

# 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

#### ANTARES INC.

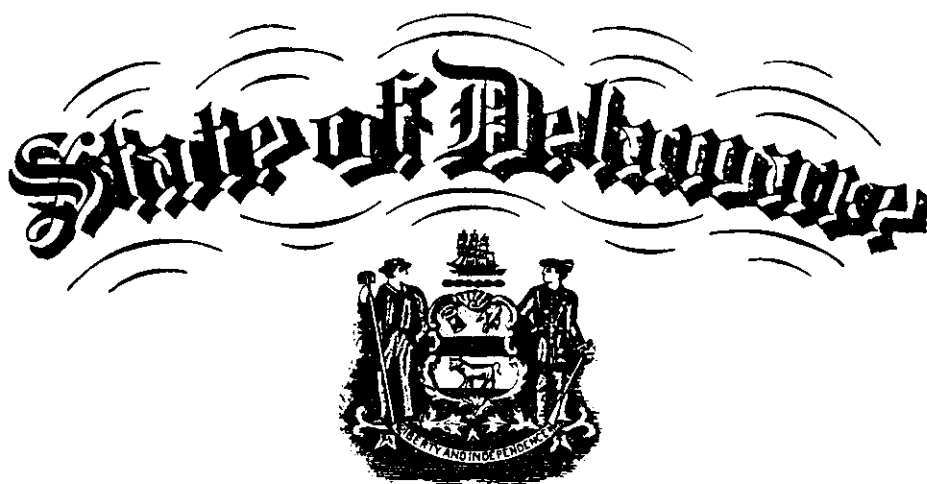
a corporation duly organized and existing under the laws of **Delaware** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **First** day of **May** 19 **62**, a properly authenticated copy of its articles of incorporation, and on the **First** day of **May**, 19 **62**, a designation of **T. H. Eberle, W. D. Eberle or J. L. Eberle** in the County of **Ada** 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 **1st** day of **May**, A.D. 19 **62**

ARNOLD WILLIAMS  
Secretary of State

By Deputy Secretary of State.



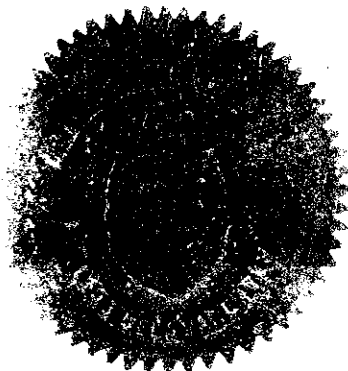
**Office of Secretary of State.**

*I, Elisha C. Dukes, Secretary of State of the State of Delaware,*  
**do hereby certify** that the above and foregoing pages numbered from 1 to 10, both numbers inclusive, is a true and correct copy of Certificate of Incorporation of the "ANTARES PROPERTIES, INC.", as received and filed in this office the sixth day of March, A.D. 1961, at 9 o'clock A.M.;

And I do hereby further certify that the above and foregoing pages numbered from 1 to 2, both numbers inclusive, is a true and correct copy of Certificate of Amendment Before Payment of Capital of the "ANTARES PROPERTIES, INC.", as received and filed in this office the twentieth day of March, A.D. 1962, at 10 o'clock A.M.

**In Testimony Whereof, I have hereunto set my hand**

and official seal at Dover this twenty-third day  
of April in the year of our Lord one thousand nine  
hundred and sixty-two.



*Elisha C. Dukes*

Secretary of State

*A. J. K. ...*

Asst Secretary of State

CERTIFICATE OF INCORPORATION

of

ANTARES PROPERTIES, INC.

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FIRST: The name of the Corporation is ANTARES PROPERTIES, INC.

SECOND: Its principal office or place of business in the State of Delaware is to be located in the City of Dover, County of Kent. The name of its resident agent is United States Corporation Company, whose address is No. 129 South State Street in the said city.

THIRD: The nature of the business, or objects or purposes to be transacted, promoted or carried on, are as follows:

(a) To purchase, lease from others, and otherwise acquire, to hold, own, maintain, work, lease and sublease to others, and otherwise use and allow to be used, to exchange, convey, grant, mortgage, pledge, or otherwise dispose of, subject to liens, and deal in and with land and leaseholds of every character and description whether improved or unimproved, and any interest, estate, and rights in real property of and any personal and mixed property.

(b) To manufacture, purchase, or otherwise acquire, hold, own, mortgage, pledge or otherwise subject to liens, lease, sell, assign, exchange, transfer or otherwise dispose of, export, import, invest in, and trade and deal in and with goods, wares and merchandise and other personal property of any and every kind and character.

(c) To carry on the business of leasing and subleasing to and from others, manufacturing, selling,

management, service, research or other business, operation or activity which is lawful to be carried on by a corporation organized under the General Corporation Law of the State of Delaware as amended, whether or not similar or related to or incidental to or useful or advantageous in or in connection with the objects or purposes otherwise stated in this Certificate.

(d) To purchase or otherwise acquire the whole or any part of the real and personal, tangible and intangible, property, assets, business, good will and rights, and to undertake and assume the whole or any part of the liabilities and obligations, of any person, firm, association or corporation, and to pay for the same in cash, in shares of stock of the Corporation, or the bonds, notes, or other obligations thereof, or otherwise; to hold, use, pledge and mortgage, and in any manner to dispose of and give liens against the whole or any part of the property, assets, business, good will and rights so acquired, and to exercise all powers necessary or convenient in and about the use, conduct, management and carrying on of any of them.

(e) To obtain from any domestic or foreign governmental or municipal authority, or otherwise to acquire, by purchase, lease, assignment or in any manner, any and all powers, rights, privileges, immunities, franchises and concessions which the Corporation may deem desirable; to exercise and exploit the same, and to undertake and prosecute any business dependent thereon.

(f) To apply for, obtain, register, purchase, lease or otherwise acquire, hold, own, use, operate, develop, introduce, sell, lease, assign, pledge or otherwise dispose of and give liens against and contract with reference to, letters patent and applications therefor, copyrights, trade-marks and trade names, and any and all inventions, improvements, apparatus, appliances, processes, designs or rights used in connection with or secured under letters patent or otherwise, whether of the United States of America or of any other government or country, and to use, exercise, develop or grant licenses with respect to, or otherwise turn to account any of the same, and to carry on, conduct, manage and operate any business which may be deemed directly or indirectly to aid, effectuate or develop the same or any of them.

(g) To make and become a party to contracts of every kind for any lawful purpose with any individual, firm, association, corporation or public or municipal body politic, and with the government of any state, territory or country, or of any political or administrative subdivision or department thereof.

(h) To borrow money and obtain credit; to draw, make, accept, indorse, execute and deliver promissory notes, drafts, bills of exchange and other negotiable instruments for all lawful purposes; to execute, issue and deliver bonds, debentures, notes or other obligations of any nature and in any manner for all lawful purposes, and to secure the payment thereof and the interest thereon by a deed or deeds of trust or by mortgage or pledge of or upon the whole or any part of the property of the Corporation, real or personal, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds, debentures, notes or other obligations.

(i) To subscribe for, purchase, borrow or otherwise acquire, own, hold, sell, lend, exchange, pledge, hypothecate or otherwise dispose of and use as security or deal in or with shares of stock or bonds, debentures, notes, acceptances or other obligations made, created or issued by any private, public, quasi-public or other corporation or association, domestic or foreign, or by any domestic or foreign state, government or governmental authority, or by any political or administrative subdivision or department thereof, and any and all trust, participation or other certificates of or for, or receipts evidencing interest in, any such shares or obligations, and to issue in payment or exchange therefor, in whole or in part, its own shares, bonds, debentures, notes or other obligations, or to make payment therefor by any other lawful means; and, while the owner of any shares, bonds, debentures, notes, acceptances or other obligations, or of any interest therein, to possess and exercise all the rights, powers and privileges of ownership, including the right to vote thereon for any and all purposes.

(j) To lend money, credit, or security to, and to guarantee or assume any liabilities and obligations of, and to aid in any other lawful manner any corporation, association, trust, firm, or individual any of whose securities are held by the Corporation or in whose affairs or prosperity the Corporation has a lawful interest,

and to do all acts and things for the enhancement, protection or preservation of such securities or interest.

(k) To execute, issue and deliver and to sell or otherwise dispose of securities of the Corporation, including securities convertible into other securities, and options, warrants, or rights to subscribe for or purchase securities of the Corporation; to issue any of such options, warrants, or rights to any employees of the Corporation; and to maintain, operate and carry on for the benefit of any employees any pension, retirement, profit sharing, bonus, health, disability, savings, loan, insurance, educational, social, recreational or similar plans or arrangements.

(l) To make contributions to charitable, scientific or educational purposes, including contributions to corporations, trusts, funds or foundations organized and operated for any such purposes, and any contributions which at the time are allowed as deductions from corporate gross income under the United States Internal Revenue Code, as amended from time to time.

(m) To do any and all things herein set forth, to the same extent as a natural person might or could do, as principal, factor, agent, contractor or otherwise, either alone or through or in conjunction with any other person, firm, association or corporation, and in any part of the world outside the State of Delaware and, so far as permitted by law, within the said state; and, in general, to do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated; and to engage in any and all lawful business necessary or convenient in connection with, or incidental to, the exercise or attainment of any of the powers or purposes hereinbefore specified, excepting such as is forbidden by law.

THE FOREGOING shall be construed to be both objects and powers; and the enumeration herein of any specific powers shall not be held to limit or restrict in any manner the exercise by the Corporation of the general powers conferred upon corporations by the laws of the State of Delaware.

FOURTH: The total number of shares of capital stock which the Corporation shall have authority to issue is 10,000 shares; all of such shares shall be of one class with one dollar (\$1.00) par value. No stockholder shall have any preemptive right to subscribe to any issue of stock or other securities of the Corporation, or to any treasury stock or other treasury securities.

FIFTH: The minimum amount of capital with which the Corporation will commence business is one thousand dollars (\$1,000).

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

<u>Names</u>	<u>Addresses</u>
David T. McGovern	20 Exchange Place, New York 5, N. Y.
J. Lani Bader	20 Exchange Place, New York 5, N. Y.
Peter P. Nitze	20 Exchange Place, New York 5, N. Y.

SEVENTH: The Corporation is to have perpetual existence.

EIGHTH: The private property of the stockholders shall not be subject to the payment of corporate debts.

NINTH: The following provisions are adopted for the management of the business and for the conduct of the affairs

of the Corporation, and are in furtherance and not in limitation of the powers elsewhere conferred herein, in the By-Laws or by law:

(a) The books of the Corporation may be kept outside the State of Delaware at such place or places as may, from time to time, be designated by the Board of Directors, except that either the original or a duplicate stock ledger shall be kept at the principal office of the Corporation within the said state.

(b) Except as otherwise expressly provided by law, this Certificate, or the By-Laws, the business of the Corporation shall be managed by its Board of Directors, and the Board of Directors shall have power to exercise all the powers of the Corporation, including (but without limiting the generality hereof) the power to authorize the issue and sale of shares of stock of the Corporation now and hereafter authorized for such consideration and upon such terms as the Board may determine, and the power to create mortgages upon the whole or any part of the property of the Corporation, real or personal, without any action of or by the stockholders, except as otherwise provided by law or by the By-Laws.

(c) The number of the directors shall be fixed by the By-Laws, subject to alteration, from time to time, either by the Board of Directors or the stockholders. Directors shall be elected annually. Election of directors need not be by ballot unless the By-laws so require.

(d) Both the stockholders and the Board of Directors shall have power to make and alter By-Laws. The power of the Board shall be subject however to such restrictions upon the exercise of such power as may be specifically imposed by the incorporators or the stockholders in any By-Laws adopted by them from time to time.

(e) The Board of Directors shall have power, in its discretion, to fix, determine, and vary, from time to time, the amount to be retained as surplus and the amount or amounts to be set apart out of any of the funds of the Corporation available for dividends as working capital or a reserve or reserves for any proper purpose, and to abolish any such reserve in the manner in which it was created.



(f) The Corporation may purchase, hold, sell and transfer shares of its own capital stock, but shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of the capital of the Corporation, subject always to the right of the Corporation to reduce its capital or to redeem any preferred or special shares out of capital as permitted by law. Shares of its own capital stock belonging to the Corporation shall not be voted upon directly or indirectly. The purchase, acquisition or holding by the Corporation of shares of its own capital stock shall not be deemed to constitute the retirement of such shares or a reduction of capital except as such shares are formally retired or the capital is formally reduced in accordance with the provisions of law therefor.

(g) Nothing in this Certificate of Incorporation shall be deemed to prohibit the reissue of any shares of capital stock of the Corporation retired or reduced upon or in connection with any reduction of capital, but upon the filing and recording of the certificate of reduction such shares shall have the status of authorized and unissued shares of the class of stock to which such shares belong, if and to the extent permitted by law. So far as permitted by law the stockholders or Board of Directors authorizing or effectuating any reduction of capital may determine the manner in which such reduction shall be effected and the extent, if any, to which any assets shall be distributed to stockholders, and except as and to the extent that such a distribution is so authorized or provided for no stockholder shall be entitled to demand any distribution of assets in connection with or as the result of any reduction of capital.

(h) The Board of Directors shall have power, in its discretion, from time to time, to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of the Corporation, or any of them, other than the stock ledger, shall be open to the inspection of stockholders; and no stockholder shall have any right to inspect any account or book or document of the Corporation, except as conferred by law or authorized by resolution of the directors or of the stockholders.

(i) Upon any sale, exchange or other disposal of the property or assets of the Corporation, payment

therefor may be made either to the Corporation or directly to the stockholders in proportion to their interests, upon the surrender of their respective stock certificates, or otherwise, as the Board of Directors may determine.

(j) In case the Corporation shall enter into any contract or transact any business with one or more of its directors, or with any firm of which any director is a member, or with any corporation or association of which any director is a stockholder, director, or officer, such contract or transaction shall not be invalidated or in any way affected by the fact that such director has or may have an interest therein which is or might be adverse to the interests of the Corporation, even though the vote of such director might have been necessary to obligate the Corporation upon such contract or transaction. Nor shall any director be responsible to the Corporation or creditors of the Corporation for any loss of the Corporation, or any profits accruing to the director or others from such a contract or transaction if at or before the time the Board of Directors enters such contract or determines to participate in such transaction, the Board of Directors knows or is informed that the director is the party with whom it is contracting or doing business, or knows or is informed that the director has such interest in the party with whom the Corporation is contracting or doing business and knows or is informed of the general nature of such interest.

(k) Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in

value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

THE CORPORATION reserves the right to amend, alter, change, supplement, or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute; and all rights herein conferred are granted subject to this reservation.

IN PURSUANCE of an act of the legislature of the State of Delaware, entitled "An Act providing a General Corporation Law" (approved March 10, 1899), and the acts amendatory thereof and supplemental thereto, WE, THE UNDERSIGNED, being all the incorporators herein named, DO MAKE, RECORD AND FILE this Certificate of Incorporation in writing, and accordingly we have hereunto set our respective hands and seals this 3<sup>RD</sup> day of March, 1961.

David T. McGovern (Seal)


J. Lewis Rader (Seal)

Peter D. Hiltz (Seal)

STATE OF NEW YORK    )  
                              : ss.:  
COUNTY OF NEW YORK    )

BE IT REMEMBERED that on this 30<sup>th</sup> day of March 1961, personally appeared before me, a Notary Public for the State and County aforesaid, DAVID T. McGOVERN, J. LANI BADER and PETER P. NITZE, all of the parties to the foregoing certificate of incorporation, personally known to me and known by me to be the persons described in and who executed the foregoing instrument, and severally acknowledged that they executed said certificate as the free act and deed of the signers respectively, and that the facts therein stated are true.

GIVEN under my hand and seal of office the day and year aforesaid.

  
Notary Public

PHILIP D. FERRALL  
Notary Public State of New York  
No. 30-6275200  
Qualified in Nassau County  
CERTIFICATE FILED WITH  
New York County Clerk  
Commission Expires March 30, 1962

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

BEFORE PAYMENT OF CAPITAL

OF

ANTARES PROPERTIES, INC.

We, the undersigned, being all of the duly qualified directors of ANTARES PROPERTIES, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware

DO HEREBY CERTIFY:

FIRST: That Article FIRST of the certificate of incorporation be and it hereby is amended to read as follows:

FIRST: The name of the Corporation is  
ANTARES INC.

SECOND: That Article Second of the certificate of incorporation be and it hereby is amended to read as follows:

SECOND: Its principal office or place of business in the State of Delaware is to be located in the City of Wilmington, County of New Castle. The name of its resident agent is The Corporation Trust Company, whose address is No. 100 West Tenth Street in the said city.

THIRD: That no part of the capital of said corporation has been paid,

IN WITNESS WHEREOF, we have signed this certificate this 16th day of March, 1962.

Edward J. Bermingham, Jr.

Nicholas F. Brady

Russell C. Shaw

Mark M. Collins

STATE OF NEW YORK     )  
                              : ss.:  
COUNTY OF NEW YORK    )

BE IT REMEMBERED that on this 16th day  
March, 1962, personally appeared before me, a Notary Public  
for the State and County aforesaid, EDWARD J. BIRMINGHAM,  
JR., NICHOLAS F. BRADY, RUSSEL C. SHAW and MARK M. COLLINS,  
all of the directors of the foregoing Corporation, personally  
known to me and known by me to be the persons described in  
and who executed the foregoing instrument, and severally  
acknowledged that they executed said certificate as the free  
act and deed of the signers respectively, and that the facts  
therein stated are true.

GIVEN under my hand and seal of office the day  
and year aforesaid.

Louise M. Walther

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Notary Public

LOUISE M. WALTHER  
NOTARY PUBLIC  
BRONX COUNTY, N. Y.