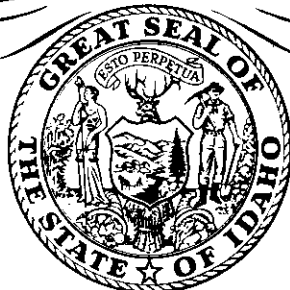


# State of Idaho



## 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

#### ARABIAN NIGHTS, INC.

was filed in the office of the Secretary of State on the **Tenth** day of **June** A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **124** 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

**Lava Hot Springs**

in the County of

**Bannock.**

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 **10th** day of **June**, A.D., 19 **63**.

Secretary of State.

ARTICLES OF INCORPORATION

of

ARABIAN NIGHTS, INC.

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Know all men by these presents, that we the undersigned, hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho and do hereby declare, agree to, and adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation shall be:

ARABIAN NIGHTS, INC.

ARTICLE II

PERIOD OF DURATION

This corporation shall have perpetual existence unless otherwise dissolved.

ARTICLE III.

PURPOSES FOR WHICH THE CORPORATION WAS ORGANIZED

The powers, business and pursuits of this corporation and the purposes and objectives for which it is organized expressly include by reference, all the General Powers authorized by the Business Corporation Act and any of its Amendments under the laws of the State of Idaho and in addition thereto the following:

1. To own and conduct the business of buying, selling, constructing, leasing, contracting for, hiring, or in any way operating hotels, motels, lodges, hospitals, Medical Centers, Clinics, Rest home, convalescent homes, nursing homes, retirement homes, apartment houses, dude ranches, resorts, ranches, farms, restaurange, cafes, coffee shops, night clubs, cocktail lounges, bars, cabarets, Merchandising Marts, wholesale and retail establishments, swimming pools, parking lots, service stations, garages and stores of any and all kinds, and any and all types of real or personal property.

2. To buy, own, lease, or rent real estate, buildings, warehouses, shops, factories, plants, farms, ranches, store equipment, machinery, appliances, furniture, furnishings, signs of all kinds, books and all other real or personal property of whatever kind of nature; and in general, to carry on and undertake the business and do all things incident to and in connection with the herein mentioned pursuits.

3. To warehouse, store, sell, mortgage, give away or otherwise dispose of and turn to account any assets acquired by said corporation.

4. To have the power to purchase other businesses; to purchase shares of stock or securities, and the like in other corporations; to guarantee securities in other corporations and the like, consistent with the law.

5. To acquire, use and dispose of patents, trade-marks, copy-rights, franchises, licenses, and distributing agencies.

6. To do business through branch offices and subsidiaries either within the State of Idaho or elsewhere including foreign countries.

7. To acquire and dispose of shares of stock and securities of this corporation and also other corporations; and also to aid other corporations.

8. To borrow, and raise money and incidentally to issue bonds and execute notes, and mortgages and to issue corporate stock in payment of any corporate obligations.

9. To acquire in any manner, hold, improve, manage, operate, lease, grant bargain, sell, assign, transfer, convey, exchange, mortgage, hypothecate, pledge or otherwise dispose of or encumber real or personal property of every kind whatsoever, or any right, title or interest therein whether said property be directly connected with the general purposes of this said corporation or not.

10. To conduct research laboratories and regardless of source, to acquire any inventions, formulae, processes, patents, trademarks, or copyrights, or right to acquire or issue permission or license to use any of the aforesaid, which may be capable of being used for any purposes of this corporation and to exercise, develop and turn to account such inventions, formulae, patents, processes, trademarks, copyrights, or goodwill.

It is expressly provided that the objects and purposes specified in the foregoing clauses shall be nowise limited or restricted by reference to, or inference from, the terms of any other clause in these Articles of Incorporation, but the objects and purposes specified in each of the foregoing clauses of these Articles shall be regarded as independent objects and purposes; and it being expressly provided that the foregoing clauses shall be construed both as objects and powers, and that the foregoing enumeration of specific rights shall not be held to limit or restraint in any manner the powers of this corporation, but are set forth as special powers and rights and not as restrictions on the scope of authority, and said powers are to be construed in connection with and in conjunction with all general powers which may be implied by the law and reasonably necessary for the conduct of the business of this corporation, and which may not be contrary to law.

#### ARTICLE IV

##### CAPITAL STOCK

This corporation is organized with the capital stock of three hundred thousand (300,000) shares at a par value of One (\$1.00) Dollar per share, consisting entirely of non-assessable common stock.

#### ARTICLE V

##### STATEMENT OF ISSUANCE OF SHARES

This corporation will not commence business until consideration in the value of at least \$1,000.00 has been received for the issuance of shares, and each of the hereinafter named incorporators have subscribed to the number of shares as follows:

Howard R. Clinger	1057 So. 1100 East	Salt Lake City, Utah	40,000 shares
Gordon K. Goodsell	551 East 700 North	American Fork, Utah	30,000 shares
R. Glen Sherwood	Box 117, RFD #1	Layton, Utah	30,000 "
Laura H. Clinger	1057 So. 1100 East	Salt Lake City, Utah	45,000 "
Paul A. Bocek	P.O. Box 195	Lava Hot Springs, Ida.	5,000 "

#### ARTICLE VI

##### PRE-EMPTIVE RIGHT TO ADDITIONAL STOCK

The stockholders shall have the pre-emptive right to acquire additional shares of the corporate stock, before unissued corporate stock is offered to the general public, and if any stockholder declines to exercise this pre-emptive right, said privilege will be added to the pre-emptive rights of the remaining stockholders.

#### ARTICLE VII

##### TRANSFER OF STOCK

Shares of stock in the corporation, evidenced by properly executed and sealed certificates, shall be freely transferable and assignable, (a) by delivery of a certificate endorsed either in blank or to a specified person by the person appearing by the certificates to be the owner of the shares represented thereby; or (b) by delivery of the certificate and a separate document containing a written assignment of the certificate or a power of attorney to sell, assign or transfer the same for the shares reported thereby, signed by the person appearing on the certificate to be the owner of the shares represented thereby; such assignment or power of attorney may be either in blank or to a specified person; (c) by operation of law, by decree or judgment or courts of proper jurisdiction.

The secretary of the corporation shall receive the foregoing evidence of transfer, cancel the transferred certificate, register the transferee in the stock ledger and issue a new certificate to transferee in lieu of the said cancelled certificate.

## ARTICLE VIII

### Officers

The officers of this corporation shall be:

President

Vice-President

Secretary

Treasurer

1. The offices of Secretary and Treasurer may be held by one person or may be held by two separate persons. The Vice-President may also hold the office of Secretary or the office of Treasurer.

2. There shall be a Board of Directors of not less than three or more than seven. From said Board of Directors, the aforesaid officers shall be elected by a majority vote of the elected Directors.

3. The term of office of the Directors shall be ~~one~~ (1) year and until their successors are elected, and duly qualified, unless sooner removed or resigned. Officers shall serve for a one year term or until their successors are duly elected. Any officer or director may resign by filing a written resignation with the Secretary or the President of this corporation, and such resignation shall be effective upon its being accepted by the Board of Directors. Any officer or director may be removed in the manner provided by the laws of the State of Idaho. Any vacancy, howsoever caused in the Board of Directors, or in any office, may be filled by the remaining directors, or director in the case there remains but one, who shall constitute a quorum for that purpose and said appointee to hold office during the unexpired term of the person or persons replaced. To qualify as an officer or director, a person must have at least ten (10) shares of stock.

The following named persons shall constitute the first Board of Directors and hold the office set opposite their names from the date hereof until the first organization meeting of directors or until the first annual meeting of the stockholders of this corporation and until their successors are elected and shall have duly qualified.

#### NAME OF OFFICER

#### OFFICE

Howard R. Clinger

President

R. Glen Sherwood

Vice-President

Gordon H. Goodsell

Secretary ~~Treasurer~~

Paul A. Bocek

Resident Agent

Laura H. Clinger

Treasurer

ARTICLE IX  
STOCKHOLDERS MEETINGS

The first annual meeting of the stockholders of this corporation for the election of officers and for the transaction of all business lawfully before it, shall be held at the office of this corporation in Bannock County, State of Idaho, unless a ten day notice of a different place of meeting is mailed to the stockholders. This meeting shall be held on the Second Friday in June, 1964, at the hour of eight o'clock p.m. on said day and annually thereafter at the same time and place unless another place is designated by notice as provided for herein, for the purposes of conducting such corporate business and making reports. No less than 10 nor more than 15 days written notice of the annual or special meetings of the stockholders shall be given either personally or by mail to each shareholder of record entitled to vote at such meetings, and the purposes of special meetings shall be stated. Time and place of the annual meeting of stockholders may be changed by resolution of the Board of Directors, provided written notice thereof is given to each stockholder at least ten days prior to the new date which has been set.

The Board of Directors of said corporation shall be elected by a favorable vote of the majority of the issued capital stock. Except for the initial officers set forth herein, who shall take office upon the issuance of this corporate charter and hold office until the first organization meeting of directors or until the first annual meeting of the stockholders, subsequent directors thereafter, shall hold office for a period of ~~one~~ (1) years as heretofore provided, and shall take office on the first day of the next month, following their election, or as soon thereafter as they may qualify. After the directors, constituting the board have been elected, a selection of the other officers shall be made from the personnel of this Board of Directors. A majority vote of the elected directors shall be necessary to elect the said officers of the corporation, and each director shall be entitled to one (1) vote on such matter.

The failure to hold the annual meeting of the stockholders at the time appointed therefore, shall not prevent the holding of such meeting at a subsequent time upon notice or call by the president or by two (2) directors; or by the written request of any stockholder after a lapse of three months from the date of the regular meeting, by a notice to be given by the secretary at least fifteen (15) days prior to the date set for said meeting. Said notice shall be written and mailed to the last known address of each stockholder. The failure to hold any meeting for the election of officers shall not affect the

tenure of officers so holding office, but such officers shall continue in office until their successors are elected and qualify. Quorum for stockholders' meeting shall be 51% of issued stock except as provided otherwise.

Special stockholders' meetings may be called by a majority of the Board of Directors, or by the holders of a majority of the issued stock as shown by the books of this corporation. Every such call may be addressed to the secretary, stating the object or the purpose for which the meeting is called; whereupon, the secretary shall give at least fifteen (15) days notice of such meeting in the manner provided in these articles, which notice shall state the purpose of the meeting and by whom or what authority the same is called.

The Board of Directors, officers of the corporation, agents, and employees of the corporation may receive a compensation for services rendered, together with an expense allowance incurred on the behalf of the corporation, and in pursuit of the corporate business. The compensations and salaries of the Board of Directors other than officers of the corporation shall be determined and fixed by a majority vote of the issued capital stock. All other salaries, commissions and expenses of officers, agents and employees of the corporation shall be determined, fixed and approved by a majority vote of the Board of Directors.

#### ARTICLE X

##### BOARD OF DIRECTORS

Meeting of the Board of Directors for the transaction of any business of this corporation may be held at the principal office or at such reasonable, convenient place as the president may ~~otherwise direct~~, within or without the State of Idaho, as the Board of Directors may by resolution or by-law provide. Except as otherwise herein provided, the following shall constitute a quorum: if three directors have been elected, two directors shall constitute a quorum; if five directors have been elected, three directors shall constitute a quorum; if seven directors have been elected, five directors shall constitute a quorum; if four directors have been elected, three directors shall constitute a quorum; if six directors have been elected, four directors shall constitute a quorum; and a favorable majority vote of the quorum shall be sufficient to conduct corporation business. A reasonable notice of any special meetings of the Board of Directors shall be given if expedient to do so, however, no notice shall be required in cases of emergency wherein such notice may cause a delay which may be injurious to the corporation's welfare.

Quorum of the Board of Directors as heretofore specified shall have full power to appoint a general manager and other agents and servants of the corporation

fix their compensation and remove them at pleasure; nothing in these articles shall preclude one of the directors from being appointed general manager and receiving a separate salary for the performance of said service.

The Board of Directors shall have full power to do all things which may be reasonably necessary and within the laws heretofore set forth, for the benefit of said corporation. Members of the Board of Directors may deal with the corporation. Members of the Board of Directors may deal with the corporation in the same manner as any other person, and no such transaction shall be questioned solely because of its being made with a member of the Board of Directors.

#### ARTICLE XI

##### INDIVIDUAL EXEMPTION

The private property of the stockholders of this corporation shall not be liable for the debts and obligations of this corporation.

#### ARTICLE XII

##### AMENDMENTS OF ARTICLES

These Articles of Incorporation may be changed, altered, or amended at any annual meeting of the stockholders or at any special meeting called for that purpose, by favorable vote of a 2/3 majority of the issued stock, on proper notice as heretofore required; and the procedure to amend the Articles of Incorporation shall comply with the law of the state as in such cases made and provided.

#### ARTICLE XIII

##### INITIAL REGISTERED OFFICE

The address of this corporation's Initial Registered Office is **P.O.Box 195, Lava Hot Springs, Idaho**, and the name of its Initial Registered Agent at such address is Paul Bocek.

#### ARTICLE XIV

##### INITIAL BOARD OF DIRECTORS

The following **five** persons who are over the age of 21, constitute the Initial Board of Directors and also constitute the Incorporators, and these Directors are to serve as such until the first annual meeting of the shareholders or until the successors are duly elected and qualified.

All the incorporators are over the age of 21 and are citizens of the United States.

<u>NAMES</u>	<u>ADDRESSES</u>
Howard R. Clinger	1057 South 11th East,
<b>Laura H. Clinger</b>	Salt Lake City, Utah
Gordon H. Goodsell	American Fork, Utah
<b>R. Glen Sherwood</b>	Box 417, RFD, Layton, Utah
Paul F. Bocek	Lava Hot Springs, Idaho

IN WITNESS WHEREOF, we the undersigned incorporators have set our hands and seals hereto on respective dates set opposite our signatures.

<u>NAME</u>	<u>ADDRESS</u>	<u>DATE</u>
<u>Howard R. Clinger</u>	<u>1057 S. 11th E. Salt Lake City, Utah</u>	<u>May 14, 1963</u>
<u>Laura H. Clinger</u>	<u>551 East 7th North, Am. Fork, Utah</u>	<u>May 16, 1963</u>
<u>R. Glen Sherwood</u>	<u>Box 417 - RFD - Layton, Utah</u>	<u>May 14/63</u>
<u>Paul F. Bocek</u>	<u>Box 195 Lava Hot Springs, Idaho</u>	<u>5-16-63</u>
<u>Gordon H. Goodsell</u>	<u>1057 S. 11th E. Salt Lake City, Utah</u>	<u>May 14, 1963</u>

STATE OF UTAH )  
COUNTY OF SALT LAKE ) ss

On the 14<sup>th</sup> day of May, 1963, personally appeared before me Laura H. Clinger, two of the signers of the foregoing instrument who duly acknowledged to me that they executed the same.

My commission expires: May 22, 1967

Richard D. Smith  
NOTARY PUBLIC

STATE OF UTAH )  
COUNTY OF Utah ) ss

On the 14<sup>th</sup> day of May, 1963, personally appeared before me Gordon H. Goodsell, one of the signers of the foregoing instrument who duly acknowledged to me that he executed the same.

My commission expires: 12-13-67

Richard D. Smith  
NOTARY PUBLIC

STATE OF UTAH )  
County of Weber ) ss

On the 14<sup>th</sup> day of May, 1963, personally appeared before me R. Glen Sherwood, one of the signers of the foregoing instrument who duly acknowledged to me that he executed the same.

My commission expires: 12-13-67

Richard D. Smith  
NOTARY PUBLIC

STATE OF ~~UTAH~~ UTAH )  
County of Salt Lake ) ss

On the 14<sup>th</sup> day of May, 1963, personally appeared before me Paul F. Bocek, one of the signers of the foregoing instrument who duly acknowledged to me that he executed the same.