



## 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 **MERCHANTS ADJUSTMENT BUREAU, INC.**

was filed in the office of the Secretary of State on the **Fourteenth** day  
of **December** 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  
**Perpetual existence** from the date hereof, with its registered office in this State located at  
**Blackfoot** in the County of **Bingham**

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 **14th** day of **December**,  
A.D., 19**66**.

Secretary of State.

# ARTICLES OF INCORPORATION

.OF

## MERCHANTS ADJUSTMENT BUREAU, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, all of whom are bona fide full age citizens of the United States, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and that we hereby make, acknowledge, publish, declare and certify the following to be our Articles of Incorporation:

### ARTICLE ONE

The name of this corporation shall be MERCHANTS ADJUSTMENT BUREAU, INC.

### ARTICLE TWO

The objects and purposes for which this corporation is formed are as principal, agent, or otherwise, to do in any part of the world any and every thing, not expressly prohibited by law, to the same extent as natural persons might or could do. In furtherance thereof, and not in limitation of the general powers conferred by the laws of the State of Idaho, we expressly provide that this corporation shall have the following objects, purposes, powers, rights and privileges:

(a). To conduct a collection agency, collection bureau, and collection office and generally engage in the business of collecting and receiving payment for others of accounts, bills, claims and indebtedness and to advertise for the right to collect or receive payments for others of accounts, bills, claims and indebtedness and to sell and distribute systems of collection letters and similar printed matter and to engage in the business of receiving money from debtors for application to or payment of or prorating among creditors of such debtor and generally to transact all business which may now or may hereafter be authorized by the laws of the State of Idaho relating to collection agencies.

(b). To purchase, hold, sell, develop, improve, lease and enjoy real estate; to erect, manage, care for and maintain,

extend and alter buildings thereon, and to lease, mortgage, encumber, and sell the same in such parts or parcels, improved or unimproved, and on such terms as from time and manner as may be determined.

(c) To draw, accept, endorse, discount, buy, sell, and deliver checks, drafts, bills of exchange, notes, bonds, debentures, trust receipts, mortgages, contracts, conditional sales contracts, evidences of debt, assignments, orders, securities, and other obligations of all kinds and to guarantee payment thereof whether executed, drawn, accepted, assumed or created by it or by any other coporation, partnership or persons, or business enterprise, whenever necessary or convenient and to acquire, assign, own, sell, mortgage, pledge, and otherwise dispose of and deal in stocks, bonds, mortgages, securities, notes, contracts and commercial papers or corporations, partnerships, associations, or individuals.

(d) To hold, purchase or otherwise acquire, or to be interested in, and to sell, assign, pledge or otherwise dispose of, shares of the capital stock, bonds, or other evidence of debt issued or created by any other corporation, whether foreign or domestic and whether now or hereafter organized; and while the holders of such shares of stock, to exercise all the rights and privileges of ownership, including the right to vote thereon, to the same extent as a natural person might or could do.

(e) To apply for, or purchase or otherwise acquire, and to grant licenses for, the use of, and to sell, assign or otherwise deal in and use, patents, patent rights, privileges, licenses, trade names, trade marks, devices and improved or secret processes of every sort and description necessary or incidental to the purposes specified herein.

(f) To manufacture, construct, assemble, grow, raise, buy, sell, lease, hire, barter, exchange, repair, operate, transport, install and deal in goods, wares, merchandise, equipment and personal property of every type or nature.

(g) To carry on the general business of repairing, storing, cleaning, altering or otherwise caring for or servicing or improving all manner and types of goods, wares and merchandise.

(h) To act as a factor, agent, or commission merchant, and receive, hold or dispose of **property** under **consignment**.

(i) To acquire, own or operate any type of mercantile establishment at wholesale or retail, and to buy, sell, barter, exchange and generally deal in all types of goods, wares and merchandise.

(j) To conduct an advertising business, both as principal ✓ and as agent, for itself and for others, for hire, commission or otherwise, by any lawful means and through any lawful media.

(k) To carry on the business of stationers, printers, lithographers, photocopiers, and to use all manner of printing, mimeographing, duplicating, photocopying and other processes for the preparation, and distribution of forms, letters, notices, posters, circulars, messages, ~~p~~ pamphlets, periodicals, office supplies and other materials ordinarily produced, prepared and distributed by printing establishments or so called "letter services", and to undertake the distribution by mail or otherwise of all such materials on behalf of others as well as on behalf of this corporation.

(l) Subject to the provisions of law, the company may purchase, hold, sell or transfer the shares of its own capital ✓ stock.

(m) To construct, alter, repair, maintain and care for improvements on real estate of others.

(n) To purchase, lease, or otherwise acquire, in whole or part, the business, good will, rights, franchises and property of every kind, and to undertake the whole or any part of the assets or liabilities, of any person, firm, association, or corporation engaged in or authorized to conduct any business similar to any business authorized to be conducted by this

corporation or owning property necessary or convenient for its purposes, and to pay for the same in cash, in the stock or bonds, notes or other obligations of this company, or otherwise; to hold or in any manner dispose of the whole or any part of the business or property so acquired, and to exercise all the powers necessary or incident to the conduct of such business.

(o) In the purchase or acquisition of property, business, rights or franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limits as to amount, to incur debt, and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether unsecured or secured by mortgage, pledge, deed or trust or otherwise.

#### ARTICLE THREE

The location and Post Office Address of the registered office and principal place of business of said corporation shall be Blackfoot, in the County of Bingham, State of Idaho.

#### ARTICLE FOUR

That the duration of this corporation shall be perpetual unless dissolved by process of law.

#### ARTICLE FIVE

That the total authorized number of par value shares is twenty-five thousand shares of the par value of One Dollar(\$1) each; the aggregate par value of the total authorized number of par value shares is Twenty-Five Thousand and No/100 Dollars (\$25,000). The amount of such stock may be issued in such amounts and proportions from time to time as shall be determined by the Board of Directors subject, however, to the provisions made hereafter and such restrictions as may be now or thereafter created or imposed by law.

#### ARTICLE SIX

All shareholders of this corporation consent to have its

income taxed to its share holders under the provisions of Code, Section 1372 (a) Internal Revenue Code and all other State and Federal Statutes and Regulations permitting such election and each shareholder on demand of any other shareholder shall execute a written consent to such taxation. The business of the corporation shall be so conducted as to qualify for such privilege and no person shall be entitled to become a share holder without signing a written consent to this article. No stock shall be transferred to any person or persons which would disqualify this corporation from the benefits of its election to be taxed as a Small Business Corporation and any effort to transfer to any other such person shall give the remaining shareholders the option and privilege of buying the shares of the shareholder attempting to so transfer at par value or book value which over may be the lesser with ten percent (10%) of the purchase price to be paid within sixty days and the balance in ten equal annual installments plus interest at the rate of five per cent per annum.

#### ARTICLE SEVEN

That save and **except** the stock subscribed for by these incorporators in the amounts set out hereafter and the designation of stock dividends, if any, no capital stock of the said corporation shall at any time be issued or allotted, except upon the terms of the then existing shareholders having the prior right to subscribe for and take such additional capital stock at par, in proportion to their holdings, subject to such regulations and adjustments as the directors from time to time determine upon, with a view to avoiding the allotment of fractional shares.

#### ARTICLE EIGHT

The power to make, amend or repeal by-laws shall be in the shareholders, who may delegate such power to the directors as provided by law, provided that such power may be exercised by a majority vote of the allotted shareholders or directors, as the case may be.

## ARTICLE NINE

The business of such corporation shall be managed by a board of not less than three nor more than ~~nine~~ directors, the number, qualifications, terms of office, manner of election and powers and duties of such directors shall be such as may be prescribed by law, these articles, and such by-laws as may be adopted. ✓

## ARTICLE TEN

That the amount of capital stock of said corporation which has been actually subscribed is \$10.00 consisting of ten shares of common stock and the following are the names and P. O. Addresses of each subscriber and incorporator and the number and par value of shares subscribed for by each:

<u>NAMES</u>	<u>POST OFFICE ADDRESS</u>	<u>SHARES</u>	<u>VALUE</u>
Leah M. Bullock also known as L. M. Bullock	P. O. Box 768 Blackfoot, Idaho	8.	\$8.00
Jay P. Merkley	107 N. 5th Ave. Pocatello, Idaho	1	1.00
Marjorie K. Moore	Route #2 Blackfoot, Idaho	1	1.00

## ARTICLE ELEVEN

That until their successors are elected and qualified the following shall serve as officers and directors of this corporation:

L. M. BULLOCK, Director, President, General Manager.

JAY P. MERKLEY, Director and Vice President.

MARJORIE K. MOORE, Director and Secretary.

IN WITNESS WHEREOF, the above named L. M. Bullock, Jay P. Merkley, Marjorie K. Moore have hereunto subscribed their names the 12th day of December. ✓

L. M. Bullock  
Marjorie K. Moore  
Jay P. Merkley

STATE OF IDAHO       )  
County of Bingham    }   SS.

On this 13~~th~~ day of December, 1966, before me,  
the undersigned, a Notary Public in and for the State of Idaho,  
personally appeared L. M. Bullock and Marjorie K. Moore,  
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 above  
written.

Joan M. McNeel  
Notary Public for Idaho  
Residing at Blackfoot, Idaho

Commission expires: July 13, 1969

STATE OF IDAHO       )  
County of Bannock    }   SS.

On this 12 day of December, 1966, before me, the  
undersigned, a Notary Public in and for the State of Idaho,  
personally appeared Jay P. Merkley, known to me to be the  
person whose name is subscribed to the within instrument and  
acknowledged to me that he 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 above written.

Jayson P. Hebl  
NOTARY PUBLIC FOR IDAHO  
Residing at Pocatello, Idaho

Commission expires: \_\_\_\_\_