

State of Idaho



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

WESTERN BIO-ZYME CORPORATION

was filed in the office of the Secretary of State on the **Sixth** day
of **April** A.D. One Thousand Nine Hundred **Sixty-one** and
duly recorded on Film No. **114** 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

Burley in the County of **Cassia.**

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 **6th** day of **April**,
A.D., 19 **61.**

Secretary of State.

ARTICLES OF INCORPORATION
OF
WESTERN BIO-ZYME CORPORATION

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KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned citizens of the United States of America all over the age of twenty-one years have this day associated ourselves together and by these presents unite and associate ourselves for the purpose of forming a corporation under the laws of the State of Idaho.

I.

The name of the corporation shall be WESTERN BIO-ZYME CORPORATION and the term of its existence shall be perpetual.

II.

The location and postoffice address of the registered office shall be Burley, Idaho.

III.

The corporation shall be formed for the following purposes:

- A. To do any and all things necessary and proper to be done in the purchasing, processing, sale and distribution of various commodities, including the chemical Bio-Zyme and related products, together with all things incident to such purchase, processing, sale and distribution.
- B. To enter into, make, perform and carry out contracts of every kind and character with any person, firm or corporation.
- C. To acquire the good will, rights and property of any person, firm, association or corporation, and to pay for the same in cash, stocks, notes, or bonds of this corporation, or otherwise.

- D. To purchase, own, lease, hold, improve, sell and convey such real estate, and to construct, lease and maintain thereon such buildings or other improvements, as shall be necessary or proper for conducting the business of this corporation, either within or without the State of Idaho; and to buy, own, lease, improve, sell or convey such other real estate as shall be acquired by this corporation in the conduct of its business.
- E. To purchase, own, hold, vote, sell or hypothecate the stocks and bonds of other corporations, and to take in the name of this corporation such stocks, bonds, mortgages, notes, deeds, conveyances, or other evidence of indebtedness, ownership, title, or security as may be acquired by this corporation in the usual and ordinary transaction of its business.
- F. To purchase, hold, sell and reissue the shares of its own capital stock.
- G. To borrow money in the name of this corporation in such amounts as the stockholders, officers or directors may determine and issue as evidence thereof, notes, bonds, or other evidence of indebtedness of this corporation, and to secure the payment of the same, when required, by mortgage, trust deeds, pledges, assignments or other conveyance of all, or any portion of its property, real or personal.
- H. To obtain licenses for, carry on and promote any business whatsoever which may seem to the officers, or stockholders of this corporation capable of being carried on in connection with the foregoing objects and purposes, or calculated directly or indirectly to promote the interests of the corporation, or to enhance the value of its property, and generally, to have, enjoy, and exercise all the rights,

powers and privileges which are now or which may hereafter be conferred upon corporations organized under the laws of the State of Idaho.

- I. To carry out the objects and purposes for which this corporation is formed as principal, agents, or otherwise, to the same extent as natural persons might do.
- J. To conduct the business of this corporation as herein set out at any place or places within the State of Idaho, or in any other state or territory of the United States, as the Board of Directors may from time to time determine.
- K. It is the intention of the incorporators of this company that the foregoing clauses shall be construed both as objects, and powers, and the foregoing enumeration of specific powers shall not be construed to limit or restrict in any manner the powers of the corporation, but that said corporation shall have power to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of its purposes, or the attainment of any one or more of the objects herein enumerated, or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and this to the same extent and as fully as natural persons might or could do.

IV.

The corporation shall have a capitalization of \$250,000.00 with a total authorized class, number of shares and par value as follows:

- A. Two hundred thousand (200,000) shares of common stock with a par value of 50 cents per share. Such stock shall have no right of preemption of additional shares.
- B. Fifteen thousand (15,000) shares of preferred Class A stock having a par value of \$1.00 per share. This stock shall draw not less than 7 per cent preferred cumulative dividends, participating equally with the

common stock, shall be callable in ten years serially with option in the holder to exchange share for share of common stock at the book value of the common stock but at not less than the par thereof. It shall be non-voting and have no right of preemption of additional shares.

- C. Sixty-seven thousand, five hundred (67,500) shares of Class AA preferred stock at a par value of \$2.00 per share. This stock shall draw not less than 7 per cent cumulative dividends participating equally with the common stock, shall be callable in five years serially with option in the holder to exchange share for share of common stock at 20 per cent under the book value of the common stock but at not less than the par thereof. It shall be non-voting and have no right of preemption of additional shares.

V.

The names and postoffice addresses, together with the number and class of shares subscribed by each of us is as follows:

Name	Address	No. Shares	Par Value
Wallace E. Halsey	847 Beach View Clarkston, Washington	30,000 common stock	\$15,000
Cliff Hinkley	1817 Burrell Avenue Lewiston, Idaho	30,000 common stock	\$15,000
Bruce C. Budge	620 Hays Street Boise, Idaho	30,000 common stock	\$15,000
C. J. Hendricks	Burley, Idaho	30,000 common stock	\$15,000
Frank A. Borgeson	Lewiston, Idaho	15,000 preferred Stock, Class A	\$15,000

VI.

The affairs of the corporation shall be conducted by a Board of four (4) Directors to be elected at the first meeting and subsequently at each annual meeting of the stockholders. The Board may meet and transact the business of the corporation at the principal place of business herein designated or at such other place as may be chosen by resolution of the Board.

VII.

The By-Laws of the corporation may be amended at the discretion of the Board of Directors.

IN WITNESS WHEREOF, We have hereunto set our hands and
seals this 6th day of April, 1961.

Wallace E. Halsey
Cliff Hinkley
Bruce C. Budge
C. J. Hendricks
Frank A. Borgeson

STATE OF IDAHO)
County of Ada) ss.

On this 6th day of April, 1961, before me, a Notary
Public in and for said State, personally appeared Wallace E.
Halsey, Cliff Hinkley, Bruce C. Budge, C. J. Hendricks and
Frank A. Borgeson, known to me to be the persons whose names
are subscribed to the within instrument and they acknowledged
to me that they executed the same.

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

(SEAL)

Robert W. Green
Notary Public for Idaho
Residing at Boise, Idaho