



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

REYNOLDS & SCOTT BROKERAGE, INC.

was filed in the office of the Secretary of State on *May 10*, 19 *77*

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 *Sun Valley, Idaho* in the county of *Blaine*

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 *10th* day of *May*, A.D., 19 *77*.

Pete T. Cenarrusa

Secretary of State.

Corporation Clerk

ARTICLES OF INCORPORATION

OF
REYNOLDS & SCOTT
BROKERAGE, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, citizens of the United States of America, over the age of eighteen years, do hereby voluntarily associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we do hereby make, sign, acknowledge and file this certificate for that purpose, as follows:

ARTICLE FIRST

The name of this corporation is and shall be:

REYNOLDS & SCOTT BROKERAGE, INC.

ARTICLE SECOND

In order to effectuate the objects and purposes herein declared to be the purposes for which this corporation is organized, it is formed and is authorized to do as principal, agent, or otherwise, in any and every part of the world, any and everything herein set forth to the same extent as natural persons might and could do. In furtherance of, and not in limitation of, the general powers conferred by the laws of the State of Idaho, it is hereby expressly provided that this corporation shall have the following powers:

1/ To do a general business as commission merchant, selling agent, and factor under del credere commission in the manner and to the same extent as natural persons could do; to carry on any and all business as manufacturers, producers,

merchants, wholesale and retail, importers, and exporters, generally without limitation as to class of products and merchandise, and to manufacture, produce, adapt, repair, buy, sell, and otherwise deal in any materials, articles, or things within the United States; to make and enter into all kinds of contracts, agreements, and obligations by or with any person or persons, corporation, or corporations, for the purchasing, acquiring, holding, manufacturing, and selling or otherwise disposing of, either as principal or agent, upon commission or otherwise, all goods, wares, and merchandise within the United States; to carry on and undertake any business, undertaking, transaction, or operation commonly carried on or undertaken by merchants, commission men, factors, importers, and manufacturer's agents and exporters, and in the course of such business to draw, accept, indorse, acquire, and sell all or any negotiable or transferable instruments and securities; and to make and enter into all kinds of contracts, agreements, and obligations by or with any person requiring, manufacturing, repairing, and selling, and dealing in any articles of goods, wares, or merchandise; and generally to exercise full power to perform any and all acts connected therewith, or arising therefrom, or incidental thereto, and all acts proper or necessary for the purposes of the business.

2/ To borrow money for corporate purposes and to issue therefor evidences of indebtedness, including, but not limited to bonds, notes and debentures.

3/ To acquire and give rights of way, easements, and licenses over, through and under buildings, roads, streets and lands in order to carry out the business purposes of the corporation.

4/ To acquire by purchase, by subscription or otherwise, become interested in, deal in, invest in, buy, sell, exchange, assign, transfer, mortgage, pledge or otherwise dispose of all forms of real estate, securities, including stocks, bonds, debentures, notes, evidences of indebtedness, certificates of indebtedness, bills of exchange, acceptances, commercial paper, first mortgages, and other similar instruments and rights, issued or created by corporation, public, quasi-public or private, domestic or foreign, associations, firms, trustees, syndicates, individuals, partnerships, governments, provinces, colonies, states, districts, territories, municipalities, or other political divisions, domestic or foreign of the United States of America; and to deal in and with the same to issue in exchange therefor, or in payment thereof, its own stocks, bonds, or other obligations or securities or otherwise pay therefor; to exercise in respect thereof any and all right to vote thereon for any and all purposes, and to consent or otherwise act with respect thereto.

5/ To enter into and make and perform and carry out contracts of any kind and description made for any lawful purpose without limit as to amount with any person, firm, association or corporation, whether public or private, with

any territory or government or agency thereof, including contracts for the performance of or providing for clerical services, accounting, data processing and internal auditing, credit information, appraising, construction loan inspection and abstracting, development, and administration of personnel benefit programs, including life insurance, health insurance and pension or retirement plans, research, studies and surveys, and advertising services.

6/ To acquire, hold, own and dispose of grants, consignments, franchises, or interest therein; to cause to be formed, merged or reorganized, and to promote and aid in any way permitted by law, the formation, merger or reorganization of any corporation, domestic or foreign, including the right from time to time to merge with or enter into and execute a reorganization with any other corporation or corporations to the full extent and in the manner permitted by law; to enter into contracts of underwriting of the securities of any other corporation, domestic or foreign, and to buy, sell and deal in the same, or any interest therein, and to act as manager of such underwriting agreements; to investigate and report with respect to, and undertake, carry on, assist, and participate in the liquidation and reorganization or consolidation of business concerns, manufacturing concerns, power companies, and other firms, associations and corporations, domestic and foreign, and for all purposes, and to the extent permitted by law; to take over the properties,

manage the affairs and conduct the business of such concerns, firms, associations and corporations, domestic or foreign, and in the course of such business, to acquire and dispose of, deal in, realize upon, or otherwise turn to account all and any negotiable or transferable instruments or securities.

7/ To purchase or otherwise acquire the whole or any part of the property, assets, business and good will of any other person, firm, association, or corporation, and to conduct in any lawful manner the business so acquired and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business.

8/ To develop, improve, operate, buy or sell, acquire, own, operate, mortgage, sell, assign, transfer or otherwise dispose of, trade and deal in and with lands, residences, buildings, warehouses and storage buildings, power plants, power lines, ditches, water rights, hospitals, airports, airways, airlines, restaurants, and any and all facilities in connection therewith.

9/ To acquire, by purchase or otherwise, own, hold, control, dispose of, by sale or otherwise, realize upon or otherwise turn to account, manage, liquidate, or reorganize the properties, assets, business undertakings, enterprises or ventures, or any part thereof, of corporations, domestic or foreign, associations, firms, individuals, syndicates and others, to further and promote the general business interests of any thereof.

10/ To borrow money and have monies borrowed for or in payment for property acquired or for any other objects or purposes of this corporation, or otherwise, in connection with the transaction of any part of its business; to issue bonds, debentures, notes and other obligations, secured or unsecured, and to mortgage, pledge, or hypothecate any or all of its property or assets as security therefor; to loan its own funds with or without security.

11/ To conduct its business in any and all of its premises, and maintain offices, both within the State of Idaho and in all parts of the world.

12/ To do each and everything necessary, suitable, convenient and proper for the accomplishment of any of the purposes or the attainment of any and all of the objects herein enumerated or incident to the powers herein named and which at any time shall appear conducive thereto, or expedient for the protection or benefit of this corporation; to do and perform every kind of business or corporate act permitted by law under Articles of Incorporation of this character, whether or not such business or act is included among the purposes herein specified.

13/ To acquire, retain, deal in and retire its own corporate stock insofar as it is lawful for it so to do.

14/ To carry out all or any part of the foregoing objects as principal, factor, agent, contractor, or otherwise, whether alone or in connection with any person, firm,

association or corporation, and enter into partnership with other corporations, firms, associations, persons, individuals, or others, for the attainment of any of the foregoing objects or purposes, or for any lawful purposes, business or enterprise.

15/ The foregoing clauses should be construed both as objects and powers, and it is hereby expressly provided that the enumeration herein of specific objects, and powers shall not be held to limit or restrict in any way the general powers of this corporation, and it is the intention that the purposes, objects and powers specified in each of the paragraphs of this ARTICLE SECOND of these Articles of Incorporation shall in no way be limited or restricted by reference to or inference from the terms of any other clause or paragraph of this Article, but that each of the purposes, objects and powers specified in this Article, and each of the articles or paragraphs of these Articles of Incorporation, shall be regarded as and for independent purposes, objects and powers.

ARTICLE THIRD

The principal business of this corporation is to be transacted in the ^{P.O. Box 843} City of Sun Valley, County of Blaine, Idaho, hereby designated as its principal place of business and the location and post office address of its registered office in the State of Idaho.

ARTICLE FOURTH

The existence of this corporation shall be perpetual.

ARTICLE FIFTH

The number of Directors of this corporation shall be fixed and may be altered from time to time as may be provided in the By-Laws of the corporation. In the event of any increase in the number of Directors, the additional Directors may be elected by the then qualified and elected Directors, or by the shareholders at an annual or special meeting, as shall be provided in the By-Laws; until the Board of Directors shall increase the number of Directors as provided in this ARTICLE FIFTH, the number of Directors of this corporation shall be two (2), as long as there are only two (2) shareholders, but should there be three (3) or more shareholders, the number of Directors shall initially be three (3).

ARTICLE SIXTH

The total amount of the authorized capital stock of this corporation shall be FIFTY THOUSAND DOLLARS (\$50,000.00), divided into 50,000 shares of common stock of the par value of \$1.00 per share.

ARTICLE SEVENTH

The amount of the capital stock actually subscribed is three (3) shares, by the shareholders, and in the amounts as follows, to-wit:

| | |
|----------------|------------------------|
| MICHAEL SCOTT | 1 share @ \$1.00/share |
| JOHN REYNOLDS | 1 share @ \$1.00/share |
| GOMER A. DAVIS | 1 share @ \$1.00/share |

ARTICLE EIGHTH

The holders of shares of any class of stock of this corporation shall, upon the sale by authorization of the corporation, for cash or shares of the same class, have the right, during a reasonable time to be fixed by the Board of Directors, to purchase such shares in proportion to their respective holdings of shares of such class at such price as may be fixed therefor by the Board of Directors but at not less than par value of such shares.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 12 day of April, 1977.

Michael Scott
John Reynolds
Gomer A. Davis

STATE OF IDAHO)
) ss.
County of Ada)

On this 12 day of April, 1977, before me, the undersigned, a Notary Public in and for said State, personally appeared MICHAEL SCOTT, JOHN REYNOLDS and GOMER A. DAVIS, who acknowledged themselves 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.

(SEAL)

Teri Taggart
Notary Public for Idaho
Residing at Boise, Idaho