



## Department of State.

### CERTIFICATE OF INCORPORATION

**ERSON H. DEAL**

**ARNOLD WILLIAMS**

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

**L & T PLASTICS, INC.**

was filed in the office of the Secretary of State on the **Twenty-fifth** day of **January** A.D. One Thousand Nine Hundred **Sixty-seven** and will be

duly recorded on **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

**Boise**

in the County of

**Ada**

**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 **25th** day of **January**, A.D., 19**67**.

Secretary of State.

ARTICLES OF INCORPORATION

of

L & T PLASTICS, INC.

KNOW ALL MEN BY THESE PRESENTS That We, the undersigned, being natural persons all of legal age and citizens of the United States of America, have this day voluntarily associated ourselves for the purpose of forming a corporation for profit under and pursuant to the laws of the State of Idaho, and we do hereby certify:

ARTICLE I

The name of this corporation is L & T PLASTICS, INC.

ARTICLE II

The period of existence and the duration of the life of this corporation shall be perpetual.

ARTICLE III

The purposes and objects for which this corporation is formed are as follows:

1. To compound, assemble, fabricate, buy, sell, deal in, manufacture, use, produce and market all types of decoys, lures and other sporting items in general and allied products, supplies or materials incidental or related thereto; and to carry on a general service and merchandising business, at wholesale and retail levels, using, buying, selling, manufacturing, trading and otherwise dealing in such products, directly or indirectly.

2. To acquire and exercise patent rights and trademarks related to such pursuits, and to build, buy, equip, sell, construct, erect, option, lease, sublease, assign, mortgage, encumber or otherwise deal in all real and personal properties and to construct, own, buy, sell or build such works, contrivances, appliances, mills, fabricators, machinery and properties of this or other corporations or of private individuals as may be either useful, expedient or necessary in carrying out the foregoing purposes; and, generally, to enter into all contracts and to do all acts in any way designed to aid in or to carry out any or all of the objects and purposes set forth in this Article.

3. To borrow money and otherwise incur indebtedness without limit as to the amount and to draw, make, accept, endorse, transfer, assign, guarantee, execute, and issue such bonds, stocks, debentures, notes, checks, drafts, bills of exchange and other instruments, negotiable and non-negotiable, secured and unsecured, as may be necessary, customary, or appropriate in the conduct of such business.

4. To conduct business in this state or other states, the District of Columbia and the territories of the United States, and in foreign countries or territories, and to maintain one or more offices or other places of business inside or outside this state; and to receive, purchase, hold, acquire, mortgage, assign, transfer, lease, release, convey and otherwise deal in and with any real or personal property or

1 any interest therein within or without the State of Idaho, reasonably  
2 calculated to promote the purposes hereinabove stated for this  
3 corporation; and to do all other things, including the creation,  
4 organization, and operation of such subsidiary corporations as may be  
5 necessary or convenient to the carrying into effect of the main purposes  
6 and objects of the organization of this corporation.

5 5. To acquire the operating name, good will, property  
6 rights, and the whole or any part of any estate, tangible or intangible,  
7 and to assume the liabilities of any person, firm, association,  
8 corporation, or other business organization; and to pay for said good  
9 will, rights, property and assets in cash and the stock of this company,  
10 its bonds, its debentures, or otherwise, or by undertaking the whole or  
11 any part of the liabilities of the transferor thereof; and to hold in any  
12 manner or to dispose of all or any part of the property so acquired;  
13 to conduct in any lawful manner the whole or any part of any business  
14 so acquired and to exercise all the powers necessary and expedient in  
15 and about the conduct and management of such business or businesses  
16 directly or indirectly related to the purposes and objects of this  
17 corporation, or, though not connected, to preserve or protect the assets  
18 of this corporation.

12 6. To purchase, insofar as the same may be done without  
13 impairing the capital of this corporation, except as otherwise  
14 prohibited by law, and to hold, pledge, and reissue shares of its own  
15 capital stock, but such stock so acquired and held shall not be entitled  
16 to vote nor to receive dividends.

15 7. To carry on any of the foregoing or closely related  
16 businesses as principals, agents, lessors, lessees, assignors,  
17 assignees, franchisors, franchisees, licensors, licensees, or otherwise,  
18 which can be generally carried on in connection with any of the pursuits  
19 aforesaid.

18 8. It is hereby expressly provided that the enumeration  
19 hereinabove of the specific objects and powers shall not be narrowly  
20 construed and shall not be held to limit or restrict in any manner the  
21 general powers of this corporation; provided, however, that nothing  
22 herein contained shall be deemed to authorize or permit the corporation  
23 to carry on any business or exercise any power or do any act which  
24 corporations formed under the laws of Idaho, now or hereafter existing,  
25 may not, at the time of such act, lawfully carry on, consummate or do,  
26 and the purposes, objects, and powers specified in any one of the  
27 paragraphs of this Article III shall in no wise restrict or limit by  
28 reference or inference the terms, objects, purposes, and powers of any  
29 other clauses or paragraphs in this Article contained, nor in any other  
30 of the Articles of these Articles of Incorporation.

#### 25 ARTICLE IV

26 The capital stock of this corporation shall be in the  
27 amount of \$25,000.00, divided into 250 shares of non-assessable common  
28 stock of no par value.

#### 28 ARTICLE V

29 The principal place of business of this corporation shall  
30 be 2515 North 28th Street, Boise, Ada County, Idaho, which is hereby  
31 designated as the address of its registered office.

#### 31 ARTICLE VI

32 The names and post office addresses of the incorporators  
and the number of shares subscribed by each are:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NUMBER OF SHARES</u>	<u>VALUE</u>
John J. Turner	410 NW First Street Ontario, Oregon	15	No par
Charles D. Long	2515 North 28th Street Boise, Idaho	14	No par
Wilma Long	2515 North 28th Street Boise, Idaho	1	No par

#### ARTICLE VII

The business and prudential affairs of this corporation shall be managed and controlled by a Board of not less than three nor more than five Directors, who shall be elected annually at the annual meeting of the stockholders, and who shall receive no compensation as such.

#### ARTICLE VIII

The annual meeting of the stockholders for the election of directors and for the transaction of other business shall be held on the third Monday of each ~~January~~, hereafter, at the office of the corporation, in Boise, Idaho, or at such other places as may be determined from time to time by the Board of Directors. The incorporators shall act as an interim Board of Directors until the first shareholders' meeting. In all elections for directors, each holder of common stock shall be entitled to one vote for each share of stock owned by him. The vote in the election for directors shall be by ballot and the election shall be conducted in such manner and form as may be provided by the By-Laws.

#### ARTICLE IX

The Board of Directors of this corporation by a majority vote shall have the power to repeal or amend the by-laws thereof, and to adopt a new code of by-laws if in their discretion that becomes proper.

#### ARTICLE X

The private property of the stockholders of this corporation shall not be subject to the payment of the corporate debts in any amount or to any extent whatever.

#### ARTICLE XI

No contract, act or other transaction between this corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by this corporation, shall in anyway be affected or invalidated by the fact that any of the directors of this corporation are financially or otherwise interested in or are directors or officers of such other corporation, and any director, individually, or any firm of which such director may be a member, may be a party to or may be financially or otherwise interested in, any contract or transaction of this corporation; provided, that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors of this corporation, or to a majority thereof on the date of such contract or transaction; and any director of this corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize such contract, act or

1 transaction with like force and effect as if he were not such director  
2 or officer of such other corporation or was not otherwise interested  
therein.

3 IN WITNESS WHEREOF, We have hereunto set our hands and  
4 seals this 16th day of January, 1967.

5  
6 Charles D Long (SEAL)  
7  
8 John J Turner (SEAL)  
9  
10 Wilma Long (SEAL)  
11

12 STATE OF IDAHO )  
13 : ss.  
COUNTY OF ADA )

14 On this 16th day of January, 1967, before me, the under-  
15 signed, a Notary Public in and for said State, personally appeared  
16 JOHN J. TURNER, CHARLES D. LONG and WILMA LONG, known to me to be the  
persons whose names are subscribed to the within instrument, and  
acknowledged to me that they executed the same.

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

19  
20 Fredricks  
21 Notary Public for Idaho  
22 Residing at Boise, Idaho  
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