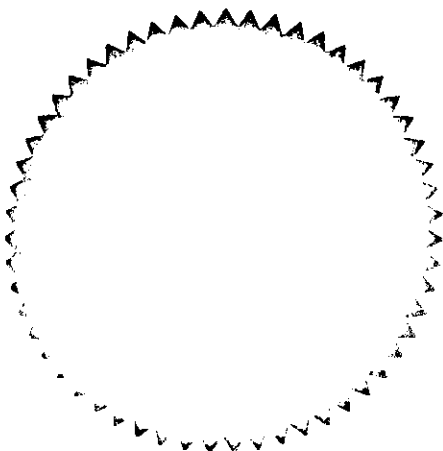
**IN TESTIMONY WHEREOF,** *I hereunto set my hand and cause to be affixed the*  
*Great Seal of the State of Oklahoma.*

*Done at the City of Oklahoma City, this* 20th

*day of* January *, A. D. 19* 64

*James M. Buller*  
*Secretary of State*

*By: Jacob Wetters*  
*Assistant Secretary of State*



ARTICLES OF INCORPORATION

STATE OF OKLAHOMA }  
COUNTY OF Oklahoma } SS:

JAMES M. BULLARD  
TO JOHN D. CONNER, SECRETARY OF STATE OF THE STATE OF OKLAHOMA:

We, the undersigned Incorporators,

NAME	NUMBER	STREET	CITY	STATE
Wayne B. Snow	2700	Liberty Bank Building,	Oklahoma City,	Oklahoma
John A. Johnson	2700	Liberty Bank Building,	Oklahoma City,	Oklahoma
Martha Estes	2700	Liberty Bank Building,	Oklahoma City,	Oklahoma

being persons legally competent to enter into contracts, for the purpose of forming a corporation under "The Business Corporation Act" of the State of Oklahoma, do hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of this Corporation is:

Kim Management and Investment Co., Inc.

(must end with "Corporation", "Company", "Incorporated" or "Limited" or an abbreviation of one).

ARTICLE TWO

The address of its registered office in the State of Oklahoma is 2700 Liberty Bank Building

in the City of Oklahoma City, County of Oklahoma, and the name of its registered agent is Wayne B. Snow, his address is 2700 Liberty Bank Building, Oklahoma City, Okla.

ARTICLE THREE

The duration of the corporation is: fifty (50) years  
(Not to exceed 50 years).

ARTICLE FOUR

The purposes for which this corporation is formed are:

Investments of any and all kinds, including, but not limiting corporate purpose to lending money and collection thereof through proper notes which may be secured by mortgages, both chattel and real; investments in stocks and bonds of any and all kinds and nature, whether corporate, municipal, government or otherwise; investments in oil, gas and other minerals; investments in any and all other minerals; investments in any lawful and legal business or enterprise, either corporate or otherwise; investments in real properties, except as limited by law, whether statutory or otherwise; and the management and operation of any lawful business.

ARTICLE FIVE

The aggregate number of shares which the corporation shall have authority to allot is 1,000, divided into one classes. The designation of each class, the number of shares of each class, and the par value of the shares of each class are as follows:

CLASS	SERIES	NUMBER OF SHARES	PAR VALUE
One	One	Common <u>1,000</u>	\$1.00
		Preferred.....	
Total			<u>\$1,000.00</u>

ARTICLE SIX

The amount of stated capital with which it will begin business is \$ 1,000.00, which has been fully paid in. (Not less than \$500.00.)

ARTICLE SEVEN

The number and class of shares to be allotted by the corporation before it shall begin business and the consideration to be received by the corporation therefor, are:

CLASS OF SHARES	NUMBER OF SHARES	CONSIDERATION TO BE RECEIVED THEREFOR
One	1,000	\$1,000.00

ARTICLE EIGHT

The number of directors to be elected at the first meeting of the shareholders is five

(SIGNATURES OF INCORPORATORS)

Wayne B. Snow Wayne B. Snow  
John A. Johnson John A. Johnson  
Martha Estes Martha Estes

STATE OF OKLAHOMA }  
COUNTY OF OKLAHOMA } SS:

Before me, a Notary Public in and for said County and State, on this 20<sup>th</sup> day of January, 1964, personally appeared Wayne B. Snow, John A. Johnson and Martha Estes

to me known to be the identical persons who executed the foregoing Articles of Incorporation and acknowledged to me that they executed the same as their free and voluntary act and deed for the uses and purposes therein set forth.

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

William H. Hume  
(Notary Public)

My Commission expires Oct. 28, 1965

(SEAL)


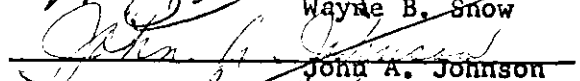

(This form must be executed and attached to Articles of Incorporation)

AFFIDAVIT AS TO PAID IN CAPITAL

STATE OF OKLAHOMA )  
 ) SS  
COUNTY OF OKLAHOMA )

\_\_\_\_\_  
Wayne B. Snow,  
\_\_\_\_\_  
John A. Johnson  
\_\_\_\_\_  
and Martha Estes \_\_\_\_\_, of  
lawful age, being first duly sworn, each for himself deposes and says  
that the above-named affiants constitute a majority of the incorporators  
of Kim Management and Investment Co., Inc.,  
a proposed corporation, and that the amount of stated capital with which said  
corporation will begin business, as set out in its attached articles of  
incorporation, has been fully paid in.

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

  
\_\_\_\_\_  
Wayne B. Snow  
  
\_\_\_\_\_  
John A. Johnson  
  
\_\_\_\_\_  
Martha Estes

Subscribed and sworn to before me this 20<sup>th</sup> day  
of January, 1964.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:

Oct. 28, 1964

RELEASE OF CORPORATE NAME AND CONSENT  
FOR ITS USE BY OTHER INCORPORATORS

STATE OF OKLAHOMA     )  
                              ) ss:  
COUNTY OF OKLAHOMA    )

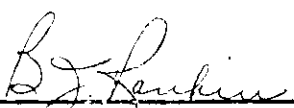
We, the undersigned, as principal officers of Kim Management & Investment Company, state as follows:

On September 19, 1963, notice of dissolution of Kim Management & Investment Company was filed with the Secretary of State of the State of Oklahoma. It is anticipated articles of dissolution with reference to said corporation shall be filed immediately after the first of January 1964. That by reason of aforesaid, there will be no further use by said corporation of its name, Kim Management & Investment Company, and hereby releases and consents for the use of said name by any other incorporators after this date.

DATED this 2nd day of January 1964.

  
\_\_\_\_\_  
Leonard H. Savage, Vice President

ATTEST:

  
\_\_\_\_\_  
B. J. Rankin, Assistant Secretary


STATE OF OKLAHOMA     )  
                              )  
COUNTY OF OKLAHOMA    )

Before me, the undersigned, a Notary Public, in and for said County and State on this 2nd day of January 1964, personally appeared Leonard H. Savage, to me known to be the identical person who subscribed the name of the maker thereof to the foregoing instrument as its Vice President, and acknowledged to me that he executed the same as his free and voluntary act and deed and as the free and voluntary act and deed of such corporation, for the uses and purposes therein set forth.

Given under my hand and seal of office the day and year last above written.

My Commission Expires:

July 7, 1964

  
\_\_\_\_\_  
Notary Public