

# State of Idaho



## Department of State

### CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, LOUIS E. CLAPP  
~~ANDREW 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

WESTERN PACIFIC RAILROAD CO., INC.

a corporation duly organized and existing under the laws of Kansas 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 Twenty-first day of October 1966, a properly authenticated copy of its articles of incorporation, and on the Twenty-first day of October 1966, a designation of T.H. Eburle or  
H.C. Eburle 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 20th day of October, A.D. 1966.

Secretary of State.

THE STATE



OF KANSAS

OFFICE OF SECRETARY OF STATE  
ELWILL M. SHANAHAN • SECRETARY OF STATE

**To all to whom these presents shall come, Greeting:**

**I**, ELWILL M. SHANAHAN, Secretary of State of the State of Kansas, do hereby certify that the following and hereto attached is a true copy of

ARTICLES OF INCORPORATION

OF

FRANK N. WARREN & CO., INC.

FILED: DECEMBER 15, 1955

AMENDMENT FILED: FEBRUARY 10, 1959

AMENDMENT FILED: FEBRUARY 23, 1959

CHANGING NAME TO

WESTERN SECURITIES, INCORPORATED

AMENDMENT FILED: FEBRUARY 29, 1960

CHANGING NAME TO

WESTAMERICA SECURITIES, INC.

the original of which is now on file and a matter of record in this office.

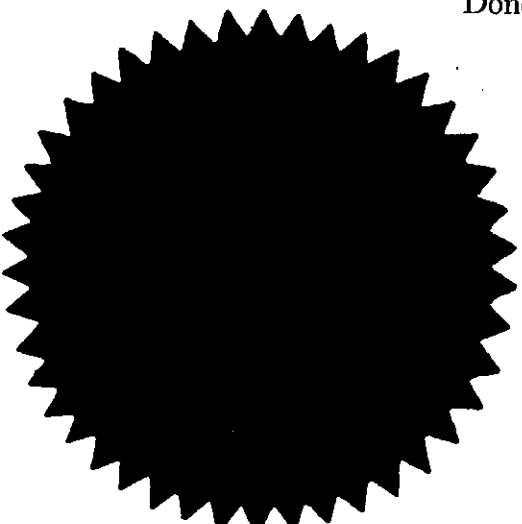
IN TESTIMONY WHEREOF:

I hereto set my hand and cause to be affixed my official seal.

Done at the City of Topeka, this **Thirteenth** day of

**October** A. D. 19 **66.**

*Elwill M. Shanahan*  
SECRETARY OF STATE



NOTE: Articles may be prepared independently of this form. This form to be used if space is adequate.

# Articles of Incorporation

We, the undersigned, incorporators, hereby associate ourselves together to form and establish a corporation FOR profit under the laws of the State of Kansas.

FIRST: The Name of the Corporation is Frank N. Warren & Co., Inc.

SECOND: The Location of its Principal Place of Business in this state is Citizens National Bank Building, Emporia, Kansas.

THIRD: The Location of its Registered Office in this State is Citizens National Bank Building Emporia, Kansas Lyon  
(Number) (Street) (Town or City) (County)

FOURTH: The Name and Address of its Resident Agent in this State is

Frank N. Warren

(Individual or Corporation)

Citizens National Bank Building, Emporia, Kansas Lyon  
(Number) (Street) (Town or City) (County)

FIFTH: This Corporation is organized FOR profit and the nature of its business is: to purchase or otherwise acquire, become interested in, deal in and with, invest in, hold, sell, mortgage, pledge or otherwise dispose of, or turn to account or realize upon, all forms of securities, including stocks, bonds, debentures, notes, evidences of indebtedness, certificates of indebtedness, certificates of interest, participation certificates, voting trust certificates and certificates evidencing shares of or interest in common law trusts, trusts and trust estates or associations, certificates of trust of beneficial interests in trusts, mortgages and other instruments, securities and rights; to investigate and report with respect to, and to undertake, carry on, aid, assist or participate in the organization, liquidation or reorganization of, financial, commercial, mercantile, manufacturing, industrial or other business concerns, firms, associations and corporations; to institute, participate in or promote commercial, mercantile, financial and industrial enterprises and operations; to acquire, buy, own, lease, mortgage, sell, convey and manage real estate, for itself and others; to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interests of the corporation or to enhance the value of its properties.

SIXTH: The total amount of capital of this corporation is fifty thousand dollars and the total number of shares into which it is divided is as follows: (Describe fully the class or classes of stock and the value of each.)

5000 shares of common stock, class none par value of 10 dollars each  
shares of stock, class par value of dollars each  
shares of stock, class without nominal or par value and consideration therefor \$  
shares of stock, class without nominal or par value and consideration therefor \$

Statement of all or any of the designations and the powers, preferences and rights and the qualifications, limitations or restrictions thereof, in respect to any class the corporation shall have the right to purchase from its shareholders shares of stock issued by this corporation, with the right to sell and reissue such shares of stock. All shares of stock so purchased shall be paid for from its surplus fund, and at such prices as shall be agreed upon by its board of directors.

Statement of Grant of Authority, as may be desired to be given to the Board of Directors, if given.  
The corporation shall indemnify and save harmless, each director, his heirs, administrators and assigns, whether such directors be then serving or not, from any and all claims, demands, suits and actions arising from any act, or failure to act, on the part of such director, except acts in violation of any law regulating or controlling the issuance and sale of securities; and the corporation shall defend any claim, demand, suit or action so made or filed.

SEVENTH: The Amount of Capital with which this Corporation will commence business is  
One thousand Dollars  
(Not Less Than One Thousand Dollars (\$1,000))

EIGHTH: The Names and Places of Residence (P. O. Address) of each of the INCORPORATORS:

Frank N. Warren	1801 Morningside Drive	Emporia, Kansas
Mary Louise Warren	1801 Morningside Drive	Emporia, Kansas
Samuel Mellinger	1549 Berkeley	Emporia, Kansas

NINTH: The Term for which this Corporation is to exist is ONE HUNDRED YEARS.

TENTH: The Number of Directors shall be not less than three nor more than seven  
as fixed by the By-Laws.

*In Testimony Whereof*, We have hereunto subscribed our names this 14th day of  
December, A. D. 1955.

x Frank N. Warren  
x Mary Louise Warren  
x Samuel Mellinger

STATE OF KANSAS,

COUNTY OF LYON,

} ss.

Personally appeared before me, a Notary Public in and for Lyon County, Kansas,  
the above-named Frank N. Warren

Mary Louise Warren

Samuel Mellinger

who are personally known to me to be the same persons who executed the foregoing instrument of writing, and  
duly acknowledged the execution of the same.

*In Testimony Whereof*, I have hereunto subscribed my  
name and affixed my official seal, this 14th day of  
December, A. D. 19 55.

[SEAL]

Margaret E. Russell

Notary Public.

My commission expires November 14 1959.

C-38-901

OFFICE OF SECRETARY OF STATE

RECEIVED OF FRANK N. WARREN & CO., INC.

and deposited in the State Treasury, fees on these Articles of Incorporation as follows:

December 15 55

19..... Application fee ..... \$25.00

Filing and Recording Fee..... \$ 2.50

Capitalization Fee ..... \$ 50.00

*Paul R. Shanahan*

Secretary of State.

By *William R. Gendall*  
Assistant Secretary of State ~~William R. Gendall~~



FILED

PAUL R. SHANAHAN

DEC 15 11 33 AM 1955

SECRETARY OF  
STATE

CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION  
OF

Frank N. Warren and Co., Inc.

STATE OF KANSAS, }  
COUNTY OF Lyon } ss.

We, Frank N. Warren, President, and Mary Louise Warren,  
Secretary of Frank N. Warren & Co., Inc.

a corporation organized and existing under the laws of the State of Kansas, and whose registered office is  
Citizens National Bank Building, Emporia, Lyon County, Kansas  
(Street and Number) (Town or City) (County)

Kansas, do hereby certify that at the Special meeting of the Board of Directors of said corpora-  
(Regular or Special)  
tion held on the 4th day of February, 1959, said board adopted a reso-  
lution setting forth the following amendment to the Articles of Incorporation and declared its advisability, to wit:

RESOLVED, that the Board of Directors of Frank N. Warren &  
Co., Inc. deems it advisable, and hereby declares it to be advisable  
that the first four lines of "ARTICLE SIXTH" of the Articles of  
Incorporation be amended, changed, and altered to read as follows:

SIXTH: The total amount of capital of this corporation is  
one hundred thousand dollars and the total number of shares into  
which it is divided is as follows: (Describe fully the class or  
classes of stock and the value of each.)  
10,000 shares of common stock, class none par value of 10 dollars  
each.

BE IT FURTHER RESOLVED, that the foregoing matter shall be  
submitted for action thereon by the stockholders of the Company  
at a special meeting thereof to be called as provided by the By-Laws  
of the Corporation.

Frank N. Warren, President

Mary Louise Warren, Secretary

That thereafter, pursuant to said resolution and in accordance with the by-laws and the laws of the State of  
Kansas, said directors called a meeting of stockholders for the consideration of said amendment, and thereafter,  
pursuant to said notice and in accordance with the statutes of the State of Kansas, on the 4th day of  
February, 1959, said stockholders met and convened and considered said  
proposed amendment.

That at said meeting the stockholders entitled to vote did vote upon said amendment, and two judges duly  
appointed for the purpose conducted said vote deciding upon the qualification of voters and declared that the ma-  
jority of voting stockholders of the corporation had voted for the proposed amendment certifying that the votes  
were 4,201 shares in favor of the proposed amendment and  
(By class or classes)  
none shares against the amendment.  
(By class or classes)

That said amendment was duly adopted in accordance with the provisions of Chapter 17, Article 42, General  
Statutes of Kansas, 1949, and amendments thereto.

That the capital of said corporation will not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF we have hereunto set our hands and affixed the seal of

said corporation this 10th day of February, 1959

[SEAL]

Frank N. Warren  
President or Vice-President.  
Mary Louise Warren  
Secretary or Assistant Secretary.

OFFICE OF SECRETARY OF STATE

TOPEKA, KANSAS,

February 10,

19 59

RECEIVED OF

FRANK N. WARREN & CO., INC.

Fifty Two and fifty/100

Dollars,

fee for filing the within Certificate of Amendment.

By

Assistant Secretary of State.

Secretary of State.

FILED

PAUL R. SHANAHAN

FEB 10 3 39 PM 1959

SECRETARY OF STATE

26-9063-S-33-51-52

205 C

7-57-3M

RECEIVED

PAUL R. SHANAHAN

FEB 10 2 55 PM 1959

SECRETARY OF STATE

A-21-797

STATE OF KANSAS,

LYON

ss.

Be it remembered, that before me

Freda N. Hale

a Notary Public

Frank N. Warren

in and for the County and State aforesaid, came

Mary Louise Warren

Secretary, Assistant Secretary

of Frank N. Warren & Co., Inc.

a corporation, personally known to me

President

to be the persons who executed the foregoing instrument of writing as

and Secretary respectively, and duly acknowledged the execution of the

day of February

19 59

[Seal]

Sept. 14

1961

My commission expires

Notary Public.



CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION  
OF

Frank N. Warren and Co., Inc.

STATE OF KANSAS,  
COUNTY OF Lyon } ss.

We, Frank N. Warren, President, and Mary Louise Warren,  
Secretary of Frank N. Warren & Co., Inc.

a corporation organized and existing under the laws of the State of Kansas, and whose registered office is  
Citizens National Bank Building, Emporia, Lyon County, Kansas  
(Street and Number) (Town or City) (County)

Kansas, do hereby certify that at the Special meeting of the Board of Directors of said corpora-  
(Regular or Special)  
tion held on the 19th day of February, 19 59, said board adopted a reso-  
lution setting forth the following amendment to the Articles of Incorporation and declared its advisability, to wit:

RESOLVED, that the Board of Directors of Frank N. Warren  
& Co., Inc. deems it advisable, and hereby declares it to be  
advisable that the name of the corporation be changed and  
that "ARTICLE FIRST" of the Articles of Incorporation be  
amended, changed, and altered to read as follows:

FIRST: The name of the corporation is Western Securities,  
Incorporated.

BE IT FURTHER RESOLVED, that the foregoing matter shall  
be submitted for action thereon by the stockholders of the  
Company at a special meeting thereof to be called as provided  
by the By-Laws of the Corporation.

Frank N. Warren, President

Mary Louise Warren, Secretary

That thereafter, pursuant to said resolution and in accordance with the by-laws and the laws of the State of  
Kansas, said directors called a meeting of stockholders for the consideration of said amendment, and thereafter,  
pursuant to said notice and in accordance with the statutes of the State of Kansas, on the 19th day of  
February, 19 59, said stockholders met and convened and considered said  
proposed amendment.

That at said meeting the stockholders entitled to vote did vote upon said amendment, and two judges duly  
appointed for the purpose conducted said vote deciding upon the qualification of voters and declared that the ma-  
jority of voting stockholders of the corporation had voted for the proposed amendment certifying that the votes  
were 4201 shares in favor of the proposed amendment and

none shares against the amendment.  
(By class or classes) (By class or classes)

That said amendment was duly adopted in accordance with the provisions of Chapter 17, Article 42, General  
Statutes of Kansas, 1949, and amendments thereto.

That the capital of said corporation will not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF we have hereunto set our hands and affixed the seal of

said corporation this 19th day of February, 19 59

[SEAL]

Frank N. Warren  
President or Vice-President  
Mary Louise Warren  
Secretary or Assistant Secretary.

OFFICE OF SECRETARY OF STATE

TOPEKA, KANSAS, February 23 19 59

RECEIVED OF WESTERN SECURITIES, INCORPORATED

TWO AND 50/100 - - - - - Dollars,  
fee for filing Certificate of Amendment.

By Edward B. Converse  
Assistant Secretary of State.

Paul R. Shanahan  
Secretary of State.

FILED

PAUL R. SHANAHAN

FEB 23 1 35 PM 1959

SECRETARY OF  
STATE

26-8063-5-33-51-52

205 C 7-57-3M

STATE OF KANSAS,  
County of Lyon } ss.  
Be it remembered, that before me Freda N. Hale a Notary Public  
in and for the County and State aforesaid, came Frank N. Warren  
President, Vice-President and Mary Louise Warren Secretary, Assistant Secretary  
of Frank N. Warren & Co., Inc. a corporation, personally known to me  
to be the persons who executed the foregoing instrument of writing as President  
and Secretary respectively, and duly acknowledged the execution of the  
same this 20th day of February 1959.  
[Seal]  
Frank N. Warren  
My commission expires September 14, 1961  
Notary Public.

CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION  
OF

WESTERN SECURITIES, INCORPORATED

STATE OF KANSAS, }  
COUNTY OF Lyon } ss.

We, Frank N. Warren, President, and Mary Louise Warren,  
Secretary of Western Securities, Incorporated

a corporation organized and existing under the laws of the State of Kansas, and whose registered office is  
Citizens National Bank Building Emporia Lyon  
(Street and Number) (Town or City) (County)

Kansas, do hereby certify that at the Special meeting of the Board of Directors of said corpora-  
(Regular or Special)  
tion held on the 18th day of January, 1960, said board adopted a reso-  
lution setting forth the following amendment to the Articles of Incorporation and declared its advisability, to wit:

**RESOLVED**, that the Board of Directors of Western  
Securities, Inc. deems it advisable, and hereby declares  
it to be advisable that the name of the corporation  
be changed and that "ARTICLE FIRST" of the Articles  
of Incorporation be amended, changed, and altered to  
read as follows:

**FIRST:** The name of the Corporation is Westamerica  
Securities, Inc.

**BE IT FURTHER RESOLVED**, that the foregoing matter  
shall be submitted for action thereon by the stock-  
holders of the Company at the regular meeting of the  
stockholders as provided by the By-Laws of the  
Corporation.

That thereafter, pursuant to said resolution and in accordance with the by-laws and the laws of the State of  
Kansas, said directors called a meeting of stockholders for the consideration of said amendment, and thereafter,  
pursuant to said notice and in accordance with the statutes of the State of Kansas, on the 18th day of  
January, 1960, said stockholders met and convened and considered said  
proposed amendment.

That at said meeting the stockholders entitled to vote did vote upon said amendment, and two judges duly  
appointed for the purpose conducted said vote deciding upon the qualification of voters and declared that the ma-  
jority of voting stockholders of the corporation had voted for the proposed amendment certifying that the votes  
were 3701 shares in favor of the proposed amendment and  
(By class or classes)

no shares against the amendment.  
(By class or classes)

That said amendment was duly adopted in accordance with the provisions of Chapter 17, Article 42, General  
Statutes of Kansas; 1949, and amendments thereto.

That the capital of said corporation will not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF we have hereunto set our hands and affixed the seal of

said corporation this 25th day of February, 1960

[SEAL]

Frank N. Warren  
President  
Mary Louise Warren  
Secretary

(OVER)

OFFICE OF SECRETARY OF STATE

TOPEKA, KANSAS, February 29, 1960

RECEIVED OF WESTAMERICA SECURITIES, INC.

Two and Fifty/100 ----- Dollars,

fee for filing the within Certificate of Amendment.

By Edward B. Converse  
Assistant Secretary of State.

Paul R. Shanahan  
Secretary of State.

FILED  
PAUL R. SHANAHAN  
FEB 29 3 19 PM 1960  
SECRETARY OF STATE

RECEIVED  
PAUL R. SHANAHAN  
MAR 3 9 52 AM 1960  
SECRETARY OF STATE

A-24-41

STATE OF KANSAS,  
COUNTY OF Lyon } ss.  
Be it remembered, that before me  
John G. Atherton  
a Notary Public  
in and for the County and State aforesaid, came  
Frank N. Warren  
President, ~~XXXXXX~~ and Mary Louise Warren  
Secretary, ~~XXXXXX~~  
of Western Securities, Incorporated  
a corporation, personally known to me  
to be the persons who executed the foregoing instrument of writing as President  
and Secretary  
same this 25th day of February 1960  
[Seal]  
My commission expires June 25th 1960  
Notary Public.

26-9063-S-53,51-52  
205 C  
7-57-34