



## Department of State.

### CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

**B & G URETHANE, INC.**

was filed in the office of the Secretary of State on the **fifth** day of **June** A.D., One Thousand Nine Hundred **seventy-three** and ~~will be~~ ~~recorded on Film No. microfilm~~ 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

**Albion, Idaho**

in the County of **Cassia**

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 **5th** day of **June**, A.D., 19 **73**.

**Pete T. Cenarrusa**

Secretary of State.

\_\_\_\_\_  
Corporation Clerk.

1 ARTICLES OF INCORPORATION

2 OF

3 B & G URETHANE, INC.

4 KNOW ALL MEN BY THESE PRESENTS:

5 That we, the undersigned, citizens and residents of  
6 the United States of America, and each of full age, do by these  
7 presents voluntarily associate ourselves together for the purpose  
8 of forming a corporation, as hereinafter stated, pursuant to and  
9 under the laws of the State of Idaho, and do hereby execute and  
10 deliver these Articles of Incorporation for that purpose.

11 We hereby set forth, declare and certify:

12 ARTICLE I

13 NAME

14 This corporation shall be known as "B & G URETHANE, INC.".

15 ARTICLE II

16 OBJECTS AND PURPOSES

17 The objects and purposes for which this corporation is  
18 formed are as follows:

- 19 1. To purchase, sell, install and apply urethane,  
20 polyurethane foam, for insulating purposes,  
21 and otherwise, together with related products  
22 and services.
- 23 2. To engage in any commercial, industrial, and  
24 agricultural enterprise, calculated or designed  
25 to be profitable to this corporation, and in  
26 conformity with the laws of the State of Idaho,  
27 or such other place or places and states as  
28 the corporation may from time to time conduct  
29 its business.
- 30 3. To purchase, lease, own, sell, mortgage, sub-  
31 lease, and otherwise acquire lands, buildings,  
32 easements, or property, real and personal, which  
may be requisite for the purposes or capable of  
being conveniently used in connection with any  
of the objects of this corporation, and to  
enter into, make, perform, and carry out,  
contracts of every sort and kind, with any  
person including the right to become a partner  
or interested in a joint venture and to acquire  
and take over the good will, property, rights,  
franchises, and assets of every kind, and  
liabilities of any person, firm, association, or  
corporation, either in whole, or in part, and to

1 pay for the same in cash, stocks, bonds of the  
2 corporation or otherwise.

- 3 4. The corporation may from time to time provide  
4 and carry out and recall, abolish, revise, amend,  
5 alter, or change a plan or plans for the  
6 participation by all or any of the employees,  
7 including directors and officers of this corpora-  
8 tion, or of any corporation in which, or in the  
9 welfare of which the corporation has any interest,  
10 and is actively engaged in the conduct of this  
11 corporation's business, and the benefits of this  
12 corporation, or any branch or division thereof,  
13 as a part of this corporation, as legitimate  
14 expenses, and for the furnishing to such employees  
15 and persons, or any of them, at this corporation's  
16 expense, medical services, insurance against  
17 accident, sickness, or health, pensions during  
18 old age, disability or employment, education,  
19 housing, social services, recreation, or other  
20 similar aids for their relief or general welfare  
21 in such manner and upon such terms and conditions  
22 as may be determined by the Board of Directors.
- 23 5. To do all and everything necessary, suitable and  
24 proper for the accomplishment of any of the purposes  
25 or the attainment of any of the objectives, or the  
26 furtherance of any of the powers hereinbefore set  
27 forth, either alone or in association with other  
28 corporations, firms, or individuals, and to do  
29 every other act, or acts, thing, or things,  
30 incidental or appurtenant to or growing out of,  
31 connected with the aforesaid objects or purposes,  
32 or any part or parts thereof, provided the same  
be not inconsistent with the laws under which  
this corporation is organized.
6. The provisions of these Articles shall be construed  
both as to purposes and powers and each as an  
independent purpose and power, in furtherance of,  
and not in limitation of, the powers which the  
corporation may have under the present or future  
laws of the State of Idaho, and in such states  
as the corporation may from time to time do  
business.
7. To have and to exercise all rights and powers  
from time to time granted to a corporation by law.

### ARTICLE III

#### DURATION

The term and existence of this corporation shall be  
perpetual.

### ARTICLE IV

#### LOCATION

The location and principal office of this corporation

1 is Declo, County of Cassia, State of Idaho, and the post office  
2 address of the corporation is P. O. Box 26, Albion, Idaho 83311.

3 ARTICLE V

4 AUTHORIZED SHARES

5 The total number of shares which this corporation is  
6 authorized to issue is 2,500 shares of stock, which shall have no  
7 par value.

8 <u>TYPE</u>	9 <u>SHARES</u>	10 <u>PAR</u>
Common	2,500	No par value

11 ARTICLE VI

12 CHARACTERISTICS OF STOCK

13 The holders of common stock are entitled to all divi-  
14 dends declared by the Board of Directors; each stockholder of  
15 common stock of record shall be entitled at all meetings of the  
16 corporation or in matters requiring a vote, to one (1) vote for  
17 each share of stock standing in his name upon the books of the  
18 corporation.

19 The holder of shares of any class of this corporation  
20 shall, upon the sale by authorization of the corporation for cash  
21 or shares of the same class, have the right, during a reasonable  
22 time to be fixed by the Board of Directors, to purchase shares in  
23 proportion to their respective holdings of shares of such class,  
24 at such price as may be fixed thereon by the Board of Directors  
25 but at not less than par for par value shares.

26 All stock when fully paid shall be non-assessable.

27 The corporation may purchase its own stock.

28 ARTICLE VII

29 INCORPORATORS

30 The names and post office addresses of each of the  
31 incorporators and the number of shares subscribed by each are  
32 as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Eddie J. Bailey	Box 26, Albion, Idaho 83311	1 Share
Elizabeth Ann Bailey	Box 26, Albion, Idaho 83311	1 Share
Steven E. Bailey	Box 26, Albion, Idaho 83311	1 Share

#### ARTICLE VIII

##### BOARD OF DIRECTORS

All members of the Board of Directors must be stock holders of common stock, and the Board of Directors must consist of not less than three (3) nor more than five (5), and the majority of the members of the Board of Directors will constitute a quorum for transacting business, and the act of the majority of said quorum of the Board of Directors, shall be the act of the Board. During the term of 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 the Board shall never be less than three (3) nor more than five (5).

#### ARTICLE IX

##### AMENDMENT

These Articles of Incorporation may be amended in accordance with the provisions of the statutes of the State of Idaho then in full force and effect; the power to make, repeal, and amend the By-Laws and adopt new By-Laws is hereby conferred upon the Directors, as well as the shareholders.

#### ARTICLE X

No contract or other transaction between this corporation or any other corporation, whether a majority of the shares of the capital stock of such corporation is owned by this corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in or are Directors

1 or officers of such other corporation; any Director, individually,  
2 may be a party to or may be pecuniarily or otherwise interested  
3 in any contract or transaction of the corporation, and any other  
4 director of the corporation who is so interested may be counted in  
5 determining the existence of a quorum at any meeting of the  
6 Board of Directors of this corporation, which shall consider such  
7 contract or transaction and may vote thereon, with like force and  
8 effect as if he were not so interested.

9 IN WITNESS WHEREOF, we have hereunto set our hands  
10 this 1 day of June, 1973.

11 Eddie J. Bailey  
Eddie J. Bailey

12 Elizabeth Ann Bailey  
Elizabeth Ann Bailey

13 Steven E. Bailey  
Steven E. Bailey

14  
15 STATE OF IDAHO )  
16 County of Cassia ) ss.

17 On this 1<sup>st</sup> day of June, 1973, before me, the under-  
18 signed, a Notary Public in and for said State, personally appeared  
19 EDDIE J. BAILEY and ELIZABETH ANN BAILEY, husband and wife, known  
20 to me to be the persons whose names are subscribed to the within  
21 instrument, and acknowledged to me that they executed the same.

22 IN WITNESS WHEREOF, I have hereunto set my hand and  
23 affixed my official seal, the day and year in this certificate  
24 first above written.

25 Richard J. [Signature]  
Notary Public for Idaho  
26 Residing at Burley Idaho  
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1 STATE OF IDAHO )  
2 County of Cassia ) ss.

3 On this 4<sup>th</sup> day of June, 1973, before me, the under-  
4 signed, a Notary Public in and for said State, personally appeared  
5 STEVEN E. BAILEY, known to me to be the person whose name is sub-  
6 scribed to the within instrument, and acknowledged to me that he  
7 executed the same.

8 IN WITNESS WHEREOF, I have hereunto set my hand and  
9 affixed my official seal, the day and year in this certificate  
10 first above written.

11 *Della Mae Johnson*  
12 Notary Public for Idaho  
13 Residing at *Burley*, Idaho  
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PARSONS & SMITH  
LAWYERS  
BURLEY, IDAHO