

State of Idaho



Department of State

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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

LEON C. ALDER & SONS, INC.

a corporation duly organized and existing under the laws of **Utah** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Fourteenth** day of **August**, **1961**, a properly authenticated copy of its articles of incorporation, and on the **Fourteenth** day of **August**, **1961**, a designation of **Lynn C. Alder**, in the County of **Oneida** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **14th** day of **August**, A.D. 19**61**.

Secretary of State.



Secretary of State's Office

I, LAMONT F. TORONTO, SECRETARY OF STATE OF THE STATE OF UTAH,
DO HEREBY CERTIFY THAT THIS IS A FULL, TRUE AND CORRECT COPY OF THE ARTICLES
OF INCORPORATION OF _____

LEON C. ALDER & SONS, INC.

AS APPEARS _____ OF RECORD _____ IN MY OFFICE.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND
AND AFFIXED THE GREAT SEAL OF THE STATE OF UTAH
AT SALT LAKE CITY, THIS _____ FIRST _____ DAY OF

AUGUST 19 61

Lamont F. Toronto

SECRETARY OF STATE
BY *Wendell L. Colthell*

DEPUTY

37582

ARTICLES OF INCORPORATION
OF
LEON C. ALDER & SONS, INC.



The undersigned persons, in order to form a corporation for the purpose of establishing and conducting the business hereinafter stated, under and in pursuance of the laws of the State of Utah, do hereby certify, declare and agree as follows:

ARTICLE I

That the name of the corporation is the LEON C. ALDER & SONS, INC., and that it is formed and organized at Providence, Cache County, State of Utah.

ARTICLE II

The names of the incorporators and their respective places of residence are as follows:

<u>Name</u>	<u>Address</u>
Leon C. Alder	Providence, Utah
Vesta C. Alder	Providence, Utah
Lynn C. Alder	Malad, Idaho
Seth L. Alder	Nibley, Utah
Roma A. Nilson	Smithfield, Utah
Conrad C. Alder	Malad, Idaho
Kay C. Alder	Malad, Idaho

ARTICLE III

That the time of duration of the corporation herein provided for and hereby created shall be perpetual, unless sooner disincorporated according to law.

ARTICLE IV

The purposes for which this corporation is formed, and the business agreed upon are:

To acquire and hold by purchase, lease or otherwise, real property and personal property, wheresoever situated, and to cultivate, use, improve, develop, manage, sell, lease, mortgage or otherwise encumber any or all of said real and personal property. To develop any lands and property in such manner as

to the Board of Directors of said company may seem proper and advantageous for said company.

To construct, erect or install, and to use and operate, water works, reservoirs, wells of all types, including but not limited to, oil, gas and water, aqueducts, mines and other works and conveniences necessary or proper for the use of said company.

To carry on a general commercial, industrial, manufacturing, processing, agricultural, exploration and mining business.

To carry on the business of farming; to manufacture or process feed and fertilizers and the by-products thereof.

To buy, sell, lease, let, operate, mortgage, exchange or otherwise acquire or dispose of lands, farms, lots, houses, buildings and real property, hereditaments and appurtenances of all kinds and wheresoever situated, and of any interest and rights therein, and to construct or have constructed buildings or improvements of any kind on any of said property, to the same extent as natural persons might or could do, and without limit as to amount.

To make, perform and carry out contracts of every kind and description made for any lawful purpose, without limit as to amount with any person, firm, association or corporation, either public or private, or with any territory, State or Government, or agency thereof.

The Board of Directors shall have the power and authority to sell, assign, mortgage, convey or otherwise dispose of any or all of the property and assets of the corporation in such terms and conditions as they shall prescribe, whether for cash or property, or bonds, or stock in other corporations, and shall have full power to exercise all of the rights and privileges coming within, appertaining or incidental to any of the purposes, powers and privileges in these Articles of Incorporation herein

set forth, including the right and authority to sell, convey, mortgage, hypothecate, bond, dispose of, deal in and with, lease, assign and transfer any of the real estate or other property and assets of the corporation without the necessity of securing the authorization of the stockholders.

The foregoing purposes clauses are to be construed both as objects and powers; and it is hereby expressly provided that enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation, provided, however, that nothing contained herein shall be deemed to authorize or permit the corporation to do any act, carry on any business or exercise any power which a corporation formed under the Act hereinbefore referred to, or any amendment thereof or supplement thereto or substitute therefor, may not at the time lawfully carry on or do. It is the intention that the purposes, objects and powers specified in each of the subparagraphs of paragraph IV of these Articles of Incorporation shall, except as otherwise expressly provided, in no wise be limited or restricted by reference to or inference from the terms of any other subparagraph or clause of paragraph second of these Articles, or of any other paragraph or article of these Articles of Incorporation.

ARTICLE V

The principal place of business of this corporation shall be at Providence, Utah, but it may also carry on its business elsewhere in the State of Utah, or in any other State of the United States or in foreign countries.

ARTICLE VI

That the limit of the capital stock of this corporation is hereby fixed at \$500,000.00 and said shares shall consist of one class, viz: 5000 shares shall be denominated common stock and said shares shall be of the par value of \$100.00 each. All stock of this corporation shall be non-assessable.

The amounts of capital stock to which each of the parties hereto have subscribed are as follows:

<u>Name</u>	<u>Shares</u>	<u>Amount</u>
Leon C. Alder	158	\$15,800.00
Vesta C. Alder	158	\$15,800.00
Lynn C. Alder	279	\$27,900.00
Seth L. Alder	194	\$19,400.00
Roma A. Nilson	36	\$3,600.00
Conrad C. Alder	194	\$19,400.00
Kay C. Alder	194	\$19,400.00

The remaining 3,787 shares of common stock may be issued from time to time in such amounts and proportions and for such consideration not less than par value, and upon such terms as may be determined from time to time by the Board of Directors.

ARTICLE VII

There shall be a Board of five Directors of this corporation; each Director must be a stockholder of the corporation. The Directors shall be elected at the annual meeting of the stockholders. They shall hold office for a period of one year, or until their successors are duly elected and have qualified. Any Director may hold any other office in the corporation. At least three of the Directors shall be necessary to form a quorum, and such quorum is authorized to transact the business of the corporation, and to exercise its corporate powers, including the power to mortgage or to sell or otherwise dispose of the property of the corporation without stockholders confirmation. Should a vacancy occur for any reason in the Board of Directors, the remaining Directors may appoint a successor to hold office during the unexpired term of his predecessor in office. The following shall constitute the first Board of Directors of the corporation:

Leon C. Alder	President and Director
Lynn C. Alder	Vice-President and Director
Seth L. Alder	Secretary-Treasurer and Director
Conrad C. Alder	Director
Kay C. Alder	Director

The officers of the corporation shall consist of a President, a Vice-President, a Secretary and a Treasurer. Said last two offices may be held by one person. All officers of the corporation must be stockholders of the corporation, except that the

Secretary and Treasurer need not be a stockholder of the corporation. The officers shall be elected by the Board of Directors and shall hold office until removed by the Board, or until their successors have been duly appointed and have qualified. Until their removal, or until their successors have been appointed and have qualified, those above named shall hold the offices specified.

The Board of Directors may from time to time appoint such other subordinate officers as may be deemed by them necessary for the proper conduct of the business of the corporation.

Any officer or director may resign from his office by handing his written resignation to the President or Secretary of the corporation and such resignation shall be effective as of the date of delivery.

Any Director may be removed at any time and the office held by him declared vacant by the vote of a majority of the stockholders at any special meeting of the stockholders called for that purpose.

ARTICLE VIII

There shall be a meeting of the stockholders of this corporation on the first Monday of March of each year hereafter during the life of this corporation, held for the purpose of electing the Directors, and for the transaction of such other business as may properly come before the meeting, which meeting shall be held at Providence, Cache County, Utah, at the place of business of said corporation and at the hour of four o'clock p.m. The manner of election at all such meetings shall be by ballot. Each share of common stock shall be entitled to one vote, either in person or by proxy. Only the holders of the common stock of the corporation shall be entitled to vote, and the persons receiving the majority of the votes cast for the filling of any office shall be deemed and declared elected to such office. At all regular stockholders meetings the capital

stock represented either in person or by proxy at the meeting shall have power to hold the meeting and to transact the business thereof.

ARTICLE IX

Special meetings of the stockholders may be called by the President or Vice-President, by any two Directors or any number of stockholders whose holding shall not be less than one-tenth of the outstanding common stock of the corporation. At special stockholders meetings a majority of the outstanding capital stock shall be necessary to the holding of said meeting, or the transaction of any of the business thereof.

ARTICLE X

No notice need be given of any annual or stated meetings of the stockholders. Notice of special meetings of the stockholders shall be given by mailing a notice of such meeting to each stockholder of record, addressed to his last known address as shown by the books of the company, at least ten days prior to the date of such meeting, stating the time, place and purpose of such meeting. No publication of notice shall be necessary.

ARTICLE XI

Meetings of the Board of Directors of the corporation may be held for the transaction of any business of the corporation at such time and place, either within or outside of the State of Utah, as the Board of Directors may by resolution from time to time determine, or as in the By-Laws provided.

ARTICLE XII

Every office of this corporation shall qualify, as required by law, within twenty days after his election or appointment; and in the event of a failure to qualify, the Board of Directors may declare the office vacant.

ARTICLE XIII

The individual and private property of the stockholders

of this corporation shall not be liable for the debts or obligations of the corporation.

ARTICLE XIV

The Board of Directors may enact By-Laws for the management of the property of the corporation, and for the regulation of its business and affairs, which By-Laws shall not be inconsistent with this agreement, nor contrary to law.

ARTICLE XV

The capital stock subscribed for by each incorporator, as shown in Article VI hereof, is fully paid for by the transfer to the corporation by the owners thereof, who are subscribers of said capital stock, of the assets, including real property, of the business known as Leon C. Alder & Sons, a partnership. That said property is valued in the sum of Two Hundred Twenty-one Thousand Three Hundred Dollars, subject to liabilities of One Hundred Thousand Dollars, and that the capital stock of this corporation has been issued to the incorporators hereof in the amount of One Hundred Twenty-one Thousand Three Hundred Dollars for said property.

ARTICLE XVI

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in, or are Directors or officers of, such other corporation; any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact they, he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any Director of the corporation who is also a Director of or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the

Directors of the corporation which shall authorize any such contract or transaction and may vote thereat to authorize any such contract or transaction with like force and effect as if he were not such Director or officer of such other corporation or not so interested.

ARTICLE XVII

The corporation reserves the right to amend, alter, enlarge, change in any way, conformable to the laws of the State of Utah, or repeal any provision contained in these Articles of Incorporation, at any annual meeting of the stockholders of the corporation or at any special meeting called for such purpose in the manner provided for in Articles IX and X herein, by a vote representing at least two-thirds in amount of the outstanding common stock thereof represented at and entitled to vote at such annual meeting of the stockholders or at such special stockholders meeting called for that purpose in the manner herein provided in Articles IX and X.

IN WITNESS WHEREOF, we, the undersigned parties of this Agreement, have hereunto set our hands this 15th day of December, 1960.

Leon C. Alder
LEON C. ALDER

Vesta C. Alder
VESTA C. ALDER

Lynn C. Alder
LYNN C. ALDER

Seth L. Alder
SETH L. ALDER


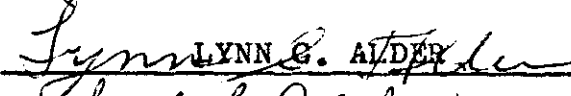
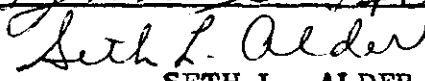
Roma A. Nelson
ROMA A. NELSON

Conrad C. Alder
CONRAD C. ALDER


Kay C. Alder
KAY C. ALDER

STATE OF UTAH)
)
County of Cache) ss

LEON C. ALDER, LYNN C. ALDER and SETH L. ALDER, being first duly sworn, on oath depose and say: That they are three of the incorporators mentioned in the foregoing Agreement; that they have commenced or that it is bona fide their intention to commence and to carry on the business stated in the foregoing Agreement; that they each verily believe that each party of the Agreement has paid or is able to and will pay the amount of the capital stock subscribed for by him; and that at least ten per cent of the capital stock subscribed by each stockholder and not less than ten per cent of the total stock of the corporation has been paid.


LEON C. ALDER

LYNN C. ALDER

SETH L. ALDER

Subscribed and sworn to before me this 15th day of December, 1960.


CHARLES P. OLSON
NOTARY PUBLIC
Residing at Logan, Utah
My commission expires: 1/31/64

STATE OF UTAH)
)
County of Cache) ss

We, LEON C. ALDER, LYNN C. ALDER, SETH L. ALDER, CONRAD C. ALDER and KAY C. ALDER, officers and Directors as named herein of LEON C. ALDER & SONS, INC., a corporation organized under the laws of the State of Utah, being first duly sworn,

on oath do say: That we will well and faithfully do and discharge the duties of such office to the best of our judgment and that we will not do or consent to the doing of any matter or thing relating to the business of said corporation with intent to defraud any stockholders therein or creditor or the public.

Leon C. Alder
LEON C. ALDER
Lynn C. Alder
LYNN C. ALDER
Seth L. Alder
SETH L. ALDER
Conrad C. Alder
CONRAD C. ALDER
Kay C. Alder
KAY C. ALDER


Subscribed and sworn to before me this 15th day of
December, 1960.

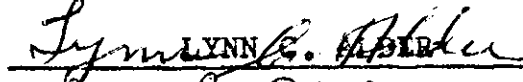
Charles P. Olson
CHARLES P. OLSON
NOTARY PUBLIC
Residing at Logan, Utah
My commission expires: 1/31/64


STATE OF UTAH)
) ss
County of Cache)

LEON C. ALDER, LYNN C. ALDER and SETH L. ALDER, three of the incorporators of LEON C. ALDER & SONS, INC., a corporation, being first duly sworn, depose and say: That they are acquainted with the property described in Article XV of the Articles of Incorporation of said LEON C. ALDER & SONS, INC., heretofore filed and that said property is reasonably worth the amount in


cash for which it was accepted by the corporation, and that at the time said property was accepted by the corporation it was reasonably worth said amount.


LEON C. ALDER


LYNN C. ALDER


SETH L. ALDER

Subscribed and sworn to before me this 15th day of
December, 1960.


CHARLES D. OLSON

NOTARY PUBLIC
Residing at Logan, Utah
My commission expires: 1/31/64