



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

GEM CLOCK, INC.,

was filed in the office of the Secretary of State on the 6th day of October A.D., One Thousand Nine Hundred Seventy Five and will be duly recorded on ~~film~~ microfilm 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, Idaho 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 6th day of October , A.D., 1975 .

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION
OF
GEM CLOCK, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, pursuant to the Business Corporation Act of Idaho, do hereby adopt articles of incorporation as follows:

ARTICLE I

The name of the corporation is Gem Clock, Inc.

ARTICLE II

The objects and purposes for which this corporation is formed and the powers of such corporation are as follows:

1. To buy, sell, and deal in clocks and antiques including furniture, glass, glassware, wearing apparel, jewelry, vases, books, coins, manuscripts, relics, statues, and any and every thing which because of its age coupled with its design, make, or rarity renders it of especial value apart from its usefulness. To repair and reconstruct clocks and antiques of every name and nature. To acquire such property, real and personal, as may be necessary to the conduct of such business and to conduct the business in the manner in which it is ordinarily conducted by others engaged in a similar business.

2. To apply for, obtain, register, purchase, lease, or otherwise to acquire, and to hold, own, use, develop, operate, and introduce, and to sell, assign, grant licenses or territorial rights in respect to, or otherwise to turn to account or dispose of, any copyrights, trademarks, brands, labels, patent rights,

or letters patent of the United States, or of any other country or government, or any inventions, improvements, and processes, whether used in connection with or secured under letters patent or otherwise.

3. To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways acquire import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto, including, but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or

subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

4. To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.

5. To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation, and to guarantee contracts and other obligations.

6. To let concessions to others to do any of the things that this corporation is empowered to do, and to enter into, make, perform and carry out contracts and arrangements of every kind and character with any person, firm, association or corporation, or any government or authority or subdivision or agency thereof.

7. To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this corporation, and to do all things specified in Chapter 1, title 30, I.C., and to have and to exercise all powers conferred by the laws of the State of Idaho on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations, and in any part of the world.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally

construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

ARTICLE III

This corporation shall have perpetual existence.

ARTICLE IV

The location and post office address of the registered office of the corporation in the State of Idaho is 1707 Grand Avenue, City of Boise, County of Ada.

ARTICLE V

The capital stock of this corporation shall be the sum of \$25,000.00 divided into 250 shares of common stock, each having a par value of \$100.00 per share. No distinction shall exist between the shares of this corporation and all such shares shall have the same rights in such corporation, and shall be nonassessable when paid in full.

ARTICLE VI

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

| <u>NAME</u> | <u>ADDRESS</u> | <u>NUMBER OF SHARES</u> |
|---------------|------------------------------------|-------------------------|
| Tom Towey | 1707 Grand Avenue Boise, Idaho | 34 |
| John W. Kraft | 1448 West Bannock Boise, Idaho | 2 |
| Julia Wood | 1629 Euclid Avenue Boise, Idaho | 50 |

ARTICLE VII

1. The private property of the stockholders of this corporation shall not be subject to the payment of the corporate debts in any amount or to any extent whatever.

2. This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

3. Any shares of stock herein authorized or hereinafter increased or created may be issued or purchased and sold from time to time by the corporation, under authority or with the approval of the Board of Directors, to any of the Employees, including officers and directors of the corporation or of any corporation or association in which, or in the welfare of which, the corporation shall have any interest, and those actively engaged in the conduct of the business of the corporation, or to a Trustee or Trustees on their behalf, on such basis of classification and eligibility, with payment at such price, at one time, or in such installments, compensation for services, or otherwise and on such other terms and conditions as may be determined from time to time by the Board of Directors.

4. The Board of Directors may designate from its members an Executive Committee and one or more other committees, each to consist of at least three directors which shall in the intervals between its meetings, and to the extent provided by the By-Laws exercise all the powers of the Board of Directors so far as it may lawfully do so in the management of the business and affairs of the corporation.

We, the undersigned, being all of the original subscribers to the capital stock hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Idaho, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and we respectively agree to take the number of shares of stock hereinbefore set opposite our names and, accordingly, have hereunto set our names, hands and seals this 25th day of September, 1975.

Thomas E. Towey
Tom Towey

John W. Kraft
John W. Kraft

Julia Wood
Julia Wood

STATE OF IDAHO)
) ss.
County of Ada)

On this 25th day of September, 1975, before me, the undersigned, a Notary Public in and for said State, personally appeared Tom Towey, John W. Kraft and Julia Wood, 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 the day and year in this certificate first hereinabove written.

[Signature]
Notary Public for Idaho
Residing at: Boise, Idaho