

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

PRODUCT RESEARCH AND DEVELOPMENT CORPORATION

was filed in the office of the Secretary of State on the **Thirty-first** day of **August** A.D. One Thousand Nine Hundred **Sixty-five** and **will be** duly recorded on **microfilm** 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 **Boise** in the County of **Ada**.

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 **31st** day of **August**, A.D., 19**65**.

ARNOLD WILLIAMS, Secretary of State

By **Arnold Williams** Secretary of State.

ARTICLES OF INCORPORATION

of

PRODUCT RESEARCH AND DEVELOPMENT CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all citizens of the United States of America, and citizens and bona fide residents of the State of Idaho, of legal age, have this day voluntarily associated ourselves together for the purpose of forming a general corporation for profit under the laws of the State of Idaho, and we hereby certify:

FIRST: The name of this corporation is PRODUCT RESEARCH AND DEVELOPMENT CORPORATION.

SECOND: The nature of the businesses of the corporation and the objects and purposes to be transacted, promoted and carried on are to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could do in any part of the world, viz:

(a) To acquire, purchase, hold, own, vote, guarantee, sell, mortgage, pledge or otherwise dispose of and deal in stocks, shares, bonds, securities, debentures, and any and all other evidences of indebtedness of any and all corporations, domestic or foreign.

(b) To foster, organize, develop, or engage in any commercial, industrial, or agricultural enterprise or other legitimate business calculated or designed to be profitable to this corporation and in conformity with the laws of any State of the United States, or of the United States, or any foreign country; to generally engage in, do, and perform, any enterprise, act, or vocation that a natural person might or could do or perform.

(c) To engage in the manufacture, sale, purchase, importing and/or exporting of merchandise and personal property of all manner and description, to act as agent for the purchase, sale and handling of goods, wares, and merchandise of any and all types and descriptions

for the account of the corporation or as factor, agent, procurer, or otherwise for and on behalf of another.

(d) To transact the business of advertising both as principals and agents, promoting and developing the business of this corporation or corporations, partnerships, or individuals for hire, or upon commission, or otherwise, by and through the means of preparing advertising for corporations, partnerships, or individuals, and of advertising the business, commodities, or other property, real, personal or mixed, of corporations, partnerships, or individuals in newspapers, books, booklets, prospectuses, magazines, circulars, pamphlets, or other similar literature and advertising media.

(e) To manufacture, purchase, or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares, and merchandise and real and personal property of every class and description, whether now known or hereafter to be discovered.

(f) To deal generally in money by negotiating loans or lending money, either with or without security or otherwise incur indebtedness without limit as to amount and to draw, make, accept, endorse, transfer, guarantee, execute and issue checks, notes, bonds, debentures, drafts, bills of exchange, negotiable instruments of all descriptions, and other instruments for the payment of money, negotiable or non-negotiable, whether secured or unsecured.

(g) To discount and rediscount bills of exchange, drafts, notes, bonds, securities, and choses in action of all kinds, both as principal and agent, to accept security for loans, liens, conditional sales of either real or personal property.

(h) To acquire, own, hold, or in any way deal with, as principal or agent, franchises of corporations, partnerships, individuals, or otherwise, or grants or concessions; or stocks, shares, securities, or debentures or other instruments of corporations, partnerships, individuals, or otherwise, who deal in franchises.

(i) To acquire, manage, work, develop, lease, mortgage, sell, dispose of and otherwise deal with properties of all kinds, both real and personal, including compromise and settlement of demands, accounts and claims of all kinds; to organize, finance, develop and improve business opportunities, partnerships and corporations.

(j) To appoint agents, salesmen, representatives, and dealers.

(k) To organize or cause to be organized, merge, or reorganize, and to promote and aid in any way permitted by law by organization, merger or reorganization of any concern, business, firm, association or corporation, of this State, any other State, or any foreign nation; to acquire the assets and assume the liabilities of any person, firm, association or corporation; to pay for such assets in cash, stock of this company, bonds, or otherwise; to hold, manage or conduct in any lawful manner the whole or any part of any business so acquired.

(l) To do any act or thing necessary for the full enjoyment, exercise and benefit of all the powers now or hereafter granted to corporations organized under the laws of the State of Idaho and any future amendments thereto.

(m) To acquire, without impairing the capital structure of the corporation, and to hold, pledge, and reissue shares of this corporations capital stock.

(N) To purchase, take or acquire in any lawful manner, own, hold, deal in, mortgage, lease, pledge, sell, assign, property, leaseholds, estates, rights in personal property, or real property, or mixed property, and any franchise, patents, copyrights, trademarks, or interests therein, and any other rights, permits, copyrights, trademarks, licenses or privileges necessary, convenient, or appropriate for any of the purposes herein expressed or implied.

(o) To transact the business of investing on behalf of itself or others, any part of its capital and such additional funds common or otherwise, and selling or otherwise disposing of the same, or any part thereof, or interest therein.

(p) To underwrite, subscribe for, buy, sell, pledge, mortgage, hold and otherwise deal in stocks, bonds, obligations, municipality, trusts, syndicates, partnerships, or individuals, and to do any other act or thing permitted by law for the preservation, protection, improvement, or enhancement of the value of such shares of stock, bonds, securities, or other obligations including the right to vote thereon.

THIRD: The existence of this corporation is to be perpetual.

FOURTH: The location and post office address of the office of the corporation shall be 2821 El Dorado Street, Boise, Idaho.

FIFTH: The amount of the authorized capital stock of this corporation shall be One Hundred Thousand Dollars (\$100,000.00) divided into 20,000 shares of common stock of equal voting rights and of the par value of Five Dollars (\$5.00) per share.

SIXTH: The name and post office address of each of the incorporators and the number of common shares for which each subscribed is as follows:

| <u>NAME</u> | <u>ADDRESS</u> | <u>SHARES</u> |
|---------------------|--------------------------------------|---------------|
| Leonard J. Bachmann | 2821 El Dorado, Boise, Ida. | 2600 |
| Madge D. Bachmann | 2821 El Dorado, Boise, Ida. | 2600 |
| William L. Chaney | 4407 Clearview Drive, Boise, Ida. | 5000 |

IN WITNESS WHEREOF we the undersigned, being all of the incorporators hereinabove named, do hereby further certify that the facts hereinabove stated are truly set forth and accordingly

have hereunto set our respective hands and seals.

Dated at Boise, Idaho, this 30th day of August, 1965.

Leonard J. Bachmann

William L. Chaney

Madge Bachmann

STATE OF IDAHO)
COUNTY OF ADA) ss

BE IT REMEMBERED that personally appeared before me, the undersigned, a notary public in and for the County and State above set forth Leonard J. Bachmann, William L. Chaney, and Madge D. Bachmann, all the incorporators who signed the foregoing Articles of Incorporation, known to me personally and did acknowledge to me that they did execute the same as their voluntary act and deed having fully read and understood said Articles.

IN WITNESS WHEREOF I have hereunto affixed my signature and seal, this 30th day of August, 1965.

Ronald J. Carter
Notary Public for Idaho
Residing at Boise, Idaho