



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

TRIPOLI, INC.

was filed in the office of the Secretary of State on the **Twenty-sixth** day of **January**, A.D. One Thousand Nine Hundred **Sixty-two** and duly recorded on Film No. **114** 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 **26th** day of **January**, A.D., 19 **62**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

TRIPOLI, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned citizens of the United States of America, each over the age of twenty-one years, do hereby voluntarily associate ourselves together for the purpose of forming a domestic corporation under and by virtue of the laws of the State of Idaho, and we do hereby make, sign, acknowledge, and file these Articles of Incorporation as follows:

ARTICLE I.

The name of this corporation is and shall be TRIPOLI, INC.

ARTICLE II.

The object and purposes for which this corporation is formed are as principals, agents or otherwise, to do in any part of the world any and every of the things herein set forth or permitted by law to the same extent as natural persons might and could do. In furtherance and not in limitation of the general powers conferred by the laws of the State of Idaho, we do expressly provide that the corporation shall have power:

(a) To manufacture, purchase, or otherwise acquire, sell, install and operate a swimming pool or pools, give swimming lessons, and to do or perform any and every other thing in connection therewith.

(b) To enter into any kind of contract or agreement, co-operative or profit-sharing plan with its officers or employees that the corporation may deem ~~advantageous~~ or expedient or otherwise to reward or pay such persons for their services as the directors may deem fit.

(c) To manufacture, purchase, or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose

of, to invest, trade, deal in and with, goods, wares and merchandise and real and personal property of every class and description. Also to engage in the importation and exportation of merchandise and personal property of all manner and description, to act as agents for the purchase, sale, and handling of goods, wares and merchandise of any and all types and descriptions for the account of said corporation, or factor, agent, procure, or otherwise for or on behalf of another.

(d) To take, hold, lease, mortgage, own, purchase, or acquire by operation of law or otherwise, real property or any interest therein necessary or convenient in the operation of its business, and to improve, lease, sell or otherwise dispose of the same in any manner it may desire.

(e) To enter into, make, perform and carry out any and all contracts or agreements of every kind, amount and character with any person, firm or corporation, Federal or State Government or any political subdivision, or corporation or agency thereof.

(f) To purchase, own, sell, convey, mortgage, pledge, exchange, acquire by operation of law or otherwise personal property of every kind and character, debts, dues and demands or causes of action, evidences of debts, bonds, stocks of this and other corporations, both public and private, which the corporation may deem necessary and convenient for its business or otherwise.

(g) To borrow and lend money from and to any person, firm, corporation, association or Federal or State Government or any political subdivision, or corporation, or agency thereof, and to make, take and execute notes, mortgages, bonds, deeds of trust, or other evidences of indebtedness to secure the payment thereof, or by other lawful manner or means, and to take and receive notes, bonds, mortgages, deeds of trust, or any evidence of indebtedness for the use and benefit of said corporation or otherwise.

(h) To purchase or apply for, obtain, own and handle letters patent, and inventions and to manufacture, sell and dispose of the articles authorized to be made thereunder, or sell or assign such patents or patent rights as it may desire.

(i) To build, own, maintain and operate any and all necessary ships, manufacturing establishments, storerooms or other structures at any place proper or convenient to carry on any or all of the business of said corporation.

(j) To do and perform every act and thing necessary to carry on the above enumerated purposes, or calculated directly or indirectly to the advancement of the interest of the corporation or to the enhancement of the value of its stock, holdings and property of any kind or character.

ARTICLE III.

The corporate existence of this corporation shall be perpetual.

ARTICLE IV.

That the place where the principal business of this corporation shall be transacted and the location and post office address of the corporation's registered office in this State shall be 1710 Rand Street, Boise, Idaho.

ARTICLE V.

The authorized capital stock of this corporation shall be 25,000 shares of common stock of a par value of One Dollar (\$1.00) per share. All stock shall be fully paid and non-assessable and shall be subject to pre-emptive rights notwithstanding the provisions of Section 30-120, Paragraph 6b, Idaho Code.

ARTICLE VI.

That the corporate powers of this corporation shall be vested in a Board of three Directors, each of whom shall be a stockholder.

ARTICLE VII.

Names, Post Office Address and Number of Shares subscribed by each of the incorporators are as follows:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>
William Johnson	1700 Rand Street, Boise, Idaho	<u>1</u>
Floyd Evans	6404 Robertson Drive, Boise, Idaho	<u>1</u>
Robert J. Stout	7310 Hummel Drive, Boise, Idaho	<u>1</u>

IN WITNESS WHEREOF, We have hereunto set our hands and seals in triplicate this 26th day of January, 1962.

William Johnson (SEAL)
Floyd Evans (SEAL)
Robert J. Stout (SEAL)

STATE OF IDAHO)
County of Ada) ss.

On this 26th day of January, 1962, before me, the undersigned, a Notary Public in and for said State, personally appeared William Johnson, Floyd Evans, and Robert J. Stout, 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, this 26th day of January, 1962.

Charles J. Stout
Notary Public for Idaho,
Residence: Boise, Idaho