



## Department of State.

### CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

ENCODER PRODUCTS COMPANY

was filed in the office of the Secretary of State on the **seventeenth** day of **May**, **seventy-four** and **A.D.**, One Thousand Nine Hundred **1974**, and will be duly recorded on **film-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 **Sandpoint, Idaho** 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 **17th** day of **May**, **A.D., 1974**.

Pete T. Cenarrusa  
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION  
OF  
ENCODER PRODUCTS COMPANY

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 the corporation is ENCODER PRODUCTS COMPANY.

ARTICLE II.

The principal office of the corporation is 1601 Dover Road, Sandpoint, Idaho, 83864.

ARTICLE III.

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

- (1) To manufacture and market Encoder Products, equipment and devices, electronic equipment and the component parts thereof, and without limitation by reason of the foregoing stated specific purposes.
- (2) To buy, sell and deal in goods, wares, merchandise and personal property of every kind.
- (3) To the same extent as natural persons do, to acquire, construct, maintain, develop, improve, rent, use, mortgage and dispose of real property and interests, estates and rights therein.
- (4) To act as agent or representative, in any capacity; and to perform services for others.

- (5) 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.
- (6) To acquire, own and dispose of rights, privileges, permits and franchises convenient for any of the purposes of its business.
- (7) 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 corporation, association, firms, trusts or persons, public or private, 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.
- (8) 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.
- (9) To acquire, and pay for in cash, stocks, 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.

(10) To enter into, make and perform contracts of every kind.

(11) To borrow moneys and, from time to time without limit as to the 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.

(12) To lend any of its funds, either with or without security. To make gifts.

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

(14) 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 corporation laws of the State of Idaho.

(15) 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.

(16) To have and exercise all the powers conferred by the laws of the State of Idaho upon corporations.

The foregoing clauses shall be construed as objects, purposes and powers and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation.

#### ARTICLE IV.

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

#### ARTICLE V.

The number of directors of the corporation shall be not less than three (3). The names and residences of those who are appointed to serve until their successors are elected and qualified are:

William F. Watt, 1601 Dover Road, Sandpoint, Idaho,  
Fern M. Watt, 1601 Dover Road, Sandpoint, Idaho,  
Ann C. Judd, P. O. Box C, Sandpoint, Idaho.

#### ARTICLE VI.

The amount of capital stock of this corporation shall be Twenty-five Thousand (\$25,000.00) Dollars, divided into two hundred fifty (250) shares of a par value of One Hundred (\$100.00) Dollars each. As between the individual shares there shall be no distinction as to voting powers, preferences and privileges.

#### ARTICLE VII.

The name and postoffice address of each of the incorporators are:

William F. Watt, 1601 Dover Road, Sandpoint, Idaho,  
Fern M. Watt, 1601 Dover Road, Sandpoint, Idaho,  
Ann C. Judd, P. O. Box C, Sandpoint, Idaho.

Each of the incorporators have subscribed to one (1) share of the capital stock of the corporation.

#### ARTICLE VIII.

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.

Any person made a party to, or involved in, any civil, criminal or administrative action, suit or proceeding by reason of the fact that he is or was a director, officer or employee of the corporation may be indemnified by the corporation against expenses actually and necessarily incurred by or imposed on him in connection with, or resulting from, the defense of such action, suit or proceeding.

#### ARTICLE IX.

The Board of Directors of the corporation may by resolution adopted by a majority of the whole board 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 the resolution 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 may authorize the seal of the corporation to be affixed to all papers which may require it.

All corporate powers of the corporation shall be exercised by the Board of Directors except as otherwise provided herein or by law.

#### ARTICLE X.

The Board of Directors is authorized to make, alter, or repeal the by-laws of the corporation to the extent permitted by the corporation laws of the State of Idaho.

IN WITNESS WHEREOF, the parties have hereunto set their hands this 15 day of May, 1974.

William F. Watt  
Tom M. Watt  
Ann C. Judd

STATE OF IDAHO )

ss

County of Bonner

On this 15 day of May, 1974, before me, the undersigned, a Notary Public in and for said State, personally appeared WILLIAM F. WATT, FERN M. WATT and ANN C. JUDE, known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same.

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

Wesley Lyons  
Notary Public in and for the  
State of Idaho, residing at  
Sandpoint.