

# 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

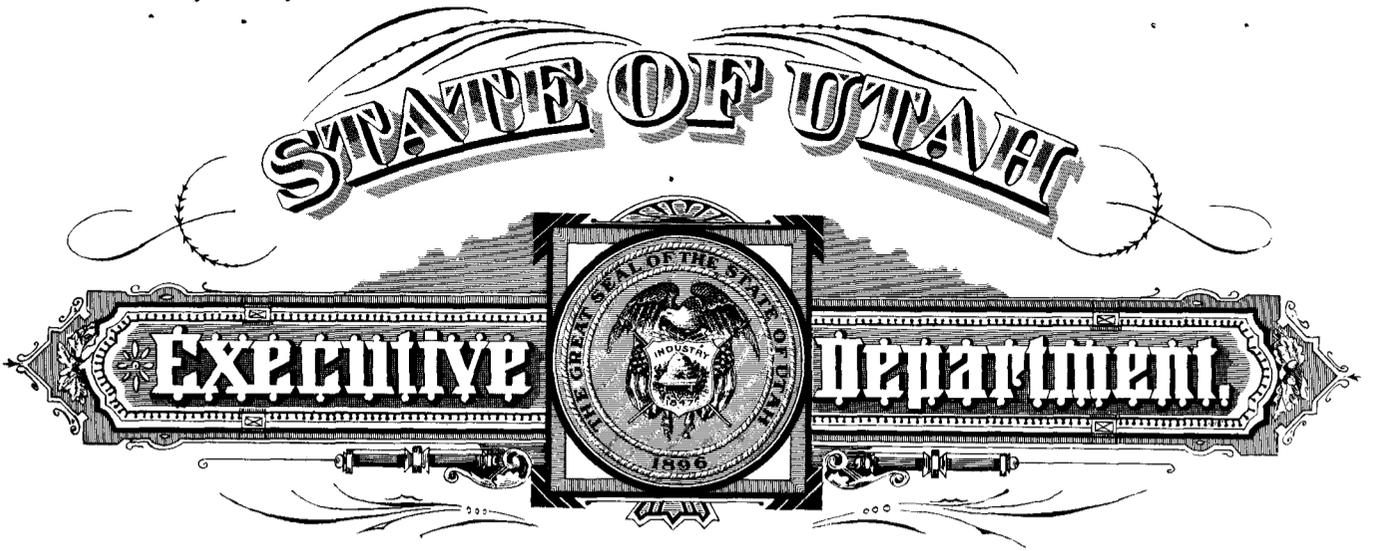
#### **GEOLI INVESTMENT COMPANY**

a corporation duly organized and existing under the laws of **Utah** 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 **16th** day of **November** 19 **65**, a properly authenticated copy of its articles of incorporation, and on the **16th** day of **November** 19 **65**, a designation of **Edward L. Benoit** in the County of **Twin Falls** 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 **16th** day of **November**, A.D. 19 **65**.

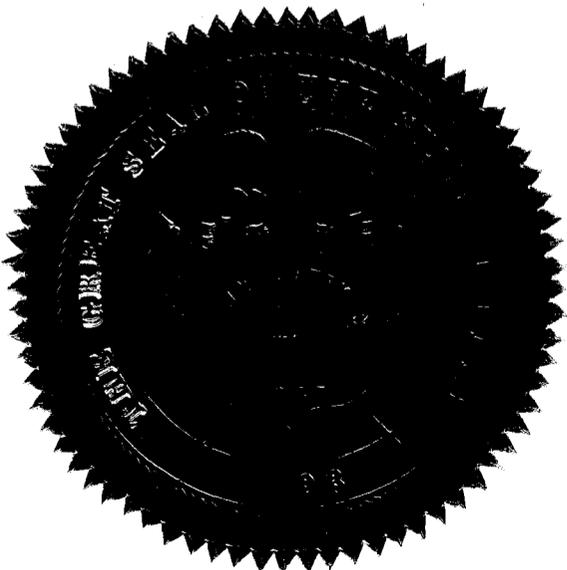
Secretary of State.



**Secretary of State's Office**

I, **CLYDE L. MILLER, SECRETARY OF STATE OF THE STATE OF UTAH,**  
**DO HEREBY CERTIFY THAT** the attached is a full, true and correct copy  
of the Articles of Incorporation thereto of **GEOLI INVESTMENT COMPANY.**

AS APPEARS            of record            IN MY OFFICE.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND

AND AFFIXED THE GREAT SEAL OF THE STATE OF UTAH

AT SALT LAKE CITY, THIS           Eighth           DAY OF

          November           19          65          

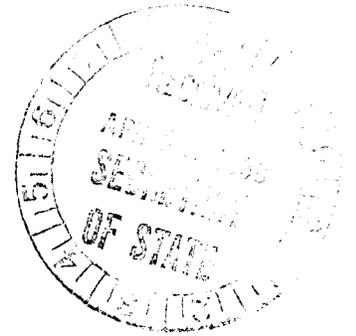
          Clyde L. Miller            
SECRETARY OF STATE

BY           C. L. Miller            
DEPUTY

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ARTICLES OF INCORPORATION  
OF  
GEOLI INVESTMENT COMPANY



The undersigned incorporators agree to organize a corporation under and pursuant to the laws of Utah, and in such connection certify as follows:

ARTICLE I.

NAME. This corporation shall be called and known by the name of GEOLI INVESTMENT COMPANY and it is organized at Salt Lake City, Salt Lake County, State of Utah.

ARTICLE II.

INCORPORATORS. The names and addresses of the original incorporators are:

George S. Eccles	Salt Lake City, Utah
Dolores D. Eccles	Salt Lake City, Utah
S. J. Quinney	Salt Lake City, Utah
C. Verl Benzley	Salt Lake City, Utah
Grace F. Madson	Salt Lake City, Utah

ARTICLE III.

DURATION. This corporation shall have perpetual existence.

ARTICLE IV.

PURSUIT AND BUSINESS AND POWERS. The pursuit or business and objects and purposes to be transacted, promoted and carried on by the corporation are:

(1) To engage in a general investment business in all its branches and phases;

(2) To acquire by purchase, exchange, gift, legal process, contribution or by any other means, and to own, hold, sell, exchange, give, pledge, mortgage, hypothecate, lease or otherwise dispose of, deal in and with any and all property, real, personal or mixed;

(3) To invest and reinvest income and other property;

(4) To borrow from any person, including the corporation's shareholders, firm or corporation, and in this connection to make, execute and deliver its notes, bonds, debentures and other evidences of indebtedness;

(5) To mortgage, pledge, transfer in trust, hypothecate or otherwise encumber or impose charges or liens upon all or any of its property, real, personal or mixed, wheresoever situate, to secure any of its evidences of indebtedness or obligations to whomsoever issued, incurred or to be incurred by it, whether as principal or as surety or as guarantor;

(6) To issue its shares of stock or other securities in payment or in exchange for property, real, personal or mixed, acquired or to be acquired by it for services or labor or other things of value, rendered or to be rendered to or received or to be received by it;

(7) To exercise all the rights and privileges of ownership of any of its property, including but not limited to the right to vote shares of stock and to enter into pooling agreements,

guaranties, undertakings, contracts or other arrangements;

(8) To guarantee dividends on any shares of the capital stock of any corporation in which this corporation at the time may have an interest as shareholder or otherwise, and to endorse or otherwise guarantee the principal and interest of notes, bonds or other evidences of indebtedness created or to be created by such corporation;

(9) To contract with any or all of its shareholders and to make advances of property, funds or credit to them or for their account, and to guarantee their obligations and pledge, mortgage or otherwise encumber its property, real or personal, in whole or in part and wherever situate, to secure their obligations;

(10) To purchase or otherwise acquire, hold, sell, transfer or otherwise dispose of its own shares and other securities issued by it;

(11) To sell or otherwise dispose of all or any part of its property, real, personal or mixed, in one lot or parcel or in several lots or parcels, at one time or from time to time, and in this connection and in so doing the action of the board of directors of this corporation shall be controlling, and such sale or other disposition shall not require the ratification or other approval or the authorization of the shareholders of the corporation;

(12) This corporation generally shall have the power to do, or refrain from doing, any and all things and acts necessary, convenient or appropriate in the operation of an investment

business, together with such other rights and powers conferred upon it by law, and to do all things to the same extent and as fully as a natural person might or could do.

(13) The foregoing enumeration of powers is not by way of limitation of powers but is in furtherance of and in addition to any and all powers this corporation has and may legally exercise under and pursuant to law.

ARTICLE V.

PRINCIPAL PLACE OF BUSINESS. The principal place of business and general offices of the corporation shall be in Salt Lake City, Salt Lake County, Utah.

ARTICLE VI.

STOCK SUBSCRIPTIONS. The original subscriptions for the capital stock of this corporation were received and accepted by the corporation and fully paid by the persons and in the manner hereinafter set out, as follows:

George S. Eccles	96 shares
Dolores D. Eccles	1 share
S. J. Quinney	1 share
C. Verl Benzley	1 share
Grace F. Madson	1 share

The authorized capital stock not subscribed for herein may be sold or exchanged either for cash, services or property at such times and for such price and upon such terms as may be determined from time to time by the board of directors.

ARTICLE VII.

CAPITAL. The amount of capital of this corporation is Ten Thousand Dollars (\$10,000.00), divided into one thousand

(1,000) shares of common stock of the par value of Ten Dollars (\$10.00) per share.

ARTICLE VIII.

OFFICERS. The number and kind of officers of this corporation shall be as follows: There shall be a board of directors consisting of not less than three nor more than five directors. The number thereof shall be fixed from time to time, and shall be subject to change by the stockholders at any stockholders' meeting held at which directors may be elected, and until further notice it shall be three directors. There shall be a president, who shall be a stockholder and member of the board of directors of the corporation, one or more vice presidents, a secretary and a treasurer and such assistant secretaries and assistant treasurers as the board of directors shall from time to time determine. Each of such officers other than the president may, but need not be a stockholder or a director of the corporation. When and if vacancies occur in the board of directors, the vacancy may be filled by the remaining directors. A majority of the board of directors as from time to time constituted shall be a quorum; provided, however, that after the election of directors at any annual meeting of the stockholders or special meeting of the stockholders called for the election of directors, the directors elected at such stockholders' meeting, and who are present at such stockholders' meeting, may convene for the purpose of organizing, even though notice of the meeting shall not have

been given, waivers of notice shall not have been obtained and a quorum shall not be present.

ARTICLE IX.

DESIGNATION OF OFFICERS. The directors and officers of the corporation as of the date of this document and who shall serve until the election and qualification of their respective successors are:

George S. Eccles	President and Director
Dolores D. Eccles	Vice President, Secretary and Treasurer and Director
S. J. Quinney	Assistant Secretary, Assistant Treasurer and Director

ARTICLE X.

MEETINGS. The annual meeting of the stockholders of the corporation for the election of directors and for the transaction of any other business shall be held each year at the office of the corporation in Salt Lake City, Salt Lake County, Utah, or at such other place as all of the stockholders may in writing agree, on the first Monday in the month of February each year, at 3:00 o'clock P.M. No notice of the time, place and purpose of holding said meeting need be given.

Special meetings of the stockholders may be called by the president of the corporation, by the board of directors, or by any person or persons holding a majority of the stock of said corporation. Such meeting may be held upon notice by mail to each stockholder of the corporation, directed to the address of such stockholder as shown by the stock register of the corpora-

tion, at least five days before the time of holding such meeting, which notice shall state the time and place of holding the same and the business to be considered.

ARTICLE XI.

BY-LAWS. The board of directors may make, amend or repeal at pleasure, by-laws of this corporation not inconsistent with provisions of these Articles of Incorporation.

ARTICLE XII.

PRIVATE PROPERTY EXEMPT. Private property of the stockholders shall not be liable for the debts of the corporation.

ARTICLE XIII.

AMENDMENTS. These Articles of Incorporation may be amended in any respect conformable to the laws of Utah.

ARTICLE XIV.

STOCK NON-ASSESSABLE. The stock of this corporation shall be non-assessable.

ARTICLE XV.

PREEMPTIVE RIGHTS. The shareholders shall not have preemptive rights with respect to the issuance by the corporation of new shares. The corporation's shares, other than the shares subscribed as shown by these Articles of Incorporation, may be sold, transferred, exchanged, assigned, or otherwise disposed of in whole or in part at one time or from time to time by the board of directors of the corporation to such persons, firms or

corporations, and for such price, and on such other terms and conditions as the board of directors of the corporation may determine and elect from time to time.

IN WITNESS WHEREOF, we have hereunto set our hands this 2<sup>nd</sup> day of April, 1958.

George Lincoln  
Goldman Sachs & Co.  
James  
W. Brown  
Tracy J. Madison

STATE OF UTAH            )  
                                  :    ss.  
COUNTY OF SALT LAKE    )

GEORGE S. ECCLES, DOLORES D. ECCLES and S. J. QUINNEY, each being first duly sworn, upon his oath and for himself deposes and says: That he is an incorporator and subscriber to the stock of GEOLI INVESTMENT COMPANY; that it is bona fide the intention of said company, a corporation, to commence and carry on the business mentioned in the foregoing Articles of Incorporation; that he verily believes each party to the Articles of Incorporation has paid, or is able and will pay, the amount of the capital stock subscribed for by him, and that at least ten per cent of the capital stock subscribed by each stockholder and not less than ten per cent of the capital stock of the corporation has been paid in.

George S. Eccles  
Dolores Dore Eccles  
S. J. Quinney

Subscribed and sworn to before me this 28 day of April, 1958.

Vida B. Allen  
NOTARY PUBLIC  
Residing at Salt Lake City, Utah