

# 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

**HEX FORDS INC.**

a corporation duly organized and existing under the laws of **Delaware** 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 **Twelfth** day of **October** 19 **64**, a properly authenticated copy of its articles of incorporation, and on the **Twelfth** day of **October** 19 **64**, a designation of **W. C. Roden or T.M. Eberle** in 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 **12th** day of **October**, A.D. 19**64**.

Secretary of State.

# State of Delaware



## Office of Secretary of State.

*J. Elisha C. Dukes, Secretary of State of the State of Delaware,*  
do hereby certify that the above and foregoing is a true and correct copy of  
Certificate of Incorporation of the "NCR FORMS INC.", as received  
and filed in this office the thirtieth day of September, A.D.  
1964, at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand  
and official seal at Dover this second day  
of September in the year of our Lord  
one thousand nine hundred and sixty-four.

*Elisha C. Dukes*

Secretary of State

*A. F. Malone*

Asst. Secretary of State

CERTIFICATE OF INCORPORATION

of

NCR FORMS INC.

FIRST. The name of the Corporation is NCR FORMS INC.

SECOND. The principal office of the Corporation in the State of Delaware is located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its resident agent is The Corporation Trust Company, No. 100 West Tenth Street, Wilmington 99, Delaware.

THIRD. The nature of the business and the objects or purposes to be transacted, promoted and carried on by the Corporation are as follows:

To print, reprint, copy, publish, type, impress, emboss, imprint, engrave, stencil, etch, lithograph, photograph, electrotpe, stereotype, and produce and reproduce in any other manner, and to sell, lease, barter, purchase and generally deal in forms for business and private use, brochures, pamphlets, leaflets, stationery and stationery supplies, folders, booklets, circulars, notebooks, manuals, manuscripts, advertising literature and materials, catalogues, printing supplies, folios, books and any other writings of any kind, description, nature or type; to manufacture, purchase, sell and

generally deal in papers and paper products of whatever kind and nature and materials used in the manufacture of paper; to carry on the businesses of printers, engravers, publishers, book and print sellers, bookbinders, literature agents, stationers, lithographers, photographers, stereotypers, electrotypers, designers, compositors, dyers, paper makers, and advertisers; and to carry on the business of manufacturers and distributors of and dealers in engravings, prints, dyes, ink, pictures, drawings, and any written, engraved, painted or printed productions.

To purchase, manufacture, produce, construct, assemble, receive, lease or otherwise acquire, and to manage, hold, own, use, operate, install, maintain, service, repair, process, alter, improve, import, export, convey, sell, lease, assign, transfer, mortgage, pledge, or trade and deal in and with, raw materials, natural or manufactured articles or products, machinery, equipment, devices, systems, parts, supplies, apparatus and personal property of every kind, nature and description, tangible or intangible, used or capable of being used for any purpose whatsoever and to engage and participate in any mercantile, manufacturing or trading business of any kind or character.

To purchase, construct, receive, lease or otherwise acquire, and to manage, hold, own, use, operate, maintain, service, repair, alter, improve, convey, sell, lease, assign, transfer, mortgage, or otherwise trade and deal in and with, lands, buildings and real property of every kind, nature and description, or any interest therein, either legal or equitable.

To adopt, apply for, obtain, register, purchase, produce, assemble, receive, lease or otherwise acquire, and to manage, hold, own, use, maintain, alter, improve, protect, exercise, develop, manufacture under, operate and introduce, and to sell, lease, assign, transfer, pledge, grant licenses or other rights in respect of, or otherwise dispose of, turn to account, or in any manner deal in and with and contract with reference to, any trade-marks, trade names, patents, patent rights, concessions, franchises, designs, copyrights and distinctive marks and rights analogous thereto, and inventions, devices, improvements, processes, recipes, formulae and the like, including, but without limitation, such thereof as may be covered by, used in connection with, or secured under, letters patent or otherwise, whether of the United States of America or of any other government or country; and any licenses in respect

thereof and any or all rights connected therewith or appertaining thereto.

To acquire by purchase, exchange or otherwise, all, or any part of, or any interest in, the properties, assets, business, good will and rights of any corporation, association, partnership, firm, syndicate or individual, and to pay for the same in cash, property, or the shares, bonds, debentures, warrants, rights, scrip, notes, evidences of indebtedness, or other securities or obligations of any kind of the Corporation or any other corporation, association, partnership, firm, syndicate or individual; to hold, conduct, operate, reorganize, liquidate, dissolve, mortgage, pledge, sell, exchange, or otherwise dispose of, the whole or any part of the properties, assets, business, good will and rights so acquired; and, in connection therewith, to assume or guarantee performance of any liabilities, obligations or contracts of any corporation, association, partnership, firm, syndicate or individual.

To acquire or become interested in, whether by subscription, purchase, underwriting, loan, participation in syndicates or otherwise, and to own, hold, sell, assign, transfer, or otherwise dispose of, and to trade and deal in or with, shares, bonds, debentures, warrants, rights,

scrip, notes, evidences of indebtedness, or other securities or obligations of any kind by whomsoever issued; to possess and exercise in respect thereof all the rights, powers and privileges of ownership or interest therein, including, but without limitation, the right to vote thereon for any and all purposes, to consent, or otherwise act with respect thereto; and to issue in payment or exchange therefor the Corporation's shares, bonds, debentures, warrants, rights, scrip, notes, evidences of indebtedness, or other securities or obligations of any kind.

To borrow or raise moneys for any of the purposes of the Corporation and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute, issue, and deliver promissory notes, drafts, bills of exchange, 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 deed of trust, mortgage or pledge, of or upon the whole or any part of the property of the Corporation, real or personal, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such promissory notes, drafts, bills of exchange, bonds, debentures, or other negotiable or non-negotiable instruments and evidences of indebtedness

of the Corporation for its corporate purposes. To aid by loan, subsidy, guaranty or any other lawful manner any corporation or association; to guaranty the payment of dividends on any stock or the payment of the principal of, or the interest on, any obligations issued or incurred by any corporation or association; to do any and all other acts and things for the enhancement, protection or preservation of any stocks, bonds, debentures, notes or other obligations which are in any manner, directly or indirectly, held or guaranteed by the Corporation, and to do any and all acts and things designed to accomplish any such purpose; and to lend money, with or without collateral security therefor.

To purchase or otherwise acquire, own, hold, sell, assign, transfer, or otherwise dispose of, the shares of its own capital stock, or redeem the redeemable shares, if any, of its capital stock, out of surplus except when currently insolvent or when it would thereby be made insolvent.

To act as manager of any corporation, association, firm, syndicate or individual, or as representative or agent thereof in any capacity (whether managing, operating, financial, insurance, purchasing, selling, advertising or otherwise), and, as any such manager, representative



or agent, to develop, exploit, promote, conduct, manage, operate, improve, extend or liquidate any of the business or property thereof, and to aid, conduct, manage or operate any lawful enterprise in connection therewith; and, generally, to act as agent, commission merchant or broker in and with respect to any and all kinds of service and property.

To do any and all things herein set forth, to the same extent as a natural person might or could do, as principal, factor, agent, contractor or otherwise, either alone or through or in conjunction with any other person, firm, association or corporation, and in any part of the world outside the State of Delaware and, so far as permitted by law, within the said state; and, in general, to do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated; and to engage in any and all lawful business whatever necessary or convenient in connection with, or incidental to, the exercise or attainment of any of the powers or purposes hereinbefore specified, excepting such as is forbidden by law.

The foregoing clauses shall be construed both as objects 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 to carry on any business in connection with any of the foregoing and to have and to exercise all the powers conferred upon corporations by the laws of the State of Delaware.

FOURTH. The total number of shares of stock which the Corporation shall have authority to issue is One Hundred (100) and the par value of each of such shares is Ten Dollars (\$10.00) amounting in the aggregate to One Thousand Dollars (\$1,000.00).

FIFTH. The minimum amount of capital with which the Corporation will commence business is One Thousand Dollars (\$1,000.00).

SIXTH. The names and places of residence of the incorporators are as follows:

<u>NAMES</u>	<u>RESIDENCES</u>
D. Christian Gauss	50 Oenoke Lane New Canaan, Conn.
David T. McGovern	151 East 83rd Street New York, N.Y.
John C. Craig	368 Grove Street Glen Rock, New Jersey

SEVENTH. The Corporation is to have perpetual existence.

EIGHTH. The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

NINTH. The following provisions are adopted for the management of the business and for the conduct of the affairs of the Corporation, and for defining, limiting and regulating the powers of the Corporation, the directors and the stockholders:

(a) The books of the Corporation may be kept outside the State of Delaware at such place or places as may, from time to time, be designated by the Board of Directors, except that either the original or a duplicate stock ledger shall be kept at the principal office of the Corporation within the said state.

(b) The business of the Corporation shall be managed by its Board of Directors; and the Board of Directors shall have power to exercise all the powers of the Corporation, including (but without limiting the generality hereof) the power to create mortgages upon the whole or any part of the property of the Corporation, real or personal, without

any action of or by the stockholders, except as otherwise provided by statute or by the By-Laws.

(c) The number of the directors shall be fixed by the By-Laws, subject to alteration, from time to time, by amendment of the By-Laws either by the Board of Directors or the stockholders. An increase in the number of directors shall be deemed to create vacancies in the Board, to be filled in the manner provided in the By-Laws. Any director or any officer elected or appointed by the stockholders or by the Board of Directors may be removed at any time, in such manner as shall be provided in the By-Laws.

(d) The Board of Directors shall have power to make and alter By-Laws, subject to such restrictions upon the exercise of such power as may be imposed by the incorporators or the stockholders in any By-Laws adopted by them from time to time.

(e) The Board of Directors shall have power, in its discretion, to fix, determine and vary, from time to time, the amount to be retained as surplus and the amount or amounts to be set apart out of any of the funds of the Corporation available for dividends as working capital or a reserve or reserves for any proper purpose, and to abolish

any such reserve in the manner in which it was created.

(f) The Board of Directors shall have power, in its discretion, from time to time, to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of the Corporation, or any of them, other than the stock ledger, shall be open to the inspection of stockholders; and no stockholder shall have any right to inspect any account or book or document of the Corporation, except as conferred by law or authorized by resolution of the directors or of the stockholders.

(g) Upon any sale, exchange or other disposal of the property and/or assets of the Corporation, payment therefor may be made either to the Corporation or directly to the stockholders in proportion to their interests, upon the surrender of their respective stock certificates, or otherwise, as the Board of Directors may determine.

(h) In case the Corporation shall enter into any contract or transact any business with one or more of its directors, or with any firm of which

any director is a member, or with any corporation or association of which any director is a stockholder, director or officer, such contract or transaction shall not be invalidated or in any way affected by the fact that such director has or may have an interest therein which is or might be adverse to the interests of the Corporation, even though the vote of such director might have been necessary to obligate the Corporation upon such contract or transaction; provided, that the fact of such interest shall have been disclosed to the other directors or the stockholders of the Corporation, as the case may be, acting upon or with reference to such contract or transaction.

(1) Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of Title 8 of the Delaware Code

or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said Court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the Court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

(j) The Corporation reserves the right to amend, alter, change, add to or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute; and all rights herein conferred are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals this 28th day of September A.D. 1964.

(S) D. Christian Gauss

(SEAL)

(S) David T. McGovern

(SEAL)

(S) John C. Craig

(SEAL)



STATE OF NEW YORK    }  
                          } ss:  
COUNTY OF NEW YORK    }

BE IT REMEMBERED that on this 28th day of September A.D. 1964, personally came before me, a Notary Public in and for the State and County aforesaid, D. CHRISTIAN GAUSS, DAVID T. McGOVERN and JOHN C. CRAIG, all of the parties to the foregoing certificate of incorporation, known to me personally to be such, and severally acknowledged the said certificate to be the act and deed of the signers respectively and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

PHILIP D. FERRALL  
NOTARY PUBLIC  
STATE OF NEW YORK

(S) Philip D. Ferrall  
Notary Public  
PHILIP D. FERRALL  
Notary Public, State of New York  
No. 30-6275200  
Qualified in Nassau County  
CERTIFICATE FILED WITH  
New York County Clerk  
Commission Expires March 30, 1966