

# State of Idaho

## Department of State.

### CERTIFICATE OF INCORPORATION OF

BRADLEY ENTERPRISES, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

BRADLEY ENTERPRISES, INC.

duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received  
in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of  
Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated October 18, 19 79.

*Pete T. Cenarrusa*

SECRETARY OF STATE

Corporation Clerk



FILED

ARTICLES OF INCORPORATION

79 OCT 10 AM 9:00  
OF  
SECRETARY OF  
STATE  
BRADLEY ENTERPRISES, INC.

WE, THE UNDERSIGNED natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is BRADLEY ENTERPRISES, INC.

ARTICLE II - DURATION

The duration of this corporation is perpetual.

ARTICLE III - PURPOSES

The purpose or purposes for which this corporation is organized are:

- a. To do any lawful act concerning any or all lawful businesses for which corporations may be organized under the laws of Idaho, including but not limited to leasing of business rental properties and all activities related thereto.
- b. To acquire by purchase, exchange, gift, bequest, subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange or otherwise dispose of or deal in or with its own corporate securities or stock or other securities, including without limitations, any shares of stock, bonds, debentures, notes, mortgages, or other obligations, and any certificates, receipts or other instruments representing rights or interests therein or any property or assets created or issued by any

person, firm, association, or corporation, or any government or subdivision, agencies or instrumentalities thereof; to make payment therefor in any lawful manner or to issue in exchange therefor its own securities or to use its unrestricted and unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities, any and all rights, powers and privileges in respect thereof.

c. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation.

d. The foregoing clauses shall be construed both as purposes and powers and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Idaho; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

#### ARTICLE IV - STOCK

The aggregate number of shares which this corporation shall have authority to issue is 50,000 shares of stock with no par value. All stock of the corporation shall be of the same class, common, and shall have the same rights and preferences. Fully-paid stock of this corporation shall not be liable to any further call or assessment.

ARTICLE V - AMENDMENT

These Articles of Incorporation may be amended by the affirmative vote of a majority of the shares entitled to vote on each such amendment.

ARTICLE VI - SHAREHOLDER RIGHTS

The authorized and treasury stock of this corporation may be issued at such time, upon such terms and conditions and for such consideration as the Board of Directors shall determine. Shareholders shall not have pre-emptive rights to acquire unissued shares of the stock of this corporation.

ARTICLE VII - CAPITALIZATION

This corporation will not commence business until consideration of a value of at least \$1,000 has been received for the issuance of shares.

ARTICLE VIII - INITIAL OFFICE AND AGENT

The address of this corporation's initial registered office and the name of its original registered agent at such address is:

Newell M. Bradley  
161 West Oak  
Shelley, Idaho 83274

ARTICLE IX - DIRECTORS

The number of Directors constituting the initial Board of Directors of this corporation is three (3). The names and addresses of persons who are to serve as Directors until the first annual meeting of stockholders, or until their successors are elected and qualify, are:

Newell M. Bradley  
161 West Oak  
Shelley, Idaho 83274

Marvel E. Bradley  
161 West Oak  
Shelley, Idaho 83274

Bruce N. Bradley  
Route #3, Box 88  
Idaho Falls, Idaho 83401

ARTICLE X - INCORPORATORS

The name and address of each Incorporator is:

Newell M. Bradley  
161 West Oak  
Shelley, Idaho 83274

Marvel E. Bradley  
161 West Oak  
Shelley, Idaho 83274

Bruce N. Bradley  
Route #3, Box 88  
Idaho Falls, Idaho 83401

ARTICLE XI

COMMON DIRECTORS - TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract or transaction is fair and reasonable to the corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

DATED this 17<sup>th</sup> day of October, 1979.

Newell M. Bradley  
Newell M. Bradley

Marvel E. Bradley  
Marvel E. Bradley

Bruce N. Bradley  
Bruce N. Bradley

STATE OF IDAHO )  
: ss.  
COUNTY OF BONNEVILLE )

I, Robert W. Edward, Notary Public, hereby  
certify that on the 17<sup>th</sup> day of October, 1979,  
NEWELL M. BRADLEY, MARVEL E. BRADLEY and BRUCE N. BRADLEY per-  
sonally appeared before me, who, being by me first duly sworn,  
severally declared that they are the persons who signed the  
foregoing document as incorporators, and that the statements  
therein contained are true.

Robert W. Edward  
Notary Public  
Residing at John F. Kelly Ld.

My Commission Expires:

Life