

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

THE SOUTHWEST HIDE COMPANY

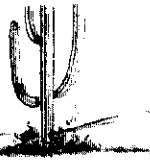
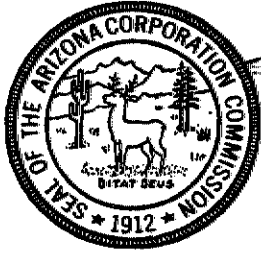
a corporation duly organized and existing under the laws of **Arizona** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Second** day of **October** 19 **62**, a properly authenticated copy of its articles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

Secretary of State.

STATE OF ARIZONA



Corporation Commission

To all to Whom these Presents shall Come, Greeting:

I, Francis J. Byrnes, SECRETARY OF THE ARIZONA CORPORATION COMMISSION, DO HEREBY CERTIFY THAT the annexed is a true and complete copy of the ARTICLES OF INCORPORATION of THE SOUTHWEST HIDE COMPANY, which were filed in the office of the Arizona Corporation Commission on the 1st day of September, 1961, at 2:10 P. M., as provided by law.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE OFFICIAL SEAL OF THE ARIZONA CORPORATION COMMISSION, AT THE CAPITOL, IN THE CITY OF PHOENIX, THIS 11th DAY OF September A. D. - 1962

Francis J. Byrnes
BY SECRETARY,

ASSISTANT SECRETARY



ARTICLES OF INCORPORATION

of

THE SOUTHWEST HIDE COMPANY

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, having associated ourselves together for the purpose of forming a corporation under and by virtue of the laws of the State of Arizona, do hereby adopt the following Articles of Incorporation.

ARTICLE I

The names, residences and post office addresses of the incorporators are as follows:

Varney Valentine Jerome	8036 North 10th Avenue Phoenix, Arizona
James Edwin Rickert	19201 Stanton Avenue Castro Valley, California
Jack Gordon Keith	6618 Bequette Avenue Pico Rivera, California
Walter Arthur Sanderson	308 South Fowler Drive Monrovia, California
James Morgan Andreoli	9317 Badminton Avenue Whittier, California
Stephen Frank Shultz	11016 Lindesmith Avenue Whittier, California
Louis John Frederick	10360 South Brookshire Downey, California
Laverne A. Nelson	1039 Herring Avenue West Covina, California
Paul Girdner	3719 West Hazelwood Phoenix, Arizona
Norman Mountz	2320 West Whitton Phoenix, Arizona

ARTICLE II

The name of this corporation shall be THE SOUTHWEST HIDE COMPANY and the principal place of business within Arizona shall be the City of Phoenix, Maricopa County, but other places of business may be established within or without the State of Arizona, as the Board of Directors may designate,

where any business of the corporation, including meetings of the stockholders and directors, may be conducted and held.

ARTICLE III

The general nature of the business proposed to be transacted by the corporation is as follows:

1. To engage in the curing, tanning, processing, purchasing, selling, drying, bleaching and finishing of animal hides and skins, and to carry on activity directly or indirectly related thereto.

2. To contract for the purchase or sale of and to acquire in any manner whatsoever and to hold, operate, rent, lease, hire, sell, mortgage, pledge, hypothecate and generally deal in any and all classes and kinds of property, real, personal or mixed, upon any terms or conditions whatsoever.

3. To organize, incorporate, reorganize and dissolve subsidiary corporations for any purpose permitted by law; to acquire the good will, rights and property and the whole or any part of the assets, and to undertake the whole or any part of the liabilities of any person, firm, association or corporation and to pay for the same in cash, stock or obligations of this corporation or otherwise, and to sell or otherwise dispose of the same.

4. To apply for, acquire, hold, use, sell, assign, mortgage, license or otherwise dispose of letters patent of the United States or any foreign country, patents, patent rights, licenses and privileges, improvements, inventions, processes, trademarks and tradenames and permits, licenses, or certificates of public convenience and necessity relating

to or useful in connection with any business of this corporation.

5. To enter into, make and perform contracts of every kind and description made for any lawful purpose with any person, firm, association or corporation, either public or private, or with any governmental unit or agency.

6. To acquire by purchase or otherwise and to hold, dispose of, pledge or vote the capital stock of this or any other corporation for investment or for any other purpose and to exercise all the rights, powers and privileges of ownership thereof and to issue, reissue, retire and cancel shares of its own capital stock upon any terms whatsoever.

7. To borrow money, to draw, make, execute or issue bonds, debentures, promissory notes, bills of exchange or other negotiable instruments; and for the purpose of securing any of its obligations or contracts, to convey, transfer, assign, deliver, mortgage or pledge all or any part of the assets at any time owned or held by the corporation; to loan or advance money in the discretion of the Board of Directors with or without security therefor; to accept, endorse, discount and guarantee the notes, bonds or other negotiable bills or transferable instruments of any other person, firm or corporation.

8. To exchange or dispose of in any manner the whole or any part of the business or property of the corporation upon any terms or conditions whatsoever.

9. To do all things necessary or incident to the various lines of business herein specified at such place or places within or without the State of Arizona as may suit the

convenience of the corporation, and to do any and all things herein set forth to the same extent as natural persons might or could do as principal, factor, agent, broker, contractor, trustee or otherwise.

10. To engage in any one or more other businesses, transactions or enterprises which the Board of Directors may from time to time authorize or approve, whether related or unrelated to the business described in any of the preceding subdivisions hereof, or to any other business then or theretofore done by this corporation.

11. The foregoing clauses shall be construed both as objects and powers, and it is hereby especially provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers of the corporation and the enjoyment thereof as conferred by the laws of the State of Arizona, and upon corporations organized under the provisions of its statutes; and it is intended that the objects, purposes and powers specified and clauses contained herein be in no wise limited to or restricted by the terms or the clauses of this or any paragraph of these Articles of Incorporation.

ARTICLE IV

The total amount of the authorized capital stock of the corporation shall be ONE MILLION DOLLARS (\$1,000,000.00), divided into Ten Thousand (10,000) shares of common stock of the par value of ONE HUNDRED DOLLARS (\$100.00) per share or of such par value as may from time to time be determined by the Board of Directors, all of which shall be paid in from time to

time upon such terms and conditions as may be determined by the Board of Directors. Stock may be issued in payment for real or personal property, services, or any other right and thing of value for the use and purpose of the corporation, and all such stock when so issued shall be and shall become fully paid as if paid for in cash, and the Board of Directors shall be the sole judge of the value of any property, services or rights acquired in exchange for capital stock, which judgment shall, in the absence of actual fraud, be conclusive, and of the terms and conditions under which any stock may be issued, and all such stock when issued shall be deemed fully paid and non-assessable.

ARTICLE V

The business and affairs of this corporation shall be conducted by a Board of Directors consisting of not less than three (3) members and not more than fifteen (15) members, as may be fixed from time to time by the stockholders, and such officers as the Board of Directors may elect or appoint. Directors and officers need not be stockholders.

The following named persons shall constitute the first Board of Directors of the corporation and shall hold office until their successors have been elected and qualified:

Varney V. Jerome
Paul P. Jerome
Paul Girdner
Norman Mounts
Stephen F. Shultz
James M. Andreoli
Laverne A. Nelson

Thereafter, the Board of Directors shall be elected by the stockholders of the corporation at the annual meeting of the stockholders to be held on the first day of October of

each year at such time of day and at such places the Board of Directors may direct. In the event said first day of October shall be a legal holiday, said annual meeting of the stockholders shall be held on the next succeeding business day.

The officers of the corporation shall consist of a president, one or more vice-presidents (one of whom may be designated as executive vice-president), a secretary, a treasurer, and one or more assistant secretaries and assistant treasurers, and such additional officers as the Board of Directors may from time to time elect or appoint. Any offices except the office of president and secretary or president and assistant secretary may be held by and the duties thereof performed by the same person. The officers shall be elected annually by the Board of Directors at the first meeting of such Board following the annual meeting of the stockholders. The officers elected or appointed by the Board of Directors shall hold office until their successors are elected and qualified, unless removed from office by a majority vote of the Board of Directors. The following named persons shall serve as officers of the corporation until their successors are elected and qualified:

President:	Varney V. Jerome
Executive Vice-President:	Paul Girdner
Vice-President:	Paul F. Jerome
Secretary:	Laverne A. Nelson
Treasurer:	Norman Mountz
Asst. Secretary and Asst. Treasurer:	James M. Andreoli

The directors shall have the power to adopt, amend, rescind and repeal By-Laws; to fill vacancies from whatever cause occurring on the Board of Directors; and to elect or appoint such officers, agents and committees as they may deem necessary

with such powers as they may confer. The directors may appoint from their own number an executive committee and vest in or delegate to such committee any or all of the powers granted the directors by these Articles.

ARTICLE VI

The highest amount of indebtedness or liability, direct or contingent, to which the corporation shall at any time subject itself is Six Hundred and Sixty Six Thousand, Six Hundred and Sixty-six Dollars (\$666,666.00), provided, however, such limitation shall not apply to any indebtedness hereafter authorized in the manner and under the conditions provided by the laws of Arizona then in effect.

ARTICLE VII

The time of the commencement of the corporation shall be the date of the issuance to it of a Certificate of Incorporation by the Corporation Commission of the State of Arizona and the termination thereof shall be twenty-five (25) years thereafter with the power and privilege of renewal as provided by law.

ARTICLE VIII

The private property of the incorporators, stockholders, directors and officers of the corporation shall be forever exempt from all debts, liabilities or obligations of the corporation whatsoever.

ARTICLE IX

Robert H. Allen, 755 First National Bank Building, Phoenix, Arizona, who has been a bona fide resident of the State of Arizona for more than three (3) years last past, is hereby appointed the lawful agent in and for the State of

Arizona for and on behalf of the corporation to accept and acknowledge service of and upon whom may be served all necessary process or processes in any action, suit or proceeding that may be had or brought against the corporation in any of the courts of Arizona, such service, process, or notice, or the acceptance thereof by said agent endorsed thereon to have the same force and effect as if served upon the President or Secretary of the corporation. This appointment may be revoked at any time by the filing of the appointment of another agent.

IN WITNESS WHEREOF, we have hereunto set our hands
this 31st day of August, 1961.

VARNEY VALENTINE JEROME

WALTER ARTHUR SANDERSON

PAUL GIRDNER

JAMES M. ANDREOLI

NORMAN MOUNTZ

STEPHEN F. SHULTZ

JAMES EDWIN RICKERT

By James M. Andreoli, his At-
torney in fact

LOUIS JOHN FREDERICK

JACK GORDON KEITH

By James M. Andreoli, his At-
torney in fact

LAVERNE A. NELSON

STATE OF ARIZONA)

ss

COUNTY OF MARICOPA)

On this 31st day of August, 1961, before me, the undersigned Notary Public, personally appeared VARNEY VALENTINE JEROME, PAUL GIRDNER and NORMAN MOUNTZ, known to me to be the persons whose names are subscribed to the within instrument and acknowledge they executed the same for the purposes therein

contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

MARGIE McCONNELL
Notary Public

My Commission Expires:

January 23, 1962. (Seal)

STATE OF CALIFORNIA)
 : ss
COUNTY OF LOS ANGELES)

On this 29th day of August, 1961, before me, the undersigned Notary Public, personally appeared WALTER ARTHUR SANDERSON, JAMES MORGAN ANDREOLI, STEPHEN FRANK SHULTZ, LOUIS JOHN FREDERICK and LAVERNE A. NELSON, known to me to be the persons whose names are subscribed to the within instrument and acknowledge that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

M. R. RYAN
Notary Public

My Commission Expires:

April 17, 1962. (Seal)

STATE OF CALIFORNIA)
 : ss
COUNTY OF LOS ANGELES)

On this 29th day of August, 1961, before me, the undersigned Notary Public, personally appeared JAMES MORGAN ANDREOLI, known to me to be the person whose name is subscribed as attorney in fact for JAMES EDWIN RICKERT and JACK GORDON KEITH, and acknowledged that he executed the same as the act of his principals for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

M. R. RYAN
Notary Public

My Commission Expires:

April 17, 1962. (Seal)