

# 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

CALIFORNIA, INC.

was filed in the office of the Secretary of State on the Second day  
of January A.D. One Thousand Nine Hundred Fifty-nine and  
duly recorded on Film No. 105 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  
Cascade in the County of Valley

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 2nd day of January,  
A.D., 19 59.

Secretary of State.

ARTICLE OF INCORPORATION  
OF  
CALLENDERS, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all of whom are natural persons of full age, citizens of the United States of America and residents of the State of Idaho, have this day voluntarily associated ourselves together, and do hereby and by these Articles of Incorporation, unite and associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho for the purposes hereinafter stated.

I

The name of this corporation shall be:

CALLENDERS, INC.

II

The duration of this corporation shall be perpetual.

III

The location and postoffice address of the registered office of this corporation in the State of Idaho shall be Cascade, Valley County, Idaho.

IV

The objects and purposes for which this corporation is formed and the general nature of the business to be transacted by this corporation are as follows:

(a) To raise, buy or otherwise acquire, hold, maintain, breed, grow, market, feed, fatten, graze, sell, mortgage, hypothecate, or otherwise dispose of any and all kinds of cattle, thoroughbred, registered, or otherwise, and all other kinds of livestock; to carry on the general business of farming; to raise, buy, grow, or

otherwise acquire, hold, handle, market, sell mortgage, hypothecate or otherwise dispose of any and all kinds of cattle, dairy, or farm products, and to deal and traffic generally in livestock and in farm, cattle and dairy products.

(b) To acquire farm properties and other real estate, by purchase, lease, or otherwise, to improve and develop the same, and thereon to plant, sow, cultivate, and harvest grains, hay, forage, vegetables, fruit, nuts, flowers, and all kinds of farm produce and products of the soil; to breed, raise, buy, pasture, prepare for market, exhibit, sell, and deal in livestock of all kinds, to engage in dairying, and the poultry, pigeon, pet stock, and market gardening business; to operate green houses, hot beds, and cold frames for the raising of plants, shrubs, and flowers; to acquire and maintain shops, stores, stalls, market stands, delivery vehicles, and routes and all other conveniences and equipment suitable for the vending of its products; in general, to conduct in all their several departments and branches, the business of farmers, fruit growers, dairymen, stock raisers, gardeners, nurserymen and florists.

(c) To conduct the business of breeding and raising cows, horses, sheep and fowl, and to buy, sell, import, export and generally deal in purebred livestock; to register the same with stock associations and to become associated with others engaged in the business of breeding purebred livestock; to do all acts necessary to improve a breed of stock as incidental to said objects to carry on the business of general farming.

(d) To carry on a general dredging, ditching and drainage business in all of its branches and in all parts of the world, including, by way of specification but not of limitation, to dredge, straighten, widen, deepen, and improve natural and artificial water courses, ditches, channels, and lakes; to construct, dig, and make drains, drainage systems, water courses, sewers, and ditches; to

construct, improve, and alter dams and embankments; to construct, lay, and improve tunnels, conduits, and cables under ground or under water; and to make excavations and to move and remove earth, rock, sand, gravel and other substances; to dredge, raise, or otherwise obtain, and to buy, sell, and otherwise deal in and with sand, gravel and similar deposits.

(e) To manufacture, sell, import, export, deal in and with iron, steel, manganese, coke, copper, lumber, and other materials, and products thereof, and to purchase, acquire, own, lease, occupy, use or develop any lands containing coal or iron, manganese, or other minerals and any woodlands, or other lands, for any purpose of the company, and to quarry, mine, mill, concentrate, convert, refine, smelt, and prepare for market, iron, steel, brass, and all kinds of ores, minerals and metals, and the products and by-products thereof, of every kind and description.

(f) To mine, produce, smelt, refine, mill, concentrate, convert, prepare for market, manufacture, buy, sell, exchange, export, import, and otherwise acquire and dispose of, and generally to trade and deal in, copper sulphuric acids, gold, silver, lead, zinc, brass, iron, steel, and other ores, metals, and minerals, and products and by-products thereof, of every kind, character and description, and by whatsoever process the same can be, or may hereafter be, produced; to buy, own, sell, exchange, lease, and otherwise acquire and dispose of, and generally to trade and deal in mineral lands, mines and minerals, rights, and claims, and to conduct any and all business appurtenant thereto; and to build, construct, equip, purchase, maintain, own, control, lease, operate, sell, and otherwise acquire and dispose of, mills, hoists, smelters, roads, tramways, power houses and plants, manufactories, machinery, and equipment necessary proper or incident to the operations and business of the Corporation.

(g) To purchase, establish, or otherwise acquire, to own, operate, manage, and conduct, directly or indirectly through stock

ownership, or otherwise, and to sell, lease, exchange, or otherwise dispose of, wholesale and retail stores for the sale and dealing in of goods, wares, and merchandise of any description, and in particular to establish, own, and operate one or more of a chain of such stores, and therein and otherwise to sell and dispose of goods, wares, and merchandise that usually are or can be disposed of by sale, either at wholesale or retail.

(h) To act as insurance agents and agents for insurance companies in soliciting and receiving applications for life, accident, health, fire, casualty, plate glass, boiler, elevator burglary, rent, marine, and credit insurance, and all other kinds of insurance, the collection of premiums, and doing such other business as may be delegated to agents by such companies; to conduct and carry on a general insurance agency and brokerage business, and generally to transact and carry on all kinds of agency business.

(i) To take, lease, purchase, or otherwise acquire and to own, use, hold, sell, convey, exchange, lease, mortgage, work, improve, develop, divide and otherwise handle, deal in and dispose of real estate, real property and any interest or rights therein.

(j) To erect, construct, maintain, improve, rebuild, enlarge, alter, manage and control directly or through ownership of stock in any corporation, in any and all kinds of buildings, houses, stores, offices, shops, warehouses, factories, mills, machinery, garages and plants and any and all other structures and erections which may in the judgment of the board of directors at any time be necessary, useful or advantageous for the purposes of the corporation.

(k) To accumulate and lend money, to engage in and carry on the business of making loans of money, with or without security, and to carry on a personal loan and finance business.

(l) To purchase, hold, sell, loan, discount, or rediscount, or

otherwise deal with notes, drafts, all forms of commercial paper, or other evidences of indebtedness, or of contract; and to represent the buyer or seller in any such transaction, or anyone else, in or concerning the same.

(m) To make loans and collections on first and other mortgage security, or any other security, whether pertaining to real estate, personal property, or otherwise; to negotiate any of such to others; and to sell, lend, pledge, or otherwise dispose of any of same to others, including the full right to guarantee loans, contracts, or other agreements, or evidences of indebtedness, or of contract or agreement, for its own affiliated corporation or corporations, if any, or for any other person, firm, corporation, or association, of any kind, whether a natural or artificial person or persons.

(n) To take, purchase, or otherwise acquire, and to own, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise deal in and dispose of such personal property, chattels, chattels real, rights, easements, privileges, choses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held or disposed of by it under the laws of the State of Idaho.

(o) To erect, construct, maintain, improve, rebuild, enlarge, alter, manage, and control, directly or through ownership of stock in any corporation, any and all kinds of buildings, houses, stores, offices, shops, warehouses, factories, mills, machinery, and plants, and any and all other structures and erections which may in the judgment of the Board of Directors, at any time be necessary, useful, or advantageous, for the purposes of the corporation.

(p) To make, enter into, perform, and carry out contracts for constructing, building, altering, improving, repairing, decorating, maintaining, furnishing, and fitting up buildings, tenements, and structures of every description, and to advance money to and enter into agreements of all kinds with builders, contractors, property owners, and others, for said purposes.

(q) To transact the business of buying and selling, dealing in, leasing, renting, and managing real estate and any interest therein for its own account or for the account of others; to collect rents and to make repairs and transact for the general business of a real estate agent.

(r) To purchase, sell, manufacture, and deal in building materials and goods, wares, and merchandise, and to carry on any other lawful trade or business incident or proper for use in connection with the purchase, sale, ownership, construction, maintenance, and management of real property.

(s) To transact a general real estate agency and brokerage business, including the renting and managing of estates; to act as agent, broker, or attorney in fact for any person or corporation in buying, selling, and dealing in real estate and real property, and any interest and estates therein, on commission; to make or obtain loans upon such property, and to supervise, manage, and protect such property and all loans, interest in, and claims affecting the same.

(t) To carry on the business of developing and improving real property; to lay out for public use roads, streets, avenues, or highways upon or through its lands; to extend, continue, or connect such roads, streets, avenues, or highways upon or through other real property to be acquired; to lay out and establish such roads, streets, avenues, or highways and the extensions, continuations, or connections thereof; and to construct drains, or sewers, and such bridges or culverts as may be necessary to maintain the grades of, or for the extension, continuations or connections of the roads, streets, avenues, or highways so laid out.

(u) To carry on a general trading business in all its branches and sell, lease, handle, stock, warehouse, ship, traffic in, and otherwise deal in all kinds of goods, ware, merchandise and property, both at retail and wholesale, and as a broker, factor, and agent for others.

(v) To engage in and conduct any other business, pursuit, occupation or enterprise authorized or permitted by law

(w) To purchase, or otherwise acquire, lease, contract for, own and hold, in whole and in part, the business good will, rights, franchise, privileges and property of every kind of any person, firm, partnership, association or corporation engaged in or authorized to conduct any business authorized to be conducted by this corporation or owning property necessary or suitable for its purposes; to pay for the same in cash or in stock or bonds of this corporation or otherwise, and to hold or in any manner dispose of the whole or any part of the business or property so acquired and to assume in whole or in part the liability and obligations of any such person, firm, partnership, association or corporation and to exercise all the powers necessary, convenient or incidental to the conduct of such business.

(x) To subscribe or cause to be subscribed for, and to purchase or otherwise acquire, hold for investment, sell, assign, transfer, mortgage, pledge, exchange, distribute, or otherwise dispose of the whole or any part of the shares of the capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, notes, and other evidence of indebtedness of any corporation, stock company or associations, now or hereafter existing, whether created by or under the laws of the State of Idaho, or otherwise, and while owners of any such shares of the capital stock or bonds or other property to exercise all the rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with the power to designate some person for the purpose from time to time, to the same extent as natural persons might or could do.

(y) To purchase, hold, sell, and re-issue the shares of the stock of this corporation.

(z) To carry on any business whatsoever which the corporation may deem proper or convenient in connection with the foregoing



purposes, or otherwise, or which may be calculated directly or indirectly to promote the interest of the corporation, or to enhance the value of its property; and to hold, purchase, mortgage and convey real and personal property, either in or out of the State of Idaho, and to have and to exercise all the powers conferred by the laws of the State of Idaho upon corporations formed under the act pursuant to and under which this corporation is formed.

(aa) To borrow money and otherwise incur indebtedness, without limits as to amount, and to draw, make, accept, endorse, transfer, assign, guarantee, execute, and issue bonds, debentures, notes, drafts, bills of exchange, negotiable instruments and all other evidence of indebtedness, negotiable or non-negotiable whether secured or unsecured.

(bb) For the purpose of securing all or any of the contracts, obligations, or liabilities, to convey, transfer, assign, deliver, mortgage, pledge, or otherwise hypothecate, all or any part of the property or assets at any time held or owned by this corporation.

(cc) To conduct its business and exercise all or any of its powers as above specified, or otherwise, in the State of Idaho, or in any other State, territory, or colony of the United States, The District of Columbia, or any other part of the world, as fully and to the same extent as natural persons might or could do, either alone, or in association with others, and at its option to have one or more offices or places of business as shall be determined by its Board of Directors within the State of Idaho, in addition to its registered and principal place of business as set out in these Articles.

(dd) It is the intention of the incorporators of this company that the foregoing clauses shall be construed as both objects and powers and the foregoing enumeration of specific objects and powers shall not be construed to limit or restrict in any manner the powers

of the corporation, but said corporation shall have the power to do all and everything necessary, suitable, convenient, or proper for the accomplishment of any of its purposes, or the attainment of any one or more of the objects hereinabove enumerated, or incidental to the purposes and objects hereinabove named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and which is permitted under the laws of the State of Idaho, under which this corporation is organized, to the same extent and as fully as a natural person might or could do.

#### V

The business of this corporation shall be managed and conducted by a Board of at least three (3) directors, the exact number thereof to be fixed as provided by the By-Laws, the first board to be elected at the first meeting of the stockholders of this corporation and the entire board to be elected annually thereafter at the annual meeting of the stockholders of this corporation.

#### VI

The Board of Directors of this corporation may meet and transact the business of this corporation either at the principal place of business herein designated, or at such other place within or without the State of Idaho, as may be designated by a majority of the Board of Directors.

#### VII

The total authorized number of par value shares of this corporation shall be five thousand (5,000) and the aggregate par value shall be Five Hundred Thousand Dollars (\$500,000.00), and the par value of each share shall be One Hundred (\$100.00) Dollars and all shares shall be fully paid and non-assessable.

#### VIII

The names and the postoffice addresses, together with the number

of shares of stock subscribed by each of the incorporators are as follows:

<u>NAME</u>	<u>POSTOFFICE ADDRESS</u>	<u>NO. OF SHARES</u>	<u>PAR VALUE</u>
Frank D. Callender	Cascade, Idaho	1	\$100.00
Robert W. Callender	Emmett, Idaho	1	\$100.00
Robert H. Remakius	Cascade, Idaho	1	\$100.00

IN WITNESS WHEREOF, We have hereunto set our hands this 20th day of December, 1958.

Frank D. Callender  
Robert W. Callender  
Robert H. Remakius

STATE OF IDAHO       )  
                          ) ss.  
County of Valley    )

On this 20th day of December, 1958, before me, the undersigned, a Notary Public in and for said County and State, personally appeared FRANK D. CALLENDER, ROBERT W. CALLENDER, and ROBERT H. REMAKIUS, known to me to be the persons whose names are subscribed to the within and 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 first above written.

[Signature]  
Notary Public for Idaho  
Residing at Cascade, Idaho