

# 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

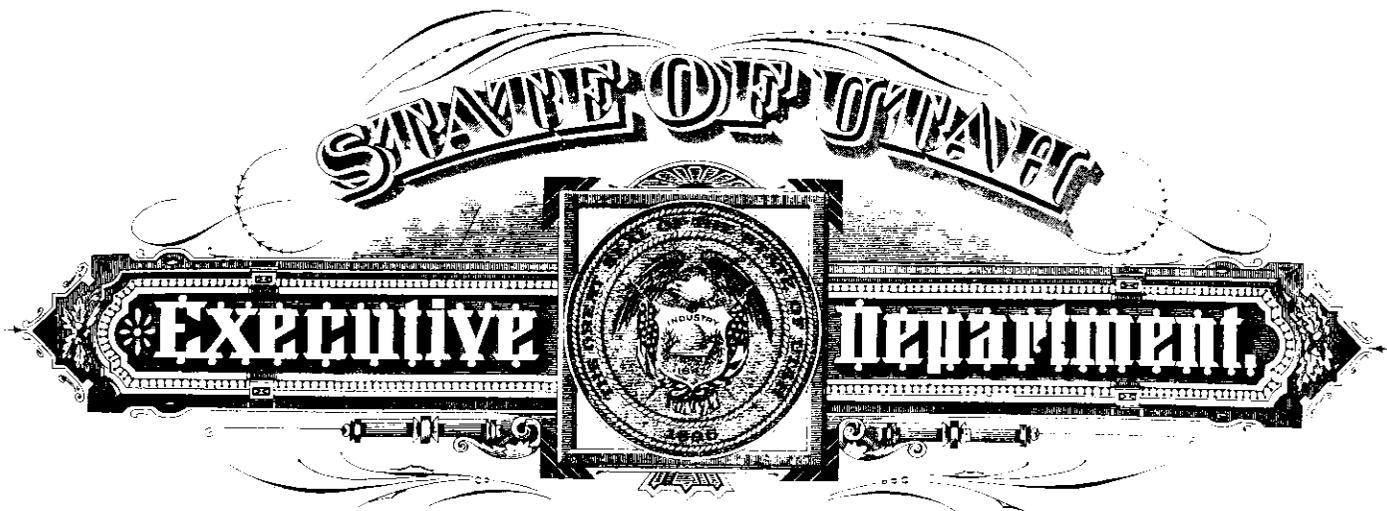
**VANQUARD INDUSTRIES, INC.**

a corporation duly organized and existing under the laws of **Utah** 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 **Twenty-Ninth** day of **August** 19 **63**, a properly authenticated copy of its articles of incorporation, and on the **Twenty-Ninth** day of **August** 19 **63**, a designation of **Ruth M. Bauman** in the County of **Bingham** 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 **29th** day of **August**, A.D. 19 **63**.

Secretary of State.



Secretary of State's Office

I, LAMONT F. TORONTO, SECRETARY OF STATE OF THE STATE OF UTAH,  
DO HEREBY CERTIFY THAT THIS IS A FULL, TRUE AND CORRECT COPY OF THE  
ARTICLES OF INCORPORATION AND ALL AMENDMENTS TO \_\_\_\_\_  
\_\_\_\_\_ VANGUARD INDUSTRIES, INC. \_\_\_\_\_

AS APPEARS \_\_\_\_\_ OF RECORD \_\_\_\_\_ IN MY OFFICE.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND  
AND AFFIXED THE GREAT SEAL OF THE STATE OF UTAH  
AT SALT LAKE CITY, THIS THIRTEENTH DAY OF

AUGUST 19 63

*Lamont F. Toronto*  
SECRETARY OF STATE  
*Merrill L. Cottrell*  
DEPUTY

CHC. 7 11 5 37 ARTICLES OF INCORPORATION

or

VANGUARD INDUSTRIES, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned of legal age, being desirous of associating ourselves together for the purpose of forming a corporation under and pursuant to the laws of the state of Utah, do for this purpose, adopt, certify and declare the following to be our Articles of Incorporation and Agreement, to-wit:

ARTICLE I

The name of the corporation hereby formed shall be VANGUARD INDUSTRIES, INC.

ARTICLE II

The term of existence of this corporation shall be perpetual.

ARTICLE III

The principal place of business in the State of Utah shall be at 204 Orange Street, Salt Lake City, Salt Lake County, Utah, but, the corporation may have such other place or places of business within and without the State of Utah as the Board of Directors may by Bylaws or Resolution designate.

The initial registered agent of the corporation at such place of business shall be Ruth M. Bauman.

ARTICLE IV

The business and pursuit of this corporation is and shall be:

FIRST: To own, acquire, design, construct, manufacture, finance, sell, lease, manage, operate and deal in real and personal properties of all kinds and descriptions including but not limited to all types of sporting and recreational facilities, commercial and residential buildings, motels, restaurants, etc.

SECOND: To acquire, own, sell, convey, encumber and otherwise deal in and dispose of stocks, bonds, indentures and all other securities, negotiable or non-negotiable, and all documents relating to the extension of credit and credit transactions.

THIRD: To purchase or otherwise acquire all or part of any business, good will, rights, property and assets of all kinds, and assume all or any part of the liabilities of any corporation, association, partnership or individual engaged in any lawful business, whether said business or enterprise is organized under the laws of the State of Utah or under the laws of any other state or nation and to conduct any lawful business or other operation of any kind whatsoever.

FOURTH: To act as agent or representative of individuals, partnerships and corporations, and, as such, to develop and attend their business or to aid any lawful enterprise.

FIFTH: To borrow money for corporate purposes, and to make, accept, endorse, guarantee, execute and issue bonds, notes, indentures, bills of exchange and other obligations, and to mortgage, pledge and hypothecate any stocks, bonds or other evidence of indebtedness on any property or assets held by it, and, to lend money, with or without security.

SIXTH: To purchase, acquire, own, use, encumber, sell and dispose of, and otherwise deal in for any purpose whatsoever, its own corporate stock and any other evidence of indebtedness or any kind whatsoever issued by this corporation.

SEVENTH: To own and operate restaurants and eating places of all descriptions, sporting and recreational places and facilities, hotels, apartment houses, commercial buildings, taverns, inns and lounges, and to acquire licenses and franchises to permit the operation of said businesses.

EIGHTH: To acquire, own, hold and operate under licenses, privileges and franchises from the government of any state, municipality or nation, or any agency or instrumentality thereof.

NINTH: To make, execute, enter into and negotiate contracts with any other person, legal or fictitious, or any association, partnership or entity of any kind whatsoever, now or hereafter existing, including, but not limited to, joint ventures, liquidating or non-liquidating, successions of going businesses and any and all other

transactions relating to or incidental to the operation or use of any of the powers and privileges herein provided.

INTERPRETATION: The enumeration of specific powers shall not be construed as limiting or restricting in any way the general power herein set forth; and, all powers herein shall be in addition to those powers granted to corporations by and under the provisions of Section 16-10-4, Utah Code Annotated, 1953, as amended.

#### ARTICLE V

The authorized capital of this corporation shall consist of \$50,000.00 divided into 50,000 shares of stock of the par value of \$1.00 each. There shall be no stock without par value and the holders of said stock shall have the right and power to elect the designated members of the Board of Directors as provided in Article VI of these Articles.

#### ARTICLE VI

The governing body of this corporation shall be a Board of Directors of five members who need not be residents of the state or Utah. Any vacancy or vacancies occurring on the Board of Directors may be filled by the other directors, but, if three or more vacancies should occur at the same time, the Secretary of the corporation shall forthwith call a special stockholders' meeting for the purpose of electing new directors of the corporation. The terms of directors shall be for one year or until a successor director shall have been elected and shall have qualified. Until the first annual meeting of the shareholders, the following persons shall act as officers and directors of the corporation:

<u>NAME AND ADDRESS</u>	<u>OFFICE:</u>
George G. Jamieson 2607 West 3800 South Salt Lake City, Utah	President and Director
Ruth M. Dauman 2963 Lehman Avenue Salt Lake City, Utah	Vice-President and Director
Laura M. Nichols 2963 Lehman Avenue Salt Lake City, Utah	Secretary-Treasurer and Director

#### ARTICLE VIII

The directors shall manage the property and business and exercise the powers of the corporation. Three directors shall be necessary to constitute a quorum. The Board shall have full and plenary power to acquire, manage, sell and convey all property and assets in which the corporation has any interest of any kind and the Board shall have power to sell or encumber any part of the assets with the consent of the stockholders. The Board shall have power to issue treasury stock in exchange for assets or stock or any interest in any business or property, provided, that the action of the Board is unanimous, and, in addition, it shall have all of the powers permitted directors of corporations under and by virtue of the laws of the State of Utah. It is expressly provided, nevertheless, that the Board shall not issue or permit or suffer to be issued any stock without at the same time offering the same number of shares to the then holders of stock in the manner provided in this Article, unless all of the stockholders unanimously agreed to the contrary in writing. To achieve such purpose, the Board shall not issue any stock without offering to the stockholders the same number of shares and at the same price and upon the same terms. In the event the Board issues stock for property, services or labor, the judgment of the Board as to the value thereof shall be conclusive and all stock so issued shall be deemed fully paid.

#### ARTICLE VIII

The Board of Directors shall have the power to establish an Executive Committee of not less than three members to manage and operate the affairs of the corporation in in the judgment of the Board the appointment of such committee is necessary or desirable to achieve the corporate purposes. Such a committee shall make a quarterly report of its activities to the Board of Directors and shall be responsible to the Board for the conduct of the enterprises and affairs entrusted to it.

ARTICLE II

The capital stock of this corporation shall not be assessed. It shall be issued as fully paid, and the private property of the stockholders shall not be liable for the debts, obligations or liabilities of this corporation.

ARTICLE III

The directors of this corporation shall be stockholders, insofar as provided. No officer, however, need be a stockholder; provided, nevertheless, that the president of the corporation shall be a member of the Board of Directors.

ARTICLE IV

These articles may be amended only by the concurring vote of not less than three-fourths (3/4's) of the issued and outstanding capital stock.

ARTICLE V

The names and addresses of the incorporators are the same as the directors appearing in Article VI of these Articles and the number of shares issued to said incorporators is one share each.

ARTICLE VI

The corporation shall not commence business until consideration of the value of at least \$1,000.00 has been received for the purchase of shares.

ARTICLE VII

The annual meeting of the stockholders of the corporation shall be held on the first Friday in September of each year, commencing 1932, at the hour of 2:00 p.m. at the office of the corporation, 204 Orange Street, Salt Lake City, Utah, or at such other place as the Board of Directors may determine. Notice thereof shall be given in writing, signed by the President or Vice-President and Secretary, and shall be given personally or by mail to each stockholder at his last known address as shown on the stock book of the corporation not less than ten or more than sixty days before said meeting. Special stockholders' meetings may be called by the Board of Directors of the corporation or by the owner or owners of not less than one-third

(1/3) of the issued and outstanding capital stock of said corporation. In such event, such notices shall be given in the same manner as the notices of the annual meeting, except that they shall be signed by the persons calling said meeting. Stockholders may vote in person or by proxy on such matters as may be presented to them for determination. The Board of Directors and the Stockholders may hold meetings within or without the state of Utah.

ARTICLE VII

Subject to the provisions of Article VI, in all the elections for directors as provided therein, every stockholder shall have the right to vote in person or by proxy the number of shares owned by him for as many persons as there are to be elected, or to cumulate such shares and give one candidate as many votes as the number of directors multiplied by the number of his shares shall equal, or to distribute them on the same principle among as many candidates as he shall think fit.

ARTICLE VIII

The Board of Directors shall have the power to adopt such rules and Bylaws as may be necessary in its judgment for the management of the affairs of this corporation.

IN WITNESS WHEREOF the incorporators have hereunto subscribed their signatures this 1 day of September, 1962.

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

STATE OF UTAH            )  
                              :SS  
COUNTY OF SALT LAKE)

On this \_\_\_\_\_ day of September, 1962, personally appeared before me George G. Jamieson, Ruth M. Stuman, Laura M. Nichols known to me to be the persons described in and who executed the foregoing instrument, who, being first duly sworn upon their respective oaths, duly acknowledged to me that they executed the same freely and voluntarily and for the uses and purposes therein mentioned.

\_\_\_\_\_  
ROBERT POWELL  
Residing at Salt Lake City, Utah

My Commission Expires:

\_\_\_\_\_

August 29, 1963

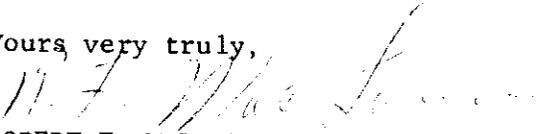
Mr. Robert F. McLaren  
1721 Lincoln Street  
Caldwell, Idaho

Mr. Arnold Williams  
Idaho Secretary of State  
State House  
Boise, Idaho

Dear Mr. Williams:

As President of VANGUARD, INC., I hereby give my consent to VANGUARD INDUSTRIES, INC. for use of similar name in order that they may qualify their corporation to do business in Idaho.

Yours very truly,

  
ROBERT F. McLAREN