



Department of State.

CERTIFICATE OF INCORPORATION

~~LOUIS E. CLAPP~~
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

ROSS, INCORPORATED

was filed in the office of the Secretary of State on the **Fourth** day
April **Sixty-six**
file to A.D. One Thousand Nine Hundred **and**
microfilm
duly recorded on Film No. 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 **Kellogg,**
Shoshone.
in the County of

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 **4th** day of **April**,
66
A.D., 19 .

Secretary of State.

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ARTICLE I.

The name of this Corporation shall be "Ross, Incorporated."

The principle office of the Corporation in the State of Idaho is at 1731 McKinley Avenue, Kellogg, Shoshone County, State of Idaho. The registered Agent at this address is WAYNE C. ROSS. Corporate mail is to be addressed to said Agent at Post Office Box 599, Kellogg, Idaho.

The Corporation shall have perpetual existence, unless sooner dissolved by lawful act of the Corporation or by reason of law.

The purposes for which this Corporation is organized are:

1. To engage in a general profit making business from the development of real estate of every kind or nature and wherever the same may be situated, whether within or without the United States.

2. To purchase, locate, lease or otherwise acquire: interests in real property, buildings, materials and supplies, requisite necessary to the construction, moving or revamping of buildings located on or off real estate.

3. To sell, lease or otherwise transfer and dispose of real property or interest therein, together with **all** appurtenances or acquisition which may be located on or about or connected to or used with any Corporate real property or interest therein.

4. To construct, carry-out, maintain, improve, manage, work, control and superintend, any roads, ways, reservoirs, watercourses,

1 aquaducts, public utilities, or other works and conveniences which
2 may seem necessary, convenient or incidental to any object of the
3 Company and to contribute to, subsidize or to otherwise aid or take
4 part in such operations.

5 5. To hypothecate, exchange, encumber, transfer or carry on
6 any transaction with or concerning real and personal property which
7 will forward the purposes of the Corporation.

8 6. To hire and retain such salaried or hourly employees, in-
9 cluding the Incorporators, as may be convenient or necessary to the
10 carrying out of these purposes.

11 7. To issue stock and stock certificates in the proposed
12 Corporation and to market or trade the same; and to enter into any
13 financial arrangements convenient to these purposes, including the
14 public sale of stock, floating of debentures, borrowing of money,
15 purchase of another corporation or such corporation's stock, purchase
16 of private or public debentures; and to form subsidiary Corporations
17 or enter merger agreements as may be considered convenient by the
18 Corporation.

19 ARTICLE V.

20 Capital Stock.

21 The capital stock of this Corporation shall be of one class,
22 non-assessable, issuable as follows:

23 1. The total authorized number of shares shall be TWENTY-
24 FOUR (24,000) THOUSAND, with a par value of ONE (\$1.00) DOLLAR, law-
25 ful money of the United States of America, aggregating a dollar
26 value Corporate capitalization in the sum of TWENTY-FOUR (\$24,000)
27 THOUSAND DOLLARS.

28 2. Each share of capital stock shall be entitled to one vote
29 at any shareholders meeting, which may be voted either in person or
30 by proxy.

31 3. No share of capital stock of this Corporation may be sold
32 or transferred on the Corporate books without the consent of the

Board of Directors, but in the event that a shareholder requests sale or transfer of his stock and is refused, the Corporation must purchase such share or shares at the market value of said share or shares at the time of request within a reasonable time.

4. The Corporation may deal in its own shares, but in no event shall any shares held by the Corporation be voted, nor shall any shares which may have been pledged or hypothecated by the Corporation unless the same are transferred to the Holder.

ARTICLE VI.

Incorporators.

The name and Post Office address of each of the Incorporators of this Corporation, who are all natural born citizens of the United States and more than twenty-one years of age, and the number of shares of Corporate stock subscribed by each are as follows:

EVAN LOWELL KLATT 924 Rogers Drive Spokane, Washington	3,668 shares
SANFORD NEIL STEVENS S. 2206 Manito Blvd. Spokane, Washington	3,668 shares
WAYNE CHARLES ROSS 106 W. Mullan Kellogg, Idaho	3,668 shares

ARTICLE VII.

Board of Directors.

The Board of Directors of this Corporation shall be composed of not less than three nor more than seven Corporate Stockholders who shall be elected by the Stockholders at their organizational meeting for staggered terms as the By-laws may provide; and there-

1 after shall be elected each year as terms expire at the Annual Stock-
2 holders Meeting.

3 Directors shall serve, during good behavior, until their suc-
4 cessors have been elected and instituted at the Annual Board Organ-
5 izational Meeting or Special Board Meeting called to institute a
6 newly elected or appointed Director. Vacancies shall be filled
7 temporarily by the Board of Directors from Stockholders of record
8 until the next Annual Stockholders Meeting at which time an elect-
9 ion for the unexpired term shall be held.

10 The Directors shall meet immediately following the Stock-
11 holders Organizational Meeting and after each Annual Stockholders
12 Meeting for the purpose of organizing themselves by electing a
13 Chairman and such other officers at the Corporation may desire or
14 deem necessary.

15 The Board shall meet from time to time as may be required,
16 and any number equalling more than fifty per cent of the Directors
17 elected shall constitute a quorum for business.

18 The Board shall be responsible for Corporate policy and shall
19 be responsible for supervision of Corporate business including the
20 hiring and firing of personnel, setting salaries or wages, entering
21 agreements and direction of enterprises in which the Corporation
22 may be engaged. All Corporate officers shall be directly responsi-
23 ble to the Board, and shall carry out policies set by the Board.
24 Failure to do so shall be misconduct on the part of any elected or
25 appointed officer and subject such officer to removal upon confron-
26 tation, hearing and finding of misconduct by a vote of two-thirds
27 of the elected Board of Directors.

28 The Board of Directors may be paid a gratuity for their ser-
29 vices on the Board to be determined at the Annual Stockholders Meet-
30 ing by vote of the Stockholders. Board Members may become employees
31 of the Corporation and recompensed for services as are other employ-
32 ees.

ARTICLE VIII.

Corporate Officers.

There shall be elected at the Annual Meeting of the Stockholders which shall be held as near the anniversary date of these Articles as practicable after due notice to Stockholders of record, the following Corporate Officers who shall serve for staggered terms, according to the Corporate By-laws and shall not be governed by the one year term provision and may serve in the position of Corporate Officer as well as a Director until their successors are elected and qualified:

President

Vice President

Directors

There may be also elected more than one Vice President and such other Officers as Stockholders deem necessary. Directors shall serve staggered terms according to Corporate By-laws and shall not be governed by the one (1) year term provision.

A majority of the outstanding stockholders, present by proxy or in person, shall constitute a quorum at any Annual or Special Meeting of the Stockholders.

ARTICLE IX.

Dissolution-Disposition of Assets.

This Corporation may be dissolved by lawful procedures provided by the laws of the State of Idaho upon a two-thirds vote of all outstanding Stockholders at any Stockholders Meeting. In the event that the Corporation becomes defunct or inactive for a period of five years or more, any person having an interest in the Corporation may petition for dissolution according to law without consent of the Stockholders.

Upon dissolution of the assets of the Corporation, if there be any, shall be disposed of lawfully and the proceeds distributed to the outstanding Stockholders pro-rata. If a Stockholder cannot

be located after reasonable search any sums to which he shall be entitled shall be delivered to any worth public charity designated by the petitioner or petitioners and approved by the Court.

ARTICLE X.

Amendment.

These Articles may be amended, altered or added to, by a vote of more than fifty per cent of the outstanding shares at any Annual or Special Stockholders Meeting upon such notice as may be required by laws of the By-laws of the Corporation.

IN WITNESS WHEREOF, The Incorporators have set their hands this 30th March, 1966.

Evan Lowell Klatt
Evan Lowell Klatt, Incorporator

Sanford Neil Stevens
Sanford Neil Stevens, Incorporator

Wayne Charles Ross
Wayne Charles Ross, Incorporator

STATE OF IDAHO)
:ss.
County of Shoshone)

On this 30th day of March, 1966, before me, the undersigned Notary Public for Idaho, personally appeared EVAN LOWELL KLATT, SANFORD, NEIL STEVENS, and WAYNE CHARLES ROSS, known to me to be Incorporators of ROSS, INCORPORATED, whose signatures are affixed to the foregoing Articles of Incorporation, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have set my hand and seal the day and year in this certificate first above appearing.

Robert M. Lohman
Notary Public in and for the
State of Idaho; Residing at Kellog, therein.

Comm. Expires 1-4-70