



## Department of State.

### CERTIFICATE OF INCORPORATION

LOUIS E. CLAPP  
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

QUALI-CHEM PRODUCERS, INC.,

was filed in the office of the Secretary of State on the

Eighth

day

will be **June** A.D. One Thousand Nine Hundred **Sixty-six** and

duly recorded on **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  
**unlimited existence** from the date hereof, with its registered office in this State located at

**Hailey,**

in the County of

**Canyon.**

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 **8th** day of **June**,  
A.D., 19**66**.

Secretary of State.

ARTICLES OF INCORPORATION

of

## QUALI-CHIN PRODUCERS, INC.

WE, THE UNDERSIGNED natural persons of the age of 21 years or more, a majority of whom are residents of the State of Idaho and the United States of America, do hereby voluntarily associate ourselves for the purposes of forming a private corporation under the laws of the State of Idaho. We hereby set forth, declare and certify that:

I. The name of this corporation is QUALI-CHIN PRODUCERS,  
INC.

III. The purposes of this corporation are:

(1) To engage in the business of buying, selling, distributing, raising, purchasing, owning, breeding, propagating and otherwise dealing in and disposing of chinchillas of all kinds, varieties and descriptions, and to sell, purchase, own and otherwise deal in all products and by-products therefrom or products related to the raising of, breeding or dealing with chinchillas and to acquire, by purchase or otherwise, real and personal property necessary for the carrying on of such business; and to do such other business as shall be necessary, convenient or incidental thereto.

(2) To engage in other forms of business relating to the investment of monies, or to the purchase of sales contracts, notes or other agreements, with or without recourse, dealing with the sale of chinchillas or related products.

(3) To transact the business of investing on behalf of itself or others, any part of its capital and such additional funds as it may obtain or any interest therein, either as tenants in common or otherwise, and selling or otherwise disposing of the same, or any part thereof, or any interest therein:

(4) To appoint such officers, employees and agents as

1 the business of the corporation may require and to allow them  
2 compensation.

3 (5) To issue shares and admit shareholders, and to  
4 engage in all transactions incident to the same.

5 (6) To establish agencies, exclusive franchises or  
6 licensed dealerships or to enter into exclusive district distrib-  
7 utors license agreements for the sale of chinchillas, chinchilla  
supplies and related products.

8 (7) To engage in any activity or to do anything with  
9 the objects and purposes hereinbefore mentioned that may be neces-  
10 sary or proper to accomplish successfully or promote the said objects  
11 and purposes. The foregoing clauses, by reason of the specific  
12 enumeration of powers, shall not be held to restrict the power of  
13 the corporation to do any of the things within the purview of its  
general powers.

14 (8) To have succession by its corporate name so long as  
15 this corporation may exist.

16 III. That the duration of the corporation is unlimited.

17 IV. The location and post office address of the registered  
18 office of the corporation in the State of Idaho is 1720 Amity  
Avenue, Nampa, Idaho.

19 V. That the Board of Directors shall consist of three (3)  
20 directors, each of whom must be a shareholder in this corporation  
21 and that said directors shall be elected for a term of two (2) years.

22 VI. The total authorized number of par value shares is Two  
23 Hundred Fifty (250) shares of common stock, the par value of each  
24 shall be One Hundred (\$100.00) Dollars, the aggregate par value of  
25 all shares shall be Twenty-five Thousand (\$25,000.00) Dollars, and  
such stock shall be non-assessable.

26 At every meeting of the shareholders, every holder of the  
27 common stock of the corporation shall be entitled to one vote for  
28 each share of common stock standing in his name on the books of the

1 corporation. At each election of directors, every holder of the  
2 common stock of the corporation shall have the right to vote, in  
3 person or by proxy, the number of shares owned by him for as many  
4 persons as there are directors to be elected and for whose election  
5 he has a right to vote or to cumulate his votes by giving one  
6 candidate as many votes as the number of such directors multiplied  
7 by the number of his shares shall equal, or by distributing such  
votes on the same principle among any number of such candidates.

8       VIII. The name and post office address of each of the incorp-  
9 orators and the number of common stock shares for which each  
subscribes is as follows:

	<u>Name</u>	<u>Address</u>	<u>No. Shares</u>
10			
11	Kenneth R. Sadler	1720 Amity Avenue, Nampa	One
12	Jeannine E. Sadler	1720 Amity Avenue, Nampa	One
13	Jerry Craner	1711 Amity Avenue, Nampa	One

14        IN WITNESS WHEREOF, We, the undersigned, being each of the  
15        original subscribers to the capital stock hereinbefore named, for  
16        the purpose of forming a corporation to do business both within and  
17        without the State of Idaho, and in pursuance of the Corporation  
18        Laws of the State of Idaho, do make and file these Articles, hereby  
19        declaring and certifying that the facts herein stated are true, and  
20        do respectively agree to take the number of shares of stock herein-  
21        before set forth, and accordingly have hereunto set our hands and  
seals this 3rd day of May, 1966.

Kenneth R. Sadler

Jeannine E. Sadler

~~Jerry Craner~~

1 STATE OF IDAHO )  
2 County of Canyon ) ss.

3 On this 3rd day of May, 1966, before me, the undersigned, a  
4 notary public in and for said State, personally appeared Kenneth R.  
5 Sadler, Jeannine E. Sadler and Jerry Craner, known to me to be the  
6 persons whose names are subscribed to the foregoing instrument,  
7 and acknowledged to me that they executed the same.

8 IN WITNESS WHEREOF, I have hereunto set my hand and affixed  
9 my official seal the day and year in this certificate first above  
written.

10 Marilyn Freeman  
11 Notary Public for Idaho  
12 Residing at Nampa, Idaho

13 MY COMMISSION EXPIRES  
14 APRIL 25, 1970

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LAW OFFICES  
BRAUNER & FULLER  
POST OFFICE BOX 130  
CALDWELL, IDAHO