

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

INDUSTRIAL TESTING LABORATORIES, INC.

was filed in the office of the Secretary of State on the **Twenty-eighth** day of **May** A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **123** 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 **28th** day of **May** A.D., 19 **63**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
INDUSTRIAL TESTING LABORATORIES, INC.

KNOW ALL MEN BY THESE PRESENTS: THAT WE, THE UNDERSIGNED, BEING NATURAL CITIZENS, OF FULL AGE, AND CITIZENS OF THE UNITED STATES OF AMERICA, IN ORDER TO FORM A CORPORATION FOR THE PURPOSES HEREINAFTER STATED, UNDER AND PURSUANT TO THE PROVISIONS OF THE GENERAL LAWS OF THE STATE OF IDAHO, AND ACTS AMENDATORY THEREOF, AND SUPPLEMENTAL THERETO, DO HEREBY CERTIFY AS FOLLOWS:

ARTICLE I

THE NAME OF THE CORPORATION SHALL BE "INDUSTRIAL TESTING LABORATORIES, INC."

ARTICLE II

THE PURPOSES AND OBJECTS FOR WHICH SAID CORPORATION IS FORMED ARE:

A. TO CARRY ON AND CONDUCT A GENERAL DESTRUCTIVE AND NON-DESTRUCTIVE TESTING OF MATERIALS, IRON, STEEL, MANGANESE, COKE, COPPER, BRASS, LUMBER, CONCRETE AND ANY AND ALL CONSTRUCTION MATERIALS, AND ALL OR ANY PRODUCT THEREOF, AND THE PURCHASE AND SALE OF GOODS, WARES AND MERCHANDISE USED FOR SUCH BUSINESS.

B. TO PURCHASE, OWN, HOLD, LEASE, SELL OR OTHERWISE DISPOSE OF AND DEAL WITH ALL NECESSARY MACHINERY, FIXTURES, PLANTS, SHOPS, BUILDING APPARATUS, TOOLS, SUPPLIES, PHOTOGRAPHIC AND X-RAY EQUIPMENT NECESSARY TO CARRY ON SAID BUSINESS.

C. TO CARRY ON AND CONDUCT TESTING, INSPECTION AND EXAMINATION OF METALS, MATERIALS, CONCRETE AND ANY AND ALL CONSTRUCTION MATERIALS TO THE USE OF LABORATORY TESTS, X-RAY, PHOTOGRAPHIC MATERIAL, GAMOGRAPHING AND OTHER SUPPLIES AND EQUIPMENT NECESSARY TO CARRY ON SAID BUSINESS.

D. TO ENTER INTO CONTRACTS OR OBLIGATIONS OF ANY KIND OR TYPE ESSENTIAL, NECESSARY OR PROPER TO THE TRANSACTION OF ITS ORDINARY AFFAIRS FOR THE PURPOSE OF THE CORPORATION.

C. To ENGAGE IN ANY BUSINESS RELATED OR UNRELATED TO THAT DESCRIBED HEREINABOVE AND FROM TIME TO TIME AUTHORIZED OR APPROVED BY THE BOARD OF DIRECTORS OF THIS CORPORATION.

D. To HAVE AND EXERCISE ALL RIGHTS AND POWERS FROM TIME TO TIME GRANTED TO A CORPORATION BY LAW.

E. To RECEIVE, ACQUIRE, HOLD, PURCHASE, DISPOSE OF, CONVEY, MORTGAGE AND/OR LEASE REAL OR PERSONAL PROPERTY; TO DISPOSE OF, SELL, LEASE, ASSIGN, TRANSFER, MORTGAGE OR CONVEY ANY RIGHTS, PRIVILEGES, FRANCHISES OR REAL OR PERSONAL PROPERTY IN THE CORPORATION, OTHER THAN ITS FRANCHISE OF BEING A CORPORATION AND TO ACQUIRE, PURCHASE, GUARANTEE, HOLD, MORTGAGE, OWN, VOTE, SELL, PLEDGE OR OTHERWISE DISPOSE OF AND DEAL IN, STOCKS, BONDS, SHARES, SECURITIES, DEBENTURES OR OTHER EVIDENCE OF INDEBTEDNESS OF OTHER CORPORATIONS, DOMESTIC OR FOREIGN, AND TO ACQUIRE, PURCHASE, GUARANTEE, HOLD, MORTGAGE, OWN OR OTHERWISE DISPOSE OF THE STOCKS OF THIS CORPORATION.

F. To BORROW MONEY AND TO INCUR INDEBTEDNESS WITHOUT LIMIT AS TO AMOUNT, TO DRAW, MAKE, ACCEPT, ENDORSE, TRANSFER, ASSIGN, GUARANTEE, EXECUTE OR ISSUE STOCKS, BONDS, DEBENTURES, NOTES, CHECKS, DRAFTS, BILLS OF EXCHANGE, NEGOTIABLE INSTRUMENTS OR ALL OTHER INSTRUMENTS FOR THE PAYMENT OF MONEY, WHETHER NEGOTIABLE OR NON-NEGOTIABLE, AND WHETHER SECURED OR UNSECURED.

G. To CONDUCT BUSINESS WITHIN THE STATE OF IDAHO, AND ANY OTHER STATE, DISTRICT OF COLUMBIA, TERRITORY OR COLONY, AND TO HAVE ONE OR MORE OFFICES AND PLACES OF BUSINESS WITHIN OR WITHOUT THE STATE, AND TO ACQUIRE, RECEIVE, HOLD, PURCHASE, LEASE, MORTGAGE, DISPOSE OF, AND/OR CONVEY REAL OR PERSONAL PROPERTY SITUATE BOTH IN AND OUT OF THIS STATE.

H. To PURCHASE INSOFAR AS THE SAME MAY BE DONE WITHOUT IMPAIRING THE CAPITAL OF THE CORPORATION AND EXCEPT AS OTHERWISE PROHIBITED BY LAW, AND TO HOLD, PLEDGE OR REISSUE STOCK OF THIS CORPORATION, BUT SUCH STOCK SHALL NOT BE ENTITLED TO VOTE OR RECEIVE DIVIDENDS.

I. ALL OF THE FOREGOING PROVISIONS OF THIS ARTICLE ARE TO BE CONSTRUED BOTH AS OBJECTS AND POWERS, AND IT IS EXPRESSLY PROVIDED THAT THE ENUMERATION HEREIN OF SPECIFIC OBJECTS AND POWERS SHALL NOT BE HELD A LIMIT, OR RESTRICT IN ANY MANNER, THE GENERAL POWERS OF THE CORPORATION; PROVIDED, HOWEVER, THAT NOTHING HEREIN CONTAINED SHALL BE DEEMED TO AUTHORIZE OR PERMIT THE CORPORATION TO CARRY ON ANY BUSINESS OR TO EXERCISE ANY POWER OR DO ANY ACT WHICH CORPORATIONS FORMED UNDER THE LAWS OF THE STATE OF IDAHO NOW, OR HEREAFTER EXISTING, MAY NOT AT THE TIME LAWFULLY CARRY ON OR DO.

J. IN GENERAL, TO CARRY ON ANY LAWFUL BUSINESS WHATSOEVER IN CONNECTION WITH THE FOREGOING, OR WHICH IS CALCULATED DIRECTLY, OR INDIRECTLY, TO PROMOTE THE INTEREST OF THE CORPORATION OR TO ENHANCE THE VALUE OF ITS PROPERTIES.

ARTICLE III

THE CORPORATION IS TO HAVE PERPETUAL EXISTENCE.

ARTICLE IV

THE PLACE WHERE THE PRINCIPAL BUSINESS OF THIS CORPORATION SHALL BE TRANSACTED, AND THE POST OFFICE ADDRESS OF ITS REGULAR OFFICE SHALL BE ROOM 204, IDAHO FIRST NATIONAL BANK BUILDING, IDAHO FALLS, BONNEVILLE COUNTY, IDAHO.

ARTICLE V

THE TOTAL NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS 250 SHARES. THE AGGREGATE PAR VALUE OF SUCH SHARES IS \$25,000.00, AND THE PAR VALUE OF EACH SHARE IS \$100.00.

ARTICLE VI

THE NAMES AND POST OFFICE ADDRESSES OF THE INCORPORATORS AND NUMBER OF SHARES SUBSCRIBED BY EACH ARE AS FOLLOWS:

<u>NAME</u>	<u>P.O. ADDRESS</u>	<u>No. OF SHARES</u>	<u>AMOUNT</u>
GARY GROAT	3107 E. LINCOLN ROAD IDAHO FALLS, IDAHO	ONE	\$100.00
D. GRIMMETT	204 IDAHO 1ST NATL BANK BLDG IDAHO FALLS, IDAHO	ONE	\$100.00
E. B. KRANTZ	204 IDAHO 1ST NATL BANK BLDG IDAHO FALLS, IDAHO	ONE	\$100.00

ARTICLE II

THE BOARD OF DIRECTORS SHALL CONSIST OF THREE DIRECTORS, DURING THE TERM OF THEIR OFFICE, OR THEREAFTER, THE NUMBER OF DIRECTORS MAY BE INCREASED OR DECREASED FROM TIME TO TIME AS PROVIDED BY THE BY-LAWS; PROVIDED, HOWEVER, THAT THE NUMBER OF DIRECTORS CONSTITUTING A BOARD SHALL BE NOT LESS THAN THREE, NOR MORE THAN FIVE.

ARTICLE VIII

THE POWER TO REPEAL AND AMEND THE BY-LAWS AND ADOPT NEW BY-LAWS IS HEREBY CONFERRED UPON THE DIRECTORS, AS WELL AS UPON THE SHAREHOLDERS, TO BE EXERCISED BY SUCH VOTE OF THE DIRECTORS OF THE ALLOTTED SHARES AS THE CASE MAY BE; PROVIDED, HOWEVER, NOT LESS THAN A MAJORITY THEREOF AS MAY BE FIXED BY THE BY-LAWS.

ARTICLE IX

ALL OR ANY MEETINGS OF THE CORPORATE STOCKHOLDERS, OR OF THE BOARD OF DIRECTORS MAY BE HELD WITHIN, OR WITHOUT, THE STATE OF IDAHO.

ARTICLE X

NO CONTRACT OR OTHER TRANSACTION BETWEEN THE CORPORATION, OR ANY OTHER CORPORATION, WHETHER OR NOT A MAJORITY OF THE SHARES OF THE CAPITAL STOCK OF SUCH OTHER CORPORATION IS OWNED BY THIS 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, MAY BE A PARTY TO, OR MAY BE PECUNIARILY, OR OTHERWISE, INTERESTED IN ANY CONTRACT OR TRANSACTION OF THE CORPORATION, AND ANY DIRECTOR OF THE CORPORATION WHO IS SO INTERESTED MAY BE COUNTED IN DETERMINING THE EXISTENCE OF A QUORUM AT ANY MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY WHICH SHALL AUTHORIZE SUCH CONTRACT OR TRANSACTION AND MAY VOTE THEREON TO AUTHORIZE SUCH CONTRACT OR TRANSACTION WITH LIKE FORCE AND EFFECT AS IF HE WERE NOT SUCH DIRECTOR OR OFFICER OF SUCH OTHER CORPORATION AND NOT SO

INTERESTED.

IN WITNESS WHEREOF, WE HAVE HEREUNTO SET OUR HANDS AND SEALS
THIS 27 DAY OF May, 1963.

Gary G. Groat
D. Grimmett
E. B. Krantz

STATE OF IDAHO)
COUNTY OF BONNEVILLE) ss.

ON THIS 27 DAY OF May, 1963, BEFORE ME, THE
UNDERSIGNED, A NOTARY PUBLIC, IN AND FOR THE STATE OF IDAHO, PER-
SONALLY APPEARED GARY GROAT, D. GRIMMETT AND E. B. KRANTZ, KNOWN
TO ME TO BE THE PERSONS WHOSE NAMES ARE SUBSCRIBED TO THE WITHIN
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.

Russell K. Kaurup
NOTARY PUBLIC
FOR THE STATE OF IDAHO
RESIDING AT IDAHO FALLS, IDAHO

(SEAL)

MY COMMISSION EXPIRES:

June 24, 1963