

# State of Idaho



## Department of State.

### CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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

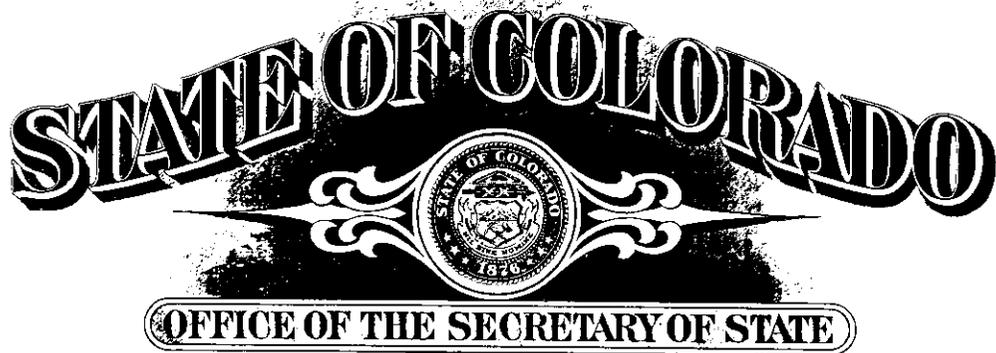
#### COLORADO COMMUNITY STAMP COMPANY

a corporation duly organized and existing under the laws of **Colorado** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Nineteenth** day of **March**, 19 **62**, a properly authenticated copy of its articles of incorporation, and on the **Nineteenth** day of **March**, 19 **62**, a designation of **Wesley F. Merrill** in the County of **Bannock** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **19th** day of **March**, A.D. 19 **62**.

Secretary of State.



UNITED STATES OF AMERICA, } ss. **CERTIFICATE.**  
 STATE OF COLORADO. }

*I, George J. Baker, Secretary of State of the State of Colorado, do hereby certify that*  
 the annexed is a full, true and complete copy of Articles  
 of Incorporation of

COLORADO COMMUNITY STAMP COMPANY

filed in this office on the second day of September, A. D.  
 1959 and admitted to record. . . . .

. . . . . IN TESTIMONY WHEREOF *I have hereto*  
*set my hand, and affixed the Great*  
*Seal of the State of Colorado, at the*  
*City of Denver, this* -----FIFTH-----  
*day of* -----MAY----- A. D. 1960

*Geo. J. Baker*  
 \_\_\_\_\_ SECRETARY OF STATE.  
 BY *F. J. Seragini*  
 \_\_\_\_\_ DEPUTY.

# STATE OF COLORADO



DEPARTMENT OF  
STATE

CERTIFICATE OF  
INCORPORATION

**J. George J. Baker,**

*Secretary of State of the State of Colorado, hereby certify that duplicate originals of Articles of Incorporation, duly signed and verified pursuant to the provisions of the Colorado Corporation Act, have been received in this office and are found to conform to law.*

*Accordingly the undersigned, by virtue of the authority vested in me by law, hereby issues this Certificate of Incorporation of*

COLORADO COMMUNITY STAMP COMPANY  
A COLORADO CORPORATION

*and attaches hereto a duplicate original of the Articles of Incorporation.*

*Dated this* SECOND *day of* SEPTEMBER *A. D. 19* 59

*J. George J. Baker*  
SECRETARY OF STATE

*J. J. Ferrigno*  
DEPUTY

...the undersigned  
 ...in  
 ...the corporate code of  
 ...the following Articles of Inc-

I.

NAME

The name of the corporation is COLORADO COMMUNITY STAMP COMPANY.

II.

TERM

The corporation shall have perpetual existence.

III.

PURPOSES

The objects and purposes of this corporation are:

1. To establish and operate a savings stamp program on a community-wide basis which will provide for redemption of such savings stamps within the community through the facilities of the merchants awarding such stamps and thus provide the stamp saver with stamps readily redeemable for cash or any type of merchandise he may desire, and provide the merchant with a new method and stimulus in merchandising.
2. To do all things necessary for and incident to the conduct of a savings stamp business.
3. To engage in any other legal business or transaction which, in the opinion of the Board of Directors, will promote the interests of the corporation.

IV.

POWERS

In addition to those powers granted to the corporation

by the applicable statutes of the State of Colorado, the corporation shall have the power to do any act or acts which, in the opinion of the board of directors, are suitable or appropriate for the accomplishment of any corporate purpose.

V.

AUTHORIZED SHARES

The corporation shall have authority to issue a total of four hundred ninety (490) shares of common stock, each share having a par value of \$100.00.

VI.

STOCKHOLDERS

1. Voting. Each shareholder of record shall have one vote for each share of stock standing in his name upon the books of the corporation and, for the election of directors, each stockholder shall have the right to vote such number of shares for each director to be elected. Cumulative voting shall not be allowed for any purpose.

2. Preemptive Rights. Each stockholder of this corporation shall have the right to subscribe to his pro rata share (determined by reference to the number of shares held by him to the total shares of this corporation outstanding) of any and all capital stock of any class whatsoever which this corporation may issue from time to time, including but not limited to, any unissued shares of the original authorized capital stock and to any securities of any nature whatsoever which will or may be converted to capital stock of the corporation, provided, however, that such preemptive rights may be waived by any and all of the stockholders of the corporation if they express their intent to so do in writing.

3. Meetings of Stockholders. At all meetings of stockholders, one-third of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum.

4. Recognition of Stockholders. Only registered holders of the stock of this corporation shall be entitled to be recognized as stockholders of this corporation and no other persons claiming

any interest in such shares, whether legal or equitable, shall be entitled to recognition for any purpose whatsoever, unless and until such person becomes the registered owner of shares of this corporation.

VII.

BOARD OF DIRECTORS AND INTERNAL AFFAIRS

1. Board of Directors. The business and affairs of the corporation shall be managed by a Board of Directors which shall consist of a variable number of members as determined by the stockholders, but shall not be less than three nor more than ten in number. The initial board shall consist of three members who shall serve until the first annual meeting of the stockholders or until their successors are duly elected and qualified, and the members thereof are:

| <u>Name</u>       | <u>Address</u>                                 |
|-------------------|--|
| Alfred D. Hein    | 2453 - 90th Place,<br>Thornton 29, Colorado    |
| Harold W. Cuckler | 188 South 12th<br>Brighton, Colorado           |
| John Corbridge    | 3082 So. Jasmine Street<br>Denver 22, Colorado |

2. Dealings with Officers or Directors. Every director or officer of this corporation is hereby relieved of any liability to the corporation or its stockholders, which may arise solely on account of his position with this corporation by reason of the contracting of such director or officer with the corporation in his own behalf, or in behalf of any other organization or corporation in which said director or officer may be interested, and no contract or other transaction of this corporation shall be voided or affected in any manner whatsoever by reason of an interest of an officer or director of this corporation in such contract or other transaction, whether such interest be direct or indirect, provided, however, that this provision shall in no manner protect such officer or director should such dealings with the corporation be improper for any reason other than his interest in this corporation, as aforesaid.

3. BY-LAWS. The initial by-laws of the corporation shall be adopted by the Board of Directors, and the Board shall have the power to alter, amend or repeal the same, or to adopt new by-laws by a majority vote of the board at any duly constituted meeting thereof, whether regular or special.

4. Distributions and Partial Liquidations. The Board of Directors shall have power to distribute to the shareholders of the corporation, in partial liquidation, out of stated capital or capital surplus, a portion of the assets of the corporation either in cash or in property, subject to the applicable statutes of the State of Colorado.

5. Registered Office and Agent. The address of the initial registered office of the corporation is 3082 South Jasmine St., Denver 22, Colorado, and the name of its initial registered agent at such address is John Corbridge.

#### VIII.

##### RESTRICTIONS UPON TRANSFERS OF SHARES OF STOCK

The Capital stock of this corporation shall not be sold, transferred, or assigned in any manner whatsoever unless and until such stock is first offered to the other stockholders of the corporation for purchase thereof at a price to be determined from time to time by the board of directors. The procedures to be followed in making such offer shall be made and provided by the Board of Directors in appropriate by-laws, and notice of this restriction shall be printed upon the face of the certificates of stock of this corporation. No purchaser, transferee, or assignee of the shares of this corporation shall obtain any rights or privileges as a stockholder of the corporation unless and until the shares so transferred have been duly offered to the other shareholders in compliance with this provision and applicable by-laws. This restriction shall not apply to transfer of shares by operation of law.

IX.

INCORPORATORS

The name and address of each incorporator is:

| <u>Name</u>    | <u>Address</u>                                 |
|----------------|--|
| John Corbridge | 3052 So. Jasmine Street<br>Denver 22, Colorado |
| H. G. Peterson | 4901 So. Logan Street<br>Englewood, Colorado   |
| E. M. Lorenz   | 1458 Gaylord Street<br>Denver 6, Colorado      |

Dated at Denver, Colorado, this 1<sup>st</sup> day of September, 1959.

*John Corbridge*  
 \_\_\_\_\_  
 John Corbridge

*H. G. Peterson*  
 \_\_\_\_\_  
 H. G. Peterson

*E. M. Lorenz*  
 \_\_\_\_\_  
 E. M. Lorenz

VERIFICATION

STATE OF COLORADO )  
City & County of Denver ) SS.

I, G. C. Horstmann, a Notary Public, do hereby certify that on the 1<sup>st</sup> day of September, 1959, personally appeared before me John Corbridge, E. M. Lorenz and H. G. Peterson, who being first duly sworn upon oath by me, severally declared that they were the persons who signed the foregoing document as incorporators and that the statements therein contained are true.

My commission expires September 17, 1959

*G. C. Horstmann*  
 \_\_\_\_\_  
 Notary Public

ACKNOWLEDGMENT

STATE OF COLORADO )  
City & County of Denver ) SS.

Subscribed and sworn to before me this 1<sup>st</sup> day of September, 1959.

Witness my hand and official seal.

*G. C. Horstmann*  
 \_\_\_\_\_  
 Notary Public

My commission expires:

My commission expires September 17, 1959

144764

ARTICLES OF INCORPORATION

COLORADO COMMUNITY STAMP COMPANY

C. D.

DOMESTIC

FILED in the office of the Secretary of State, of the State of Colorado, on the

2nd day of SEPTEMBER A. D. 19 59

GEORGE J. BAKER  
Secretary of State

Filing Clerk CROUTER Fees \$25.00

Old Age Pension Fund \$2.50

RECORDED  
ROLL 20 PAGE 1446

SEP 3 1959  
Gruell Clerk