

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

M. CAPP MANUFACTURING CO.,

a corporation duly organized and existing under the laws of **Minnesota** 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 **Twenty-fifth** day of **September** 19 **61**, a properly authenticated copy of its articles of incorporation, and on the **25th** day of **September** 19 **61**, a designation of **J. L. Eberle** in the County of **Ada** 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 **25th** day of **September**, A.D. 19 **61**.

Secretary of State.

United States of America.



I, JOSEPH L. DONOVAN, Secretary of State of the State of Minnesota, do hereby certify that the annexed is a full, true and correct photocopy of Articles of Incorporation of M. Capp Manufacturing Co., as filed for record in this office on the 5th day of January, 1955 and recorded in Book Y-13 of Incorporations at page 211 ---

as the same appears of record in this office, and of the whole thereof.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol in St. Paul, this

18th day of September,

A. D. 1961

Joseph L. Donovan
Secretary of State

ARTICLES OF INCORPORATION

g-13,211

OF

M. CAPP MANUFACTURING CO.

We, the undersigned, of full age, for the purpose of forming a corporation under and pursuant to the provisions of Chapter 300 of the Laws of Minnesota, 1933, known as the Minnesota Business Corporation Act, and laws amendatory thereof and supplementary thereto, do hereby associate ourselves as a body corporate and adopt the following Articles of Incorporation.

ARTICLE I.

The name of this corporation shall be M. CAPP MANUFACTURING CO.

ARTICLE II.

The general nature and purpose of this corporation shall be to carry on the business of general contracting; construction work; erection and construction of homes and buildings of every type and kind; repairing and remodeling of buildings and public works of all kinds; the general improvement of real estate; the general wrecking and dismantling of buildings and structures of every kind; to buy and sell and deal in lumber, iron and metals, scrap, new and used building materials of every kind and nature, together with the buying and selling of salvage of every kind and description; to conduct and carry on the business of manufacturing when necessary; to buy and sell goods,

4-13, 212

wares and merchandise of every kind and description, together with the buying and selling of new and used personal property; and the doing of any and all other business and contracting incidental thereto or in connection therewith, and the doing and performing of any and all acts or things necessary, proper or convenient which are incidental to the furtherance of the carrying out of the powers or purposes herein mentioned, including the right to own, buy, lease, or otherwise acquire real estate; to issue debentures, bonds, obligations and securities of all kinds, and to frame, constitute, and secure the said debentures, bonds, obligations and securities, as may seem expedient, and to charge or secure the same by trust deed or otherwise, on the undertaking of the company or upon any specific property rights, present and future, of the company, or otherwise; to secure the same by mortgage, pledge, deed of trust; to hold, sell and transfer the shares of its own capital stock, provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital, and provided, further, that shares of its own capital stock belonging to it shall not be voted either directly or indirectly; to acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, including chemical formulas, copyrights, trade-marks and trade names relating to the business of this corporation or useful in connection with such business; and, in general, to carry on any other business or enterprise in connection with the foregoing, whether

4-13, 213

retail, wholesale, manufacturing or otherwise. The foregoing shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific power shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III.

Its duration shall be perpetual.

ARTICLE IV.

The location and post office address of its registered office in this State is 1143 Dupont Avenue North, in the City of Minneapolis, County of Hennepin, State of Minnesota.

ARTICLE V.

The amount of stated capital with which this corporation will begin business exceeds ONE THOUSAND DOLLARS (\$1,000.00).

ARTICLE VI.

The total authorized capital stock of this corporation shall be THREE HUNDRED THOUSAND DOLLARS (\$300,000.00), which said capital stock shall be paid in by money or property, or both, in the manner and at such times and in such amounts as the Board of Directors shall order. The relative rights, voting powers, preferences and restrictions which shall attach to the shares of stock of this corporation, and the authorized shares of stock of this corporation, and their value, are as follows:

3-13, 214

Subdivision 1. Five Hundred (500) shares of Class "A" common stock of the par value of One Hundred Dollars (\$100.00) per share, aggregating Fifty Thousand Dollars (\$50,000.00).

Subdivision 2. Two Thousand Five Hundred (2,500) shares of Class "B" common stock of the par value of One Hundred Dollars (\$100.00) per share, aggregating Two Hundred Fifty Thousand Dollars (\$250,000.00).

The total authorized number of shares without par value is none.

ARTICLE VII.

Except as otherwise expressly provided by law, the Class "B" common stock shall have absolutely no voting power, nor shall the holders thereof, as such, be entitled to notice of meetings of shareholders; all rights to vote and all voting power being vested exclusively in the holders of Class "A" common stock. At all elections, each of the outstanding shares of Class "A" common stock, except such shares as may be held in the treasury of the corporation, shall entitle the holder thereof to one vote at all meetings of the shareholders; that the management and control of said corporation shall be vested exclusively in the holders of Class "A" common stock.

That in the event of any liquidation, dissolution, or winding up of the affairs of the corporation, whether voluntary or involuntary, the holders of Class "B" common stock shall be paid in full, the par value of said shares. After such payment to the holders of Class "B" common shares, the holders of Class "A" common shares shall be entitled to payment in full, the par value of their shares. The remaining assets and funds of the corporation,

27-13, 215

if any, shall be distributed pro-rata among the holders of Class "A" and Class "B" common shares of this corporation, share and share alike.

In all other respects, Class "A" and Class "B" common stock shall be identical except as otherwise provided for herein.

This corporation shall have and does hereby retain a first lien on the stock of its shareholders and upon all dividends due thereon, for any indebtedness by such shareholders to this corporation.

ARTICLE VIII.

The name and post office address of each of the incorporators is:

MARTIN CAPP	2020 Edgumbe Road	St. Paul, Minnesota
ESTHER MAE CAPP	2020 Edgumbe Road	St. Paul, Minnesota
JOSEPH N. SILBERMAN	1784 Hampshire Ave.	St. Paul, Minnesota

ARTICLE IX.

The names, post office addresses and terms of office of the directors are:

MARTIN CAPP	2020 Edgumbe Road, St. Paul, Minn.	One Year
ESTHER MAE CAPP	2020 Edgumbe Road, St. Paul, Minn.	One Year
JOSEPH N. SILBERMAN	1784 Hampshire Ave., St. Paul, Minn.	One Year

ARTICLE X.

The business of this corporation shall be managed by a Board of Directors consisting of not less than three (3) directors nor more than seven (7) directors, who shall be elected and appointed by the shareholders, and said directors need not be shareholders in this corporation.

7-13, 216

IN TESTIMONY WHEREOF, We have hereunto set our hands
and seals this 3rd day of January, 1955.

Signed, Sealed & Delivered
in Presence of:

Martin Capp
MARTIN CAPP

William Garland

Esther Mae Capp
ESTHER MAE CAPP

James V. Raygo

Joseph N. Silberman
JOSEPH N. SILBERMAN

STATE OF MINNESOTA)
COUNTY OF HENNEPIN) SS.

On this 3rd day of January, 1955, before me, a Notary
Public within and for said County, personally appeared MARTIN
CAPP, ESTHER MAE CAPP, and JOSEPH N. SILBERMAN, to me known to
be the persons named in and who executed the foregoing Articles
of Incorporation, and each acknowledged this to be of their
own free act and deed for the purposes and uses therein expressed.

Samuel Saltzman
SAMUEL SALTZMAN

Notary Public, Hennepin County, Minn.
My Commission expires May 6, 1959.

(NOTARIAL SEAL)

STATE OF MINNESOTA
DEPARTMENT OF STATE

I hereby certify that the within
instrument was filed for record in this
office on the 5 day of Jan
A.D. 1955, at 2 o'clock P.M.
and was duly recorded in Book 7-13
of Incorporations, on page 211.

Joseph L. Donovan
Secretary of State

APPROVED
INDEXED
FILED
DELETED