

# 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

**JULAB, INC.**

was filed in the office of the Secretary of State on the **Second** day  
of **October,** 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

**Idaho Falls**

in the County of

**Bonneville**

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 **2nd** day of **October**,  
A.D., 19 **61**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

JULAB, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, citizens and residents of the United States of America, and the State of Idaho, and each over the age of twenty-one years, for the purpose of organizing a corporation pursuant to the laws of the State of Idaho, do hereby make, sign, acknowledge, certify and file this certificate and Articles of Incorporation for that purpose, as follows:

ARTICLE I.

NAME OF CORPORATION

The name of this corporation shall be and is: JULAB, INC.

ARTICLE II.

PURPOSES

Section 1. To own, maintain, conduct and operate a general laboratory business for the dental profession by performing merely mechanical work upon inert matter in such dental laboratory; to manufacture, make and distribute by the performance of merely mechanical work upon inert matter in a dental laboratory, dentures, dental plates, dental prosthetics, molds, inlays, orthodontia appliances and all other supplies, appliances and equipment for the dental profession and to generally buy, sell and deal in dental supplies, equipment and appliances.

Section 2. To purchase, acquire, own, improve, develop, lease as lessee or lessor, exchange, sell, dispose of and otherwise deal in real estate; to purchase, lease as lessee or lessor, build, construct, erect, occupy and manage buildings of every kind and character whatsoever; to finance the purchase, acquisition, development, improvement, and construction of land and buildings belonging to or to be acquired by this corporation or any other person, firm or corporation.

Section 3. To buy and sell, discount and rediscount, notes, drafts, bills of exchange, stock, bonds, securities and choices in action of all kinds, both as principal and as agent; also to buy and sell liens on real and personal property and to accept as security therefor liens on and pledges of real and personal property.

Section 4. To draw, make, accept, endorse, execute, issue, discount, and have discounted, and to deal in every lawful manner in promissory notes, bills of exchange, trade acceptances, conditional sales, warehouse receipts, warrants and other negotiable or transferable instruments; and to borrow money and to incur indebtedness as may be determined expedient.

Section 5. To purchase, lease as lessee, or otherwise acquire, and to hold for investment, improve, maintain and operate the business properties and other real estate, automotive vehicles, fixtures and supplies, stock in this and other corporations, and any other personal property, and to sell, assign, convey, lease as lessor, manage, pledge, mortgage or otherwise dispose of or encumber lands, buildings, structures, vehicles, equipment, fixtures, supplies, and other real or personal property, tangible or intangible, which shall be deemed necessary, convenient or appropriate; and to do everything necessary or conducive to the full accomplishments of the foregoing objects in this Article II.

Section 6. To engage in any or all of the purposes or the powers enumerated in this Article II as a partner or joint venturer in such transactions.

Section 7. The purposes specified and enumerated in this Article II shall be construed as both powers and purposes of this corporation, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another, although it be of like nature not expressed.

### ARTICLE III.

#### CORPORATE EXISTENCE

The term of existence of this corporation shall be perpetual.

### ARTICLE IV.

#### PRINCIPAL PLACE OF BUSINESS

Section 1. The location of the corporation's registered office in this state is Idaho Falls, Bonneville County, Idaho. The corporation may also maintain office at such other place or places in the State of Idaho

and the United States as the board of directors may from time to time decide. The post office address of the registered office shall be 540 4th Street, Idaho Falls, Idaho.

Section 2. The operation and business of this corporation shall be carried on in the County of Bonneville, State of Idaho, and in such other counties in the State of Idaho and other state of the United States as the board of directors may from time to time decide.

#### ARTICLE V.

##### CAPITAL STOCK

The amount of the capital stock of the corporation shall be Ten Thousand Dollars (\$10,000.00), to consist of One Thousand shares (1,000) of common stock of the par value of Ten Dollars (\$10.00) each.

#### ARTICLE VI.

##### MANAGEMENT

Management of this corporation shall be vested in a board of directors of three to five directors. The directors shall be elected at the annual meeting of the stockholders, and the number of directors to serve shall be decided at the annual meeting of the stockholders, as provided in the By-Laws, and in the manner and the method therein provided.

#### ARTICLE VII.

##### DIRECTORS' MEETINGS

The meeting of the board of directors may be held at the principal office of the corporation in this state, or at such other place or places within or without this state, for the transaction of any business of the corporation as the directors may by resolution provide. A majority of the board of directors shall constitute a quorum, and the act of the majority of the directors shall be the act of the board. At least one member of the board of directors shall be a resident of the State of Idaho.

#### ARTICLE VIII.

##### INCORPORATORS

The name, post office address and number of shares subscribed by each of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>COMMON STOCK</u>
John F. Julian	Idaho Falls, Idaho	1 Share
Bernice C. Julian	Idaho Falls, Idaho	1 Share
Gordon Nelson	Idaho Falls, Idaho	1 Share

All of the subscribers to these Articles of Incorporation are of full age, citizens of the United States and residents of the State of Idaho.

ARTICLE IX.

The corporation may amend, alter, add to, change or repeal any provisions contained in these Articles of Incorporation in the manner provided by law.

IN WITNESS WHEREOF, we, as incorporators, and each of us, have hereunto set our hands and seals this 25th day of September, 1961.

John F. Julian  
Gordon Nelson  
Bernice C. Julian

STATE OF IDAHO            )  
                                   : ss.  
 County of Bonneville )

On this 25th day of September, 1961, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared JOHN F. JULIAN, BERNICE C. JULIAN and GORDON NELSON, known to me to be the persons whose names are subscribed to the foregoing certificate and Articles of Incorporation, 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 first above written.

W. J. Anderson  
 Notary Public for Idaho  
 Residing at Idaho Falls, Idaho