

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, JAS H. YOUNG, 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

IDAHO ROCKY MOUNTAIN WHOLESALE DRUG, INC.

was filed in the office of the Secretary of State on the **third** day
of **July** A.D. One Thousand Nine Hundred **Fifty-eight** and
duly recorded on Film No. **103** 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 **third** day of **July**,
A.D., 19 **58**.

Secretary of State.

ARTICLES OF INCORPORATION
OF

IDAHO ROCKY MOUNTAIN WHOLESALE DRUG, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being natural persons of full age and citizens of the United States, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho and we do hereby certify:

Article I

Name: The name of said corporation is IDAHO ROCKY MOUNTAIN WHOLESALE DRUG, INC.

Article II

Powers and Purposes: The general nature of its business shall be to engage in all lawful activities and particularly shall be as follows:

(a) To engage generally in the wholesale drug and sundries business and in pursuit of such business to manufacture and compound drugs, chemicals and medicines; to buy and sell at wholesale and retail and to deal in all kinds of drugs, chemicals, oils, paints, all forms of medicine and to deal in all of the hardware and sundries generally dealt in by wholesale and retail drug stores; to carry on a general merchandise and drug business; to fill prescriptions; to lease stores and to do all other acts in connection with such business.

(b) To enter into any kind of contract or agreement, cooperative or profit sharing or pension plan with its officers or employees that the corporation may deem advantageous or expedient, or otherwise to reward or pay

such persons for their services as the directors may deem fit.

(c) To acquire by purchase, lease, exchange or otherwise lands and buildings of any character or description, wherever located, and any estate or interest therein and any right over or connected with real property necessary or useful in carrying out the purposes of this corporation.

(d) To purchase, hold, sell, and re-issue the shares of its own capital stock to the extent permitted by law and in such manner and such terms as its board of directors shall determine.

(e) To issue bonds, debentures or other evidences of indebtedness of this corporation from time to time for any of its objects and purposes and to secure the same, at its discretion, by mortgage, pledge or otherwise.

(f) To acquire the good will, business, property and assets and to assume or undertake in whole or in part the liability of any person, firm, corporation or association.

(g) To do every other act or thing incidental to or growing out of or connected with the aforesaid business or powers.

(h) The property of the corporation may be sold, mortgaged or otherwise disposed of by the board of directors.

(i) The foregoing clauses shall be construed both as objects and powers. No recitation or declaration of specific, general or special powers or purposes shall be deemed exclusive, but it is hereby declared that all other lawful powers not inconsistent therewith and not herein expressly prohibited are hereby included.

Article III

Duration: This corporation shall have perpetual existence.

Article IV

Location and Post Office Address: The location and Post Office address of the registered office of this corporation is Idaho Falls, Bonneville County, Idaho.

Article V

Capital Stock: The capital stock of this corporation shall be Fourteen Thousand One Hundred Dollars (\$14,100.00) divided into the below described classes of stock having the par values listed below opposite the name of each class:

| Capital Stock | | | |
|---------------------|------------|-----------|--------------------|
| Class | No. Shares | Par Value | Amount |
| Common | 10,000 | \$0.01 | \$ 100.00 |
| Preferred Class "A" | 2,000 | 6.00 | 12,000.00 |
| Preferred Class "B" | 2,000 | 1.00 | <u>2,000.00</u> |
| Total | | | <u>\$14,100.00</u> |

Each holder of record of any class of the stock of the corporation shall have the right at every shareholder's meeting to one vote for every share standing in his name on the books of the corporation.

Holders of the Class "A" and Class "B" preferred stock are entitled to receive when and as declared, out of the surplus net profits of the Corporation, or other funds from which dividends are lawfully declarable, preferential dividends at the rate of eight per cent (8%) of their respective par values per year, payable as the Board of Directors may determine, before any dividends shall be set apart for, or paid upon the common stock. Said preferential dividends on said preferred stock shall not be cumulative.

After the payment or the setting aside in any one fiscal year of said eight per cent (8%) preferential dividend upon said stock, the holders of Class "A" and Class "B" Preferred Stock

shall be entitled to participate together with the holders of common stock in any additional dividends that may be declared in that year pro rata to their respective par values.

Fifteen years after the date of execution of these Articles of Incorporation, the Company may at any time and from time to time at the option of the Board of Directors, redeem the whole or any part of the outstanding Class 'A' preferred stock upon any redemption date fixed by the Board of Directors by paying the book value thereof as of a valuation date determined by the Board, which shall not be more than three months prior to said redemption date. Notice of the intention of the corporation to redeem shares of said Class 'A' preferred stock, or any part thereof, and of the redemption price and date and place of redemption, shall be mailed thirty days before the date of redemption to each holder of record of the shares to be redeemed at his last known address as shown by the records of the corporation.

The holders of shares of Class 'A' preferred stock called for redemption shall not, from and after the date fixed for the redemption of such stock, possess or exercise any rights as stockholders of the corporation, except the right to receive from the corporation the redemption price of such shares, without interest, upon the surrender thereof.

In the event of any liquidation, dissolution or winding up of the corporation, the holders of preferred stock, except as provided above with respect to stock called for redemption, shall participate in the assets and funds distributed pursuant thereto in the same manner and as fully as the holders of the common stock.

The stock of this corporation may be issued from time to time as deemed advisable by the Board of Directors. When

the outstanding stock is increased, the additional shares shall be offered to the existing stockholders proportionately to their holdings at not less than par value. If a stockholder refuses or fails to purchase his proportionate share, or any part thereof, the opportunity to buy the same shall be given to the remaining stockholders in proportionate shares. The balance of any remaining unpurchased and unissued stock may then be sold to the general public in the manner provided by law.

Article VI

Directors: The Board of Directors shall consist of not less than three nor more than twenty-five persons, as the By-Laws of the corporation shall from time to time provide. The original Board of Directors shall consist of seventeen (17) persons. Directors of the corporation shall be elected by the holders of stock for a term of one year each, and until their successors are appointed and qualified, at each regular annual stockholders' meeting. No person shall be eligible to the office of director of this corporation who is not the owner and holder of at least one share of stock as shown by the corporation books. All of the corporate powers of the corporation, including the right to sell, mortgage or otherwise encumber property, shall be exercised by the Board of Directors without the consent or ratifying vote of the stockholders.

Article VII

By-Laws: The directors of this corporation shall have power to adopt, amend and repeal the By-Laws of the corporation by a vote of the majority of the members of the Board of Directors. By-Laws adopted by the directors pursuant to the power herein granted may be altered or repealed by a majority vote of the allotted shares of the corporation.

Article VIII

No Assessment: The shares of stock of this corporation shall not be subject to assessment.

Article IX

Incorporators: The names and the post office addresses of the incorporators of this Company and the number of shares subscribed by each are as follows:

| Name | Address | Shares of Class 'A' Preferred Stock | Shares of Class 'B' Preferred Stock |
|--|---|--|--|
| Joseph D. Klamt Ingrid Klamt | Ashton, Idaho | 20 | 15 |
| Irwin M. Maag | 325 West Center Pocatello, Idaho | 36 | 29 |
| Henry D. Reed Zetta M. Reed | Rigby, Idaho | 15 | 10 |
| Jack C. Sundberg Marjorie Sundberg | 570 First Street Idaho Falls, Idaho | 1 | 1 |
| Russell Fogg | Idaho Falls, Idaho | 3 | 2 |
| G. W. Young Verline M. Ray | Box 338 Shelley, Idaho | 6 | 4 |
| Hal Mathews | Burley, Idaho | 1 | 1 |
| H. B. Whittlesey Byra B. Whittlesey | 1016 Shoshone Street Twin Falls, Idaho | 11 | 9 |
| C. W. Pond | Carlson Building Pocatello, Idaho | 15 | 10 |
| L. M. Kelly Audrey Kelly | 121 West 13th Street Burley, Idaho | 15 | 15 |
| Robert R. Klamt Valene M. Klamt | St. Anthony, Idaho | 6 | 4 |
| L. F. Racine, Jr. Jean Racine | 139 Mountain Drive Pocatello, Idaho | 15 | 10 |
| Charles A. Terhune | 1341 Overland Avenue Burley, Idaho | 30 | 30 |
| George D. Kennedy Florence C. Kennedy | 633 South 13th East Salt Lake City, Utah | 5 | 5 |
| R. D. Quinn Pauline J. Quinn | Box 748 Elko, Nevada | 10 | 10 |

| Name | Address | Shares of Class A Preferred Stock | Shares of Class B Preferred Stock |
|------------------------|-----------------------|--|--|
| Richard A. Butterfield | 1077 West 5th North | | |
| Donna Lee Butterfield | Salt Lake City, Utah | 10 | 10 |
| L. David Hiner | 2548 Skyline Drive | 5 | 5 |
| Janet C. Hiner | Salt Lake City, Utah | | |
| Chris E. Athas | 466 East South Temple | 2 | 2 |
| Alice C. Athas | Salt Lake City, Utah | | |
| Richard L. Workman | 2548 Skyline Drive | 1 | 1 |
| Shirley H. Workman | Salt Lake City, Utah | | |
| C. L. Prisk | 2066 Yale Avenue | 30 | 30 |
| | Salt Lake City, Utah | | |
| Clarence B. Peterson | 155 West 2nd North | 1 | 1 |
| | Salt Lake City, Utah | | |
| Alice M. Deardroff | Box 247 | 20 | 20 |
| | Burley, Idaho | | |
| A. M. Ferro | 1320 Continental Bank | 29 | 27 |
| | Salt Lake City, Utah | | |
| Gayle A. Thurman | Box 710 | 15 | 15 |
| | Elko, Nevada | | |
| M. A. Cowley | Cedar City, Utah | 5 | 5 |
| Leta Cowley | | | |
| M. E. Pickett | 445 - 4th Street | 100 | 100 |
| | Idaho Falls, Idaho | | |
| E. M. Stevenson | 3108 South 28th East | 400 | 400 |
| Marjorie Q. Stevenson | Salt Lake City, Utah | | |
| Cnarches S. Nixon | Blackfoot, Idaho | 3 | 2 |
| Florence H. Nixon | | | |
| August E. Miller | Blackfoot, Idaho | 10 | 10 |
| Elizabeth Miller | | | |
| Edwin Grosse | Shoshone, Idaho | 20 | 15 |
| Robert A. Miller | 1202 Overland Avenue | 5 | 5 |
| | Idaho State Bank | | |
| | Burley, Idaho | | |
| Jacqueline Byrd | Box 224 | 15 | 10 |
| | Pocatello, Idaho | | |
| Ruth Nielsen | 2545 Maine Avenue | | |
| | Long Beach, Calif. | | |

| Name | Address | Shares of Class A Preferred Stock | Shares of Class B Preferred Stock |
|---------------------------------------|--|--|--|
| L. W. Nye Veda R. Nye | 1448 East Center Pocatello, Idaho | 3 | 2 |
| Doyle C. Miner | St. Anthony, Idaho | 13 | 12 |
| J. B. Koehler | Carlson Building Pocatello, Idaho | 6 | 4 |
| Reid H. Anderson Louise Anderson | 283 F. Street Idaho Falls, Idaho | 6 | 4 |
| Hilda M. McClure | P.O. Box Idaho Falls, Idaho | 12 | 8 |
| Hilda M. McClure Irving Woodmansee | Rexburg, Idaho | 3 | 2 |
| Glen H. Cooper | Vernal, Utah | 5 | 5 |
| Robert W. St. Clair | P.O. Box 29 Idaho Falls, Idaho | 3 | 2 |
| Ruland E. Williams | Sallisbury Bldg. Idaho Falls, Idaho | 3 | 2 |
| Stanley E. Gagon | 234 - 12th Street Idaho Falls, Idaho | 3 | 2 |
| R. W. Bauchman | 193 - 10th Street Idaho Falls, Idaho | 3 | 2 |
| F. M. Carnes | Idaho Falls, Idaho | 3 | 2 |
| W. J. Anderson | Sunnyside Road Idaho Falls, Idaho | 3 | 2 |
| John F. Julian | 129 East 23rd Street Idaho Falls, Idaho | 3 | 2 |
| Courtland B. Smith | 1667 South Lee Ave. Idaho Falls, Idaho | 3 | 2 |
| Keith S. Sundberg | 521 - 12th Street Idaho Falls, Idaho | 3 | 2 |
| John L. Gaskill | 461 East 13th Street Idaho Falls, Idaho | 3 | 2 |
| Wm. N. McFarlane | 195 - 12th Street Idaho Falls, Idaho | 3 | 2 |
| Dale D. Parish | 465 East 24th Street Idaho Falls, Idaho | 3 | 2 |

| Name | Address | Shares of Class A Preferred Stock | Shares of Class B Preferred Stock |
|---|--|--|--|
| William C. Kyle | 840 - 11th Street Idaho Falls, Idaho | 3 | 2 |
| Ray E. Lundahl | S. Holmes Road Idaho Falls, Idaho | 3 | 2 |
| Jack P. Halliwell | 202 So. Arthur Ave. Pocatello, Idaho | 3 | 3 |
| Harry Morgan | 223 North Main Pocatello, Idaho | 3 | 2 |
| August P. Spitko, Jr. Loraine Spitko | 1215 East 4th South Salt Lake City, Utah | 1 | 1 |
| Gene Evans | 266 North University Ave. Provo, Utah | 1 | 1 |
| John R. Bernston | 466 West 8th South Orem, Utah | 1 | 1 |
| O. W. Bauman Dr. Thomas E. Bauman | 1782 South 25th East Salt Lake City, Utah | 5 | 5 |
| Jane Dooley | Continental Bank Salt Lake City, Utah | 1 | 1 |
| Gilbert St. Clair | 309 N. Placer Ave. Idaho Falls, Idaho | 3 | 2 |
| Walter D. Bauchman | 179 E. 11th Street Idaho Falls, Idaho | 3 | 2 |
| Marie Bauchman | 889 Higbee Avenue Idaho Falls, Idaho | 3 | 2 |
| Mrs. Eugene Mitchell | 2014 Larkdale Drive Glenville, Illinois | | |

IN WITNESS WHEREOF, the said incorporators have hereunto
set their hands this _____ day of _____, 1958.

| | |
|------------------------------|-----------------------------|
| John H. Thomas | Richard H. Butterfield |
| J.M. Mann | C.E. Athas |
| Henry O. Reed | Richard S. Woodman |
| Walter C. Suddley | C. S. Suddley |
| W. H. H. H. | James S. Suddley |
| W. H. H. H. | Mrs. Alice M. Neardoff |
| W. H. H. H. } J.T. | W. H. H. H. |
| Hal K. Matthews | A. M. H. H. |
| W. H. H. H. | W. H. H. H. |
| W. H. H. H. | W. H. H. H. |
| W. H. H. H. | W. H. H. H. |
| W. H. H. H. | M. E. Pickett |
| Robert L. H. H. | C. M. H. H. |
| L. D. Roine Jr. | W. H. H. H. |
| W. H. H. H. | C. M. H. H. |
| W. H. H. H. | W. E. Grosse |
| George D. Kennedy | W. H. H. H. |
| R. D. H. H. | Jacqueline R. H. H. |
| L. David H. H. | L. H. H. H. |

Incorporators (continued)

Marion H. Coops

~~Marion H. Coops~~

Wm. J. Miner

~~Wm. J. Miner~~

Wm. J. Miner

~~Wm. J. Miner~~

John R. Beertsen

John R. Beertsen

Hilda M. McChure

Udo W. Baumann

Lucy Woodman

Jane Dooly

~~Marion H. Coops~~

~~Marion H. Coops~~

Robert H. Clair

Robert H. Clair

Lucas E. Haines

Gilbert C. St. Clair

Wm. J. Miner

Wm. J. Miner

Wm. J. Miner

Wm. J. Miner

Wm. J. Miner

Wm. J. Miner

Wm. J. Miner

Wm. J. Miner

Wm. J. Miner

Wm. J. Miner

Wm. J. Miner

Wm. J. Miner


Wm. J. Miner

Wm. J. Miner

STATE OF UTAH)
) ss.
COUNTY OF SALT LAKE)

On this 10th day of June, 1958, before me, the undersigned, a Notary Public in and for said State, personally appeared E. M. Stevenson, A. M. Ferro and M. E. Pickett, known to me to be three of 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.



Notary Public
Residing at Bountiful, Utah

My Commission expires:
Sept. 29, 1961

A. M. FERRO
ATTORNEY AT LAW
1320 CONTINENTAL BANK BUILDING
SALT LAKE CITY 1, UTAH