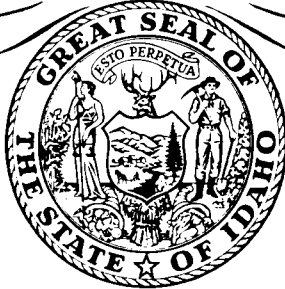


# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

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 original of the articles of incorporation of

**CORDALCO, INC.**

was filed in the office of the Secretary of State on the **Seventeenth** day of **May** A.D. One Thousand Nine Hundred **Sixty-five** and duly recorded on ~~Film No.~~ **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 **Coeur d'Alene** in the County of **Kootenai**

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 **17th** day of **May**, A.D., 19 **65**.

Secretary of State.

ARTICLES OF INCORPORATION

of

CORDALCO, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, each of us being of legal age and citizens of the United States of America, and desiring to incorporate and create a body corporate for the purpose of engaging in the enterprise, business, pursuit and occupation hereinafter set forth, do associate and incorporate ourselves together and form a corporation under the provisions of the laws of the State of Idaho and for that purpose do hereby make, subscribe, acknowledge and adopt in triplicate originals the following Articles of Incorporation:

Article I.

The name of this corporation shall be CORDALCO, INC.

Article II.

The purposes for which this corporation is formed are to do any and all of the things hereinafter set forth as fully and to the same extent as natural persons might or could do in any part of the world, either as principal or agent, either alone or associated with other corporations, firms or individuals, or by organization of subsidiary corporations, and to do all and everything necessary, suitable, and proper for the accomplishment of any of its purposes or pertaining thereto:

A. To act as a general contractor for the

construction, repairing, and remodeling of buildings and public works of all kinds.

- B. To merchandise, sell, offer for sale, and distribute at wholesale and retail, food and foodstuffs of all kinds and descriptions, whether in bulk, package, bottle, or can, including beverages of all kinds and for all purposes, and to generally deal in groceries and grocery products suitable for public consumption.
- C. To conduct and carry on a general insect and weed control business.
- D. To purchase, lease, subdivide, take in exchange, develop and improve, sell, assign, transfer or otherwise acquire lands or interests therein, and to sell, lease, sublease, pledge and otherwise alienate or dispose of; to mortgage or otherwise encumber real property and all or any structures situated thereon; to erect buildings, deal in building materials; to take or hold mortgages on any unpaid balances of the purchase price on any of the land sold, and to sell or dispose of mortgages, contracts; to improve, alter and manage the said lands and buildings; to guarantee and otherwise assist in the performance of contracts or mortgages of persons, firms or corporations with whom the corporation may have dealings, and to assume and take over such mortgages and contracts on

default. .

- H. To purchase, take, receive, lease, or otherwise acquire, and to own, hold, improve, use, or otherwise deal in and with, real or personal property, or any interest therein, and to sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets.
- F. To apply for, obtain, register, purchase, lease, or otherwise acquire, any patents, inventions, licenses, trademarks, trade names, copyrights, processes, formulae, and the like; and to hold, use, operate, develop, grant licenses in respect of, sell, or otherwise return to account the same.
- G. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of; and otherwise use and deal in and with shares or other interest in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States, or of any government, state, territory, governmental district, or municipality, or of any instrumentality thereof, and while the owner or holder of the same to possess and exercise in respect thereof, any and all the

rights, powers, and privileges of individual holders or owners including the right to vote thereon.

- H. To purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer, or otherwise dispose of its own shares of capital stock.
- I. To borrow or raise money for any of the purposes of the corporation, and to issue notes, bonds, debentures, or other obligations of any nature for monies so borrowed or for property acquired for any of the purposes of the corporation, and to secure the payment thereof and of the interest thereon, by mortgage upon or pledge of the whole, or any part, of the property of the corporation, real or personal, whether at the time owned or thereafter acquired.
- J. To lend money for its corporate purposes, invest its funds from time to time, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- K. To make and perform contracts, to do any acts and things necessary, suitable, convenient, or proper, for the accomplishment of any of the purposes for the attainment of any one or more of the purposes or objects herein enumerated or incidental to the powers herein specified, to the extent that the same may lawfully be

done by a corporation organized under the laws of the State of Idaho.

It is intended that the foregoing clauses shall be construed both as purposes and powers and that, in addition to the foregoing powers, the corporation shall have and may exercise all the powers now or hereafter conferred by the laws of the State of Idaho and acts amendatory thereof and supplemental thereto upon corporations formed under the laws of the State of Idaho. The foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the powers of the corporation.

#### Article III.

The duration of this corporation shall be perpetual.

#### Article IV.

The Post Office address of the corporation's registered office is 128 Wallace Avenue, Coeur d'Alene, Kootenai County, Idaho.

#### Article V.

The capital stock of this corporation shall be Twenty-five Thousand Dollars (\$25,000.00), divided into Twenty-five Thousand (25,000) shares at the par value of One Dollar (\$1.00) each.

#### Article VI.

The shares of this corporation shall be classified as "common stock", each share having the same relative right and each vesting a single vote in the holder thereof. All shares of stock of this corporation shall be non-assessable.

Article VII.

The names and addresses of each of the incorporators and the number of shares for which each has subscribed, is as follows:

<u>Name</u>	<u>Address</u>	<u>Number of Shares</u>
DONALD R. KILIAN	126 Wallace Avenue Coeur d'Alene, Kootenai County, Idaho.	1
WAYNE H. PARSONS	128 Wallace Avenue Coeur d'Alene, Kootenai County, Idaho.	1
CRAIG C. KOSONEN	1315 Harrison Avenue Coeur d'Alene, Kootenai County, Idaho.	1

Article VIII.

The directors of this corporation shall adopt such by-laws as are necessary for the operation of the business of this corporation and shall have the right to amend such by-laws in conformity with the provisions of said by-laws.

Article IX.

The number of directors to be elected at the first meeting of the corporation, and who shall act and serve until their successors are duly elected by the shareholders, is three (3).

IN WITNESS WHEREOF, we have hereunto subscribed our names and seals this 10th day of May, 1965.

Donald R. Kilian  
Wayne H. Parsons  
C. C. Kosonen

STATE OF IDAHO)  
County of Kootenai) ss.

I, SHIELA SKIDMORE, a Notary Public for the State of Idaho, hereby certify that on the 10th day of May, 1965, personally appeared before me DONALD R. MILLIAN, WAYNE H. PARSONS AND CRAIG C. ROSONEN, who, being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators and acknowledged to me that they executed the same and that the statements contained therein are true.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal the day and year first above written.

*Shiela Skidmore*  
Shiela Skidmore  
Notary Public for Idaho.  
Residing at Coeur d'Alene.  
My commission expires: 12-12-66