



### 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

WYSS WORTHINGTON, INC.

was filed in the office of the Secretary of State on the Third day of September A.D. One Thousand Nine Hundred Twenty-Six and will be duly recorded on File No. 100,000 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 636 Center Street West, Kimberly in the County of Boise.

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 3rd day of September

A.D. 1926  
ARNOLD WILLIAMS  
Secretary of State

By Deputy Secretary of State

ARTICLES OF INCORPORATION

OF

CALCUTTA INDUSTRIES, INC

KNOW ALL MEN BY THESE PRESENTS:

That we, PAUL F. CLONTZ, ~~GINGER CLONTZ~~ and BETTY G. CLONTZ, all of Twin Falls County, State of Idaho, all being full age citizens of the United States and of the State of Idaho, do hereby associate ourselves for the purpose of forming a private corporation under and by virtue of the Business Corporation Act and the general incorporation laws of the State of Idaho, and do hereby adopt the following ARTICLES OF INCORPORATION:

ARTICLE I

The name of this corporation, and by which it shall be known, and under which it shall act, shall be CALCUTTA INDUSTRIES, INC.

ARTICLE II

The duration of this corporation shall be perpetual.

ARTICLE III

The location and Post Office address of the registered office of said corporation in the State of Idaho, shall be 636 Center Street West, Kimberly, County of Twin Falls, State of Idaho.

ARTICLE IV

That the purposes for which said corporation is formed are:

1. To make estimates for itself and for others, and to bid upon, enter into, and carry out contracts for the grading and making of roads, walks, paths, railroads; the construction of bridges, buildings, piers, wharves, fortifications, power plants, and developments, transmission lines, tunnels, subways, drainage, and irrigation systems. To do building, structural, construction, erection, surveying, dredging, shoring, wrecking, salvage, and electrical work of every kind in every part of the world. To manufacture or otherwise produce, buy, well, and deal in building materials, and all kinds of materials, supplies, and equipment for masons, carpenters, builders, electricians, engineers and contractors. To acquire, use, employ, sell and deal in all suitable means, apparatus, machinery, contrivances, equipment, and facilities for prosecuting its business.
2. To carry on the business of mining for the precious metals.

3. To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, to invest, trade, deal in and deal with goods, wares and merchandise and real and personal property of every class and description.
4. To acquire and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.
5. To acquire, hold, use, sell, assign, lease, grant, license in respect of, mortgage, or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this corporation.
6. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidence of indebtedness created by any other corporation or corporations organized under the laws of this state, or any other state, country, nation or government, and while the owner thereof to exercise all the rights, powers and privileges of ownership.
7. To issue bonds, debentures or obligations of this corporation from time to time, for any of the objects or purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise.
8. To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.
9. To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description in any of the States, Districts, Territories, or Colonies of the United States, and in any and all foreign countries, subject to the laws of such State, District, Territory, Colony or Country.
10. In general, to carry on any other business in connection with the foregoing, whether manufacturing or otherwise, and to have and exercise all the powers conferred by the laws of Idaho, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.
11. 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 this corporation.

## ARTICLE V

That the number of Directors of said corporation shall be not less than three (3) nor more than five (5), which number of Directors shall be fixed by the By-laws of the corporation and the names and Post Office addresses of the Directors, until the first annual meeting of the stockholders are as follows:

Paul F. Clontz, 636 Center Street West, Kimberly, Idaho  
David W. Sparks, 300 Sidney Street, Twin Falls, Idaho  
Betty G. Clontz, 636 Center Street West, Kimberly, Idaho

## ARTICLE VI

That the names and Post Office addresses of each of the incorporators and the statement of the number of shares subscribed by each of said incorporators, are as follows:

<u>NAME OF INCORPORATOR</u>	<u>P. O. ADDRESS</u>	<u>NO OF SHARES</u>	<u>PAR VALUE</u>
Paul F. Clontz, 636 Center St West Kimberly, Idaho		One	\$100.00
Ginger Clontz, 636 Center St West Kimberly, Idaho		One	100.00
Betty G. Clontz, 636 Center St West Kimberly, Idaho		One	100.00

## ARTICLE VII

That the amount of capital stock of said corporation shall be One Hundred Thousand and no/100 (\$100,000.00) Dollars, divided into One Thousand (1000) shares of the par value of One Hundred and no/100 (\$100.00) Dollars each. Said capital stock shall be non-assessable.

## ARTICLE VIII

In furtherance, and not in limitation of the powers conferred by law, the Board of Directors are especially authorized:

(a) The holders of record of a majority of the issued and outstanding preferred and common shares of the corporation, present in person or represented by proxy, who are entitled to vote at stockholders' meetings, shall constitute a quorum at all meetings of stockholders.



(b) The Board of Directors shall have power to fix the amount of the surplus or net profits of the corporation to be reserved as working capital or for any other purpose and to determine whether any of the surplus or net profits arising from its business shall be declared in dividends and paid to the stockholders.

(c) To select and determine the bank and banking institution for the deposit of funds and to establish bonding limitations for any officer of the corporation; to place borrowing limitations on the executive officers and in all manner to control and direct the fiscal policies of said corporation.

#### ARTICLE IX

The Board of Directors shall have the power to repeal and amend the By-laws of the corporation and adopt new By-laws at any meeting of the Board of Directors by a majority vote of the Board, but the Board of Directors shall not make or alter any By-laws fixing their qualifications, classification, term of office or compensation. All By-laws may be repealed or amended or new By-laws may be adopted by the stockholders at any annual meeting, or at any special meeting called for that purpose.

#### ARTICLE X

The annual meeting of the Board of Directors shall be held immediately following the annual meeting of the stockholders and at the same place, unless otherwise provided by the By-laws of the corporation. Executive officers of this corporation shall be a President, Vice-president, Secretary and Treasurer. The office of Secretary-Treasurer may be combined. The Board of Directors shall have power to fill any vacancy in the Board of Directors or in any other office.

## ARTICLE XI

The Board of Directors shall be authorized to fix and prescribe the salaries for all executive officers of the corporation and to grant incentive payments in addition thereto in the form either of cash or stock bonuses.

98. Paul F. Clontz

Charles Clontz

Betty C. Conz

STATE OF IDAHO, )  
County of Twin Falls. ) ss

On this 2nd day of September, 1965, before me, the undersigned, a Notary Public in and for said County and State, personally appeared PAUL F. CLONTZ, GINGER CLONTZ and BETTY G. CLONTZ, 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 affixed my official seal the day and year in this certificate first above written.

*Ronker & McJenny*  
Notary Public for Idaho  
Residing at ~~Twin Falls~~, Idaho  
*Kimberly*