



## 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

**HALDEMAN & WILLIAMSON, INCORPORATED**

was filed in the office of the Secretary of State on the **Twenty-third** day of **April** A.D. One Thousand Nine Hundred **Sixty-five** 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 **McCall,** in the County of **Valley.**

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 **23rd** day of **April**, A.D., 19**65**.

**ARNOLD WILLIAMS**  
**Secretary of State**

By Deputy

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
HALDEMAN & WILLIAMSON, INCORPORATED  
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1 KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, be-  
2 ing natural persons of full age and citizens of the United States,  
3 in order to form a corporation for the purposes hereinafter stated,  
4 under and pursuant to the provisions of the general corporation laws  
of the State of Idaho and the acts amendatory thereof and supplemen-  
tal thereto, do hereby certify as follows:

5 ARTICLE I

6 The name of the corporation is "HALDEMAN & WILLIAMSON, INCOR-  
7 PORATED".

8 ARTICLE II

9 The corporation is to have perpetual existence.

10 ARTICLE III

11 The location and Post Office address of the registered office  
12 of the corporation is McCall, Valley County, Idaho.

13 ARTICLE IV

14 The corporation is authorized to issue one class of shares of  
15 capital stock to be designated as common stock.

16 The total number of par value shares authorized to be issued  
17 is two hundred fifty (250) shares of the par value of One Hundred  
18 Dollars (\$100.00) per share. The aggregate par value of said au-  
19 thorized shares is Twenty Five Thousand Dollars (\$25,000.00). Trans-  
fer of said shares of stock is restricted under a Shareholders A-  
greement which agreement shall be on file at the registered office  
of the corporation and shall be referred to on all issued stock cer-  
tificates of the corporation.

20 ARTICLE V

21 The purposes for which the corporation is formed are:

22 (a) To develop real estate including buildings and improve-  
23 ments of all kinds whatsoever thereto and thereon; to construct,  
24 repair, and maintain all types of buildings and improvements to  
25 land; and to make, perform, and carry out contracts of every kind  
and description made for any lawful purpose in connection with the  
foregoing.

26 (b) To purchase, lease and otherwise acquire, hold, operate  
27 mortgage, convey and otherwise dispose of all kinds of property,  
28 both real and personal, both in the State of Idaho and in all other  
29 states; territories and dependancies of the United States; to pur-  
30 chase the good will, business and all other property of any indi-  
31 vidual, firm or corporation as a going concern and to assume all  
32 its debts, contracts and obligations providing said business is au-  
thorized by the powers herein conferred.

31 (c) To own, acquire, build, construct or repair buildings for  
32 rental and business purposes and to operate, handle and conduct the

1 same as and for rental and business purposes; to own, acquire or  
2 purchase any and all kinds of real or personal property of whatsoever kind or nature to be used in connection with or for any of the  
3 purposes of this corporation.

4 (d) To lend, or advance money or to invest money in any corporation, business, association or individual wherever situated or  
5 located, with or without security as directed or authorized by the  
6 Board of Directors of this corporation.

7 (e) To borrow money in the purchase or acquisition of property, business rights or franchises or for additional working capital  
8 or for any other object in or about its business or affairs and without limit of amount; to incur debts and to raise, borrow and  
9 secure the payment of money in any lawful manner including the issue and sale or other disposition of bonds, warrants, debentures,  
10 obligations, negotiable and transferable instruments and evidences  
11 of indebtedness of all kinds whether secured by mortgage, pledge, deed of trust or otherwise.

12 (f) To enter into, make and perform and carry out contracts of every sort and kind with any person, firm, association or corporation, municipality, body politic, country, territory, state, government or colony or dependency thereof and without limit as to amount; to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or transferable instruments or evidences of indebtedness, whether secured by mortgage or otherwise, so far as may be permitted by the laws of the State of Idaho.

13 (g) To endorse, guarantee and secure the payment and satisfaction of the bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, evidences of indebtedness and shares of capital stock of other corporations and also to guarantee the payment or satisfaction of the dividends on shares of the capital stock of other corporations as far as and to the extent that the same may be permissible under the laws relating to domestic corporations of the State of Idaho.

14 (h) To purchase and otherwise acquire any and all letters patent and similar rights guaranteed by the United States or any other country or government, licenses and the like, or any other interests therein or any inventions which may seem capable of being used for or in connection with any of the objects or purposes of said corporation and to use, develop, sell and grant licenses in respect to or other interest in the same and otherwise turn the same to account.

15 (i) To purchase, sell, acquire or otherwise become interested in any stocks, bonds, mortgages, debentures, notes, commercial papers, subscription warrants, voting trust certificates and other securities, choses in action, evidences of indebtedness or other obligations of any nature, whether of domestic or foreign corporations, bodies politic, associations, firms, syndicates or individuals, and whether by purchase, investment, underwriting, by original subscription, participation in syndicates with others or otherwise and irrespective of whether or not such securities are fully paid or subject

1 to further payment whether with a view to investment or for resale  
2 or for any other legal and lawful purpose.

3 (j) To organize or cause to be organized under the laws of  
4 the State of Idaho, or any other state, district, territory, pro-  
5 vince or government, a corporation or corporations for the purpose  
6 of accomplishing any or all of the objects for which this corpora-  
7 tion is organized and to dissolve, wind up, liquidate, merge or con-  
8 solidate any such corporation or corporations or to cause the same  
9 to be dissolved, wound up, liquidated, merged or consolidated.

10 (k) To do each and all things herein set forth to the same  
11 extent and as fully as natural persons might do or could do in the  
12 State of Idaho, or in any other state, country or place.

13 (l) In general, but in connection with the foregoing, said  
14 corporation shall have and exercise all the powers conferred by the  
15 laws of the State of Idaho, upon business corporations, it being  
16 hereby expressly provided that the foregoing enumeration of specif-  
17 ic purposes shall not be held to limit or restrict in any manner  
18 such general powers.

19 (m) To do each and every thing necessary, suitable or proper  
20 for the accomplishment of any of the purposes or the attainment of  
21 any one or more of the objects herein enumerated, or which shall at  
22 any time appear conducive to or expedient for the protection or  
23 benefit of this corporation.

24 (n) In general, to carry on any other lawful business whatso-  
25 ever in connection with the foregoing or which is calculated, dir-  
26 ectly or indirectly, to promote the interest of the corporation or  
27 to enhance the value of its properties, and to perform other acts  
28 which may be incidental to the proper carrying on of said business.

29 (o) To acquire, hold, sell, re-issue, or cancel any shares  
30 of its own capital stock, provided, however, that this corporation  
31 may not use any of its funds or property for the purchase of its  
32 own common stock when such use would cause any impairment of the  
33 capital of this corporation, and provided, further, that the shares  
34 of its own capital stock belonging to this corporation shall not be  
35 voted directly or indirectly.

## ARTICLE VI

25 The names and Post Office addresses of the incorporators and  
26 first Board of Directors of this corporation, each of whom is a  
27 natural person of full age and a citizen of the United States of  
28 America, and the number of shares subscribed by each are as follows:

29	NAME	POST OFFICE ADDRESS	SHARES
30	Robert V. Williamson	McCall, Idaho	50
31	Jesse J. Haldeman	McCall, Idaho	50
32	Sheldon D. Haldeman	McCall, Idaho	50

## ARTICLE VII

The directors of this corporation shall be shareholders.

## ARTICLE VIII

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the corporation.

## ARTICLE IX

A voluntary sale, lease or exchange of all of the property and assets of the corporation, including its good-will and its corporate franchises, may be made by the Board of Directors upon such terms and conditions as it may deem expedient and for the best interests of the corporation.

## ARTICLE X

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in, or are Directors or officers of, such other corporation; any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any Director of the corporation who is also a director or officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or of such transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

## ARTICLE XI

The Board of Directors is expressly authorized to repeal and amend the By-Laws of the corporation and to adopt new By-Laws, and the corporation reserves the right to amend, alter, change or repeal, any provision contained in these Articles of Incorporation, in the manner now, or hereafter, prescribed by law, by a majority vote of the shareholders or at any meeting duly called for that purpose, except where the laws of the said State of Idaho otherwise provide.

IN WITNESS WHEREOF, We, the undersigned, constituting the incorporators of this corporation, have executed these Articles

1 of Incorporation this 21st day of April, 1965.

2 Jesse J. Haldeman  
3 Jesse J. Haldeman

2 Sheldon D. Haldeman  
3 Sheldon D. Haldeman

4 Robert V. Williamson  
5 Robert V. Williamson

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7  
8 STATE OF IDAHO )  
9 County of Valley ) ss.

10 On this 21st day of April, 1965, before me, the under-  
11 signed, a Notary Public for Idaho, personally appeared JESSE J.  
12 HALDEMAN, SHELDON D. HALDEMAN, and ROBERT V. WILLIAMSON, known to me  
13 to be the persons whose names are subscribed to the foregoing in-  
strument, and acknowledged to me that they executed the same.

14 IN WITNESS WHEREOF, I have hereunto set my hand and affixed  
15 my official seal the day and year in this Certificate first before  
16 written.

17 Tom W. Clark  
18 Notary Public for Idaho  
19 Residing at McCall, Idaho  
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