



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

JAX DIE CO., INC.

was filed in the office of the Secretary of State on the **First** day
of **July** A.D. One Thousand Nine Hundred **Sixty-three** and
duly recorded on Film No. **124** 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

Kootenai in the County of **Bonner**.

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 **1st** day of **July**,
A.D., **1963**.

Secretary of State.

ARTICLES OF INCORPORATION

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, all of full legal age and of whom at least two-thirds are citizens of the United States, have this day voluntarily associated ourselves together for the purpose of forming a corporation, under the laws of the State of Idaho, and we do hereby certify and adopt the following Articles of Incorporation:

ARTICLE I.

The name of this corporation shall be JAX DIE CO., INC.

ARTICLE II.

The general nature of the business of the corporation and its objects and purposes are:

- (A) To conduct a general manufacturing, wholesale and retail business.
- (B) To manufacture, buy, sell and deal in goods, wares, merchandise and personal property of every kind;
- (C) To the same extent as natural persons could do, to acquire, construct, maintain, develop, improve, rent, use, mortgage and dispose of real property and interests, estates and rights therein;
- (D) To act as agent or representative, in any capacity; and to perform services for others;
- (E) To acquire, develop, improve, use, grant licenses in respect of, mortgage, dispose of and deal in letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names;
- (F) To acquire, own and dispose of rights, privileges, permits and franchises convenient for any of the purposes of its business;

(G) To acquire, own, pledge, dispose of and deal in shares of capital stock, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporations, associations, firms, trusts or persons, public or private, or by the government of the United States of America, or by any foreign government or by any state, territory, province, municipality or other political subdivision or by any governmental agency, domestic or foreign, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof;

(H) To aid in any manner any corporation, association, firm or individual, any of whose securities, evidences of indebtedness, obligations or stock are held by the corporation directly or indirectly, or in which or in the welfare of which, the corporation shall have any interest, and to guarantee securities, evidences of indebtedness and obligations of other persons, firms, associations and corporations;

(I) To acquire, and pay for in cash, stock, bonds or other securities of the corporation or otherwise, the good will, rights, assets and property and to undertake and assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation;

(J) To enter into, make and perform contracts of every kind;

(K) To borrow moneys and, from time to time without limit as to amount, to issue, accept, endorse and execute promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure

the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes;

(L) To lend any of its funds, either with or without security;

(M) To acquire, hold and dispose of shares of its own capital stock and rights thereto;

(N) To carry on any other business in connection with any of the aforesaid purposes for which a corporation may be formed under the provisions of the General Corporation Law of the State of Idaho;

(O) To carry out all or any part of the foregoing objects as principal or agent, or in conjunction with any other person, firm, association or corporation, and in any part of the world to the same extent and as fully as natural persons might or could do;

(P) To do all such things as are necessary and incidental to the attainment of the above objects;

(Q) The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this certificate of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

ARTICLE III.

The principal place of business of this corporation and its principal office shall be in Kootenai, County of Bonner, State of Idaho. The Board of Directors may from time to time establish

and maintain such other places of business and such other offices as may be useful or convenient in transacting the business affairs of the corporation.

ARTICLE IV.

The time of the existence of the corporation shall be perpetual.

ARTICLE V.

The number of directors shall not be less than three (3) nor in excess of nine (9), and the names and residences of those who are appointed to serve until their successors are elected and qualified are:

A. J. ASHURST, Kootenai, Idaho;
RICHARD BRANDL, Sandpoint, Idaho;
HARDY C. LYONS, Sandpoint, Idaho;
BRUCE W. PALMER, Wiggett Bldg.,
Coeur d'Alene, Idaho

ARTICLE VI.

The amount of capital stock of this corporation shall be Fifty Thousand Dollars (\$50,000.00), divided into Five Hundred (500) shares of the par value of One Hundred Dollars (\$100.00) each, and as between the individual shares there shall be no distinction as to voting powers, preferences and privileges.

ARTICLE VII.

The name and post office address of each of the incorporators are:

A. J. ASHURST, Kootenai, Idaho;
RICHARD BRANDL, Sandpoint, Idaho;
HARDY C. LYONS, Sandpoint, Idaho;
BRUCE W. PALMER, Wiggett Bldg.,
Coeur d'Alene, Idaho

ARTICLE VIII.

The number of shares of stock subscribed by each of the incorporators is:

A. J. ASHURST, One 1 share,
RICHARD BRANDL, One 1 share,
HARDY C. LYONS, One 1 share,
BRUCE W. PALMER, One 1 share.

ARTICLE IX.

In furtherance and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized:

- (a) To make, alter or repeal the By-Laws of the corporation.
- (b) To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.
- (c) To set apart, out of any of the funds of the corporation available for dividends, a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.
- (d) By resolution or resolutions passed by majority of the whole Board of Directors, to designate one or more committees, each committee to consist of two or more of the directors of the corporation, which, to the extent provided in said resolution or resolutions, or in the By-Laws of the corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation, and such committee may be authorized the use of the seal of the corporation on all papers which may require it.

A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation either as a vendor, purchaser or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a member or any corporation of which any director or officer is a stockholder, officer or director,

is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified or approved by a majority of a quorum of the Board of Directors or of an executive committee thereof, without counting in such majority or quorum the name of the director so interested.

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands and seals this 31st day of April, 1963.

A. J. Ashurst A. J. Ashurst
Richard Brandl Richard Brandl
Hardy C. Lyons Hardy C. Lyons
Bruce W. Palmer Bruce W. Palmer

STATE OF IDAHO,)
: ss.
County of Bonner.)

On this 17th day of April, 1963, before me, the undersigned, a Notary Public, in and for the State of Idaho, personally appeared A. J. ASHURST, RICHARD BRANDL, HARDY C. LYONS and BRUCE W. PALMER, known to me to be the persons whose names are subscribed to the above and foregoing instrument, and acknowledged to me that they executed the same.

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

Alie W. Hunt
Notary Public, in and for the State of Idaho, residing at Sandpoint.