

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

LOUIS E. CLAPP

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

QUALI-CHEE PRODUCERS, INC.,

was filed in the office of the Secretary of State on the **Eighth** day
of **June** A.D. One Thousand Nine Hundred **Sixty-six** and
~~will be~~ 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
unlimited existence from the date hereof, with its registered office in this State located at
Hampe, 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.

II. 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 necess-
10 ary 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.

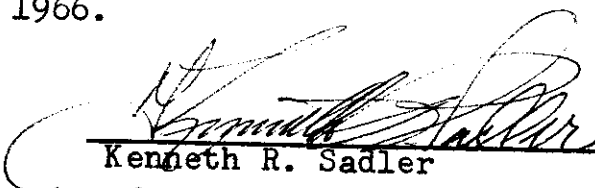
26 At every meeting of the shareholders, every holder of the
27 common stock of the corporation shall be entitled to one vote for
28 each share of common stock standing in his name on the books of the

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
8 votes on the same principle among any number of such candidates.

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

| <u>Name</u> | <u>Address</u> | <u>No. Shares</u> |
|--------------------|--------------------------|-------------------|
| Kenneth R. Sadler | 1720 Amity Avenue, Nampa | One |
| Jeannine E. Sadler | 1720 Amity Avenue, Nampa | One |
| 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
22 seals this 3rd day of May, 1966.

23 
Kenneth R. Sadler

24 
Jeannine E. Sadler

25 
26 Jerry Craner
27
28

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,
and acknowledged to me that they executed the same.

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

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

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13 MY COMMISSION EXPIRES
APRIL 25, 1970
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