

# 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

**PILLCO, INC.**

was filed in the office of the Secretary of State on the **Twenty-ninth** day of **April,** A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **123** 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

**Boise**

in the County of

**Ada**

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 **29th** day of **April**, A.D., 19**63**.

Secretary of State.

IN THE OFFICE OF THE SECRETARY OF STATE OF THE STATE OF IDAHO

In the Matter of the Incorporation    )  
of    )  
                                  PILLCO, INC.,    ) ARTICLES OF INCORPORATION  
an Idaho corporation.                    )

\* \* \* \* \*

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned persons, all of whom are natural persons of full age and at least two-thirds of whom are citizens of the United States of America, do hereby associate ourselves together for the purpose of forming a general business corporation under the laws and statutes of the State of Idaho, and we do hereby certify and declare as follows:

ARTICLE FIRST

NAME:

The name of this corporation shall be:

PILLCO, INC.,

and it is hereby authorized to do business under the name of "PILLCO", which said name is a contraction of the words "Pill" and "Co", the abbreviation of the word "company".

ARTICLE SECOND

DURATION:

The duration of this corporation shall be perpetual, but nothing herein contained shall prevent this corporation from sooner winding up its business in the event that it shall be determined by the Board of Directors or stockholders that the business of said corporation should be terminated and be wound up.

ARTICLE THIRD

PURPOSES:

The purposes of this corporation shall be to engage in the business of manufacturing, packaging, selling and dis-

tributing any and all kinds of merchandise, specifically including pharmaceutical products in pill form and, in this connection, said corporation is hereby authorized and empowered to buy and sell real and personal property, furniture, fixtures and equipment, borrow money, issue shares of stock, debentures and other collateral security in order to obtain loans, and to generally ready itself to do and to engage in business.

That notwithstanding the fact that the specific objects of this corporation are as aforesaid, nevertheless this corporation shall have full power and authority to engage in and to do and to perform any and all types of acts which any natural person could or might do, except such as may be specifically prohibited to be done and to be performed by a corporation under the laws and statutes of the State of Idaho.

This corporation is specifically authorized to qualify itself to do business and to transact business any place in the United States, or this world.

#### ARTICLE FOURTH

##### REGISTERED OFFICE IN THE STATE:

The registered office of this corporation shall be at 1900 Main Street in Boise City, Ada County, State of Idaho.

#### ARTICLE FIFTH

##### TOTAL AUTHORIZED NUMBER OF PAR VALUE SHARES:

The total authorized number of shares of this corporation shall be one hundred (100) in number, each of which said shares shall have no par or nominal value.

## ARTICLE SIXTH

### NAMES AND POST OFFICE ADDRESSES OF INCORPORATORS:

The names and the post office addresses of each of the incorporators, and a statement of the number of shares subscribed by each, are as follows:

| <u>NAME</u>     | <u>ADDRESS</u>                    | <u>NUMBER OF SHARES<br/>SUBSCRIBED FOR</u> |
|-----------------|-----------------------------------|--|
| JOHN PIRTLE     | Route #2<br>Eagle, Idaho          | Nineteen (19) Shares                       |
| ESTELLE PIRTLE  | Route #2<br>Eagle, Idaho          | One (1) Share                              |
| LIONEL POIRIER  | 2715 Wymer Street<br>Boise, Idaho | Twenty (20) Shares                         |
| VERNON K. SMITH | 1900 Main Street<br>Boise, Idaho  | Twenty (20) Shares                         |
| EVA POIRIER     | 2715 Wymer Street<br>Boise, Idaho | Twenty (20) Shares                         |

## ARTICLE SEVENTH

### BY-LAWS:

Within thirty (30) days after the issuance of the certificate of incorporation, this corporation shall by and through its incorporators and by and through its officers and directors adopt a code of By-Laws for the government of this said corporation. Such code of By-Laws may be amended from time to time by the stockholders, or may be amended by the Board of Directors at any regular or special meeting of the Board of Directors called for that purpose upon a two-thirds vote.

## ARTICLE EIGHTH

### QUALIFICATIONS OF OFFICERS AND DIRECTORS:

There shall be no requirement that the officers or directors of this corporation be stockholders.

ARTICLE NINTH

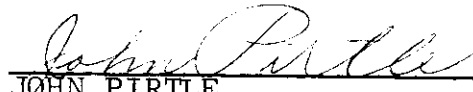
ANNUAL MEETING OF STOCK-  
HOLDERS AND TEMPORARY  
OFFICERS AND DIRECTORS:

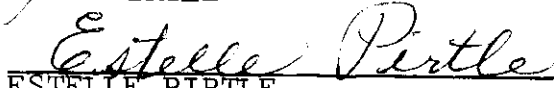
The annual meeting of the stockholders of this corporation shall be had and held at the office of the corporation on the 1st day of July of each and every year, commencing with the year 1963. Immediately after the annual meeting of the stockholders, the Board of Directors so selected by the stockholders shall hold their annual meeting. Additional meetings of the stockholders and the Board of Directors may be had at such times and places as may from time to time be called in accordance with the laws and statutes of the State of Idaho and provided, further, that the Board of Directors may at any time meet without notice if upon written consent of all of said directors and, in such case, a meeting may be held either within the State of Idaho, or outside the State of Idaho.

Until the first annual meeting of the stockholders is held on July 1, 1963, the temporary officers and directors of this corporation shall be as follows:

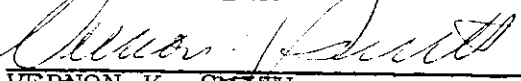
JOHN PIRTLE, President and Director  
ESTELLE PIRTLE, Vice President and Director  
LIONEL POIRIER, Treasurer and Director  
VERNON K. SMITH, Secretary and Director  
EVA POIRIER, Director


IN WITNESS WHEREOF, We have hereunto set our hands and seals and caused these Articles of Incorporation to be published this 19th day of April, 1963.

  
JOHN PIRTLE (SEAL)

  
ESTELLE PIRTLE (SEAL)

  
LIONEL POIRIER (SEAL)

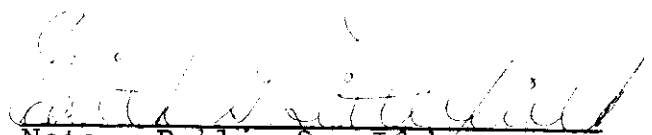
  
VERNON K. SMITH (SEAL)

  
EVA POIRIER (SEAL)

STATE OF IDAHO    )  
                      : ss.  
County of Ada     )

      This is to certify that on this 19th day of April, 1963, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared JOHN PIRTLE, ESTELLE PIRTLE, LIONEL POIRIER, VERNON K. SMITH and EVA POIRIER, each known to me to be the persons whose names are subscribed to the within instrument, and before me and in my presence they acknowledged to me that they executed the same.

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

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at Boise, Idaho

(SEAL)