

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

ECKEL INDUSTRIES, INC.

was filed in the office of the Secretary of State on the **Fourth** day
of **December**, A.D. One Thousand Nine Hundred **Sixty-two** and
duly recorded on Film No. **121** 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

Coeur d'Alene

in the County of

Kootenai

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 **4th** day of **December**,
A.D., 19 **62**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

ECKEL INDUSTRIES, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, natural persons and full-age citizens of the United States, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and to that end we do hereby certify and agree to and do adopt the following Articles of Incorporation:

FIRST: That the name of this corporation is and shall be

ECKEL INDUSTRIES, INC.

SECOND: The location and post office address of the principal office of this corporation within the State of Idaho, subject to change by the Board of Directors, is 326 Wiggett Building, P.O. Box 488, Coeur d'Alene, County of Kootenai, State of Idaho; that other offices of the corporation may be established and maintained within or without the State of Idaho, at such places as the Board of Directors may designate, where meetings of stockholders and directors may be held and corporate business transacted.

THIRD: To objects and purposes for which this corporation is formed, the nature of the business proposed to be transacted and conducted by it, and its powers are or shall be as follows:

(a) To engage in, conduct and carry on for profit, either as principal, agent, licensee, joint adventurer, or in any capacity whatever, the general business of manufacturing, assembling, servicing, marketing, dealing in, leasing and rental of machinery, apparatus, instruments, devices, appliances and equipment of every nature, kind and description; to acquire, hold, use or sell patent rights, privileges, licenses, trade - marks or trade names relating to the same and to sell rights and grant licenses under any United States letters patent which may be acquired by the

said corporation; to acquire by purchase or otherwise, own, lease, hold, improve and utilize any and all kinds of real and personal property necessary, convenient or useful in carrying on said business, and to do any and all things necessary, convenient or useful in carrying on said business, and to do any and all things necessary, convenient or believed by the directors or officers of this corporation advisable in the conduct and carrying on of said business.

(b) To have succession by its corporate name, perpetually or until dissolved and its affairs wound up according to law;

(c) To sue and be sued in any court of law or equity;

(d) To make all manner of contracts and to adopt for use a corporate seal.

(e) To take, hold, use, and improve and to sell, lease, rent, pledge, mortgage or otherwise dispose of or encumber any and all classes of property whatsoever; to purchase or acquire from any of its directors or stockholders, any properties, interests, shares or stocks or other assets which the Board of Directors may deem it advisable to acquire, and to pay for the same in the stock of the corporation or by cash or transfer of property of the corporation; the power to hold real and personal property shall include the power to take the same by devise or bequest in this state or in any other state, territory or country;

(f) To appoint such officers and agents, as the affairs of the corporation may seem to require and to allow them suitable compensation.

(g) To make By-Laws not inconsistent with the constitution and laws of the United States or this State, for the management, regulation and government, of its affairs and property, and for the transfer of its stock, the transaction of its business, and the calling and holding of meetings of its directors and stockholders;

- (h) To wind up and dissolve itself or to be wound up and dissolved in the manner provided by law;
- (i) To borrow money and contract debts when necessary or convenient for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose; and to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidence of indebtedness payable at specific time or times or payable upon the happening of a specific event or events, secured by mortgage, pledge or otherwise, or unsecured, for money borrowed or in the payment for property purchased or acquired, or for any other lawful objects;
- (j) To purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of stock or any bonds, securities, or evidence of indebtedness created by any other corporation or corporations of this State or any other State or government, and while owner of such stock to exercise all the rights, powers, and privileges of ownership including the right to vote the same;
- (k) To purchase, hold, sell, and transfer shares of its own capital stock and use therefor, its capital, capital surplus, surplus or other property or funds; provided that the corporation shall not use such funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of the capital of the corporation, and provided further, that shares of its own capital stock belonging to the corporation shall not be voted upon, directly or indirectly, nor counted as outstanding for the purpose of computing any stockholders' quorum or vote;
- (l) To purchase or otherwise acquire any and all letters patent and similar rights granted by the United States or any other country or government, licenses and the like, or any interests therein or the applications therefor, or any inventions which may seem capable of

being used for or in connection with any of the objects or purposes of this corporation, and to use, develop, sell and grant licenses in respect to the same.

(m) To have office and conduct all or any part of the business of this corporation in other state s of the United States, the territories and possessions of the United States and in foreign countries.

(n) To do all and everything necessary, suitable, or proper for the accomplishment of any of the purposes, and objects hereinbefore enumerated, either alone or in association with other corporations, firms, and individuals, as principals, agents, brokers, contractors, trustees, or otherwise, and in general to engage in any and all lawful business that may be necessary or convenient in carrying on the business of said corporation, and for the attainments appertaining thereto; and to do any and every other act or acts, thing, or things, incidental to, growing out of, or connected with said business, or any part or parts thereof.

(o) The objects and powers specified in any paragraph or clause hereof shall, except where otherwise expressed herein, be in no wise limited or restricted by reference to or inference from the terms of any other clause or paragraph herein, but the several objects and powers specified herein shall be regarded as independent objects and powers, any and all of which may at any time be undertaken and availed of by this corporation.

FOURTH: The authorized capital stock of this corporation shall be Twenty Five Thousand Dollars (\$25,000.00), consisting of Twenty Five Thousand shares of non-assessable common stock, having a par value of One Dollar per share.

FIFTH: The period of existence and duration of the life of this corporation shall be perpetual;

SIXTH: The management and affairs of the corporation shall be vested in and conducted by a board of directors which shall consist of three persons, provided, however, that the number of directors on said board may be increased or decreased by a majority resolution of said board, but in no event shall the board have less than three members; such board of directors shall be elected at the annual meeting of the stockholders, and such directors shall hold office for one (1) year or until their respective successors are elected and qualified. Until the first annual meeting and until their successors are elected and qualified, the following named persons shall constitute the board of directors, to-wit:

Eugene F. Eckel	17860 Bruce Avenue, Los Gatos, California.
Della Marie Eckel	17860 Bruce Avenue, Los Gatos, California.
H.S. Sanderson	1221 Ash Avenue, Coeur d' Alene, Idaho.

The board of directors shall have power to fill vacancies occurring in their number. Directors shall be stockholders in this corporation.

The said board of directors shall elect annually immediately following the annual meeting of stockholders, a president, one or more vice presidents, a secretary and a treasurer of this corporation. Said last two offices may be combined in the same person. The officers so elected shall hold office for a period of one year or until their successors are elected and qualified. Only the president and vice president need be stockholders and members of the board of directors of this corporation;

SEVENTH: That the names and post office addresses of each of the incorporators of this corporation and the number of shares of stock actually subscribed and paid for by each thereof is as follows:

<u>Name</u>	<u>Address</u>	<u>Number of Shares Subscribed and Paid For.</u>
Eugene F. Eckel	17860 Bruce Avenue, Los Gatos, Calif.	1
Della Marie Eckel	17860 Bruce Avenue, Los Gatos, Calif.	1
H.S. Sanderson	1221 Ash Avenue, Coeur d' Alene, Idaho.	1

IN WITNESS WHEREOF, we have hereunto set our hands and seals
on this 28th day of November, 1962.

Eugene F. Eckel
Della Marie Eckel
H.S. Sanderson

STATE OF Idaho)
County of Kootenai) ss

On this 28th day of November, 1962, before me, the
undersigned Notary Public, in and aforesaid said State, personally appeared
Eugene F. Eckel and Della Marie Eckel, both of Los Gatos, California,
known to me to be the persons whose names are subscribed to the within
instrument and they duly acknowledged to me that they executed the same
freely and voluntarily for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
official seal at Coeur d'Alene, Idaho, the day and year in this certificate
first above written.

James W. F. McManis
Notary Public for the State of Idaho
Residing at: Coeur d'Alene
My commission expires: 1966

STATE OF IDAHO)

County of Kootenai)

On this 28th day of November, 1942 before me, the under-

IN WITNESS WHEREOF, I have hereunto set my hand and affixed

Wt: M Wunglun

Notary Public in and for the State of Idaho.

Residing at Coeur d' Alene, Idaho.

My commission expires: 1 9 6 6