

# State of Idaho

## Department of State.

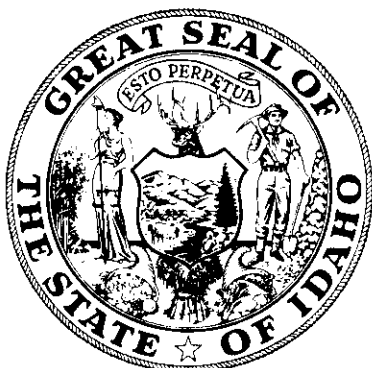
### CERTIFICATE OF AUTHORITY OF

DEPENDABLE JANITORIAL SERVICES, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of DEPENDABLE JANITORIAL SERVICES, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to DEPENDABLE JANITORIAL SERVICES, INC. to transact business in this State under the name DEPENDABLE JANITORIAL SERVICES, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated March 4, 19 82.



*Pete T. Cenarrusa*  
SECRETARY OF STATE

*Penny Givosa*  
Corporation Clerk

## APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is DEPENDABLE JANITORIAL SERVICES, INC.
2. \*The name which it shall use in Idaho is DEPENDABLE JANITORIAL SERVICES, INC.
3. It is incorporated under the laws of the State of Utah
4. The date of its incorporation is December 20, 1978 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 1411 North State, No. 8, Orem, Utah, 84057
6. The address of its proposed registered office in Idaho is 300 North 6th Street  
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:  
To engage in building maintenance, janitorial, window cleaing, and watchman service; and to buy, sell, and otherwise deal in and with janitorial supplies necessary or useful in such services. To engage in the business of supplying linen to hotels, restaurants, and other business associations. To manufacture buy, sell, and deal in and with aprons, coats, napkins, tablecloths, and other linen of every kind and description. SEE SCHEDULE "A"
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Edward G. Norton</u>	<u>Director/President</u>	<u>451 North 150 East, Orem, Utah 84057</u>
<u>Robert M. Bromley</u>	<u>Director/Vice-Pres.</u>	<u>189 North 1700 South, Orem, Utah 84057</u>
<u>Karlyn F. Norton</u>	<u>Director/Sec-Treas.</u>	<u>451 North 150 East, Orem, Utah 84057</u>
9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
50,000	common	NO PAR VALUE

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
2,000	common	NO PAR VALUE

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated February 22, 1982

DEPENDABLE JANITORIAL SERVICES, INC.

By Edward G. Norton  
EDWARD G. NORTON

Its President

and

Kathryn J. Norton  
Its Secretary

STATE OF UTAH )  
COUNTY OF UTAH ) ss:

I, \_\_\_\_\_, a notary public, do hereby certify that on this 22nd day of February, 1982, personally appeared before me EDWARD G. NORTON, who being by me first duly sworn, declared that he is the President of DEPENDABLE JANITORIAL SERVICES, INC.

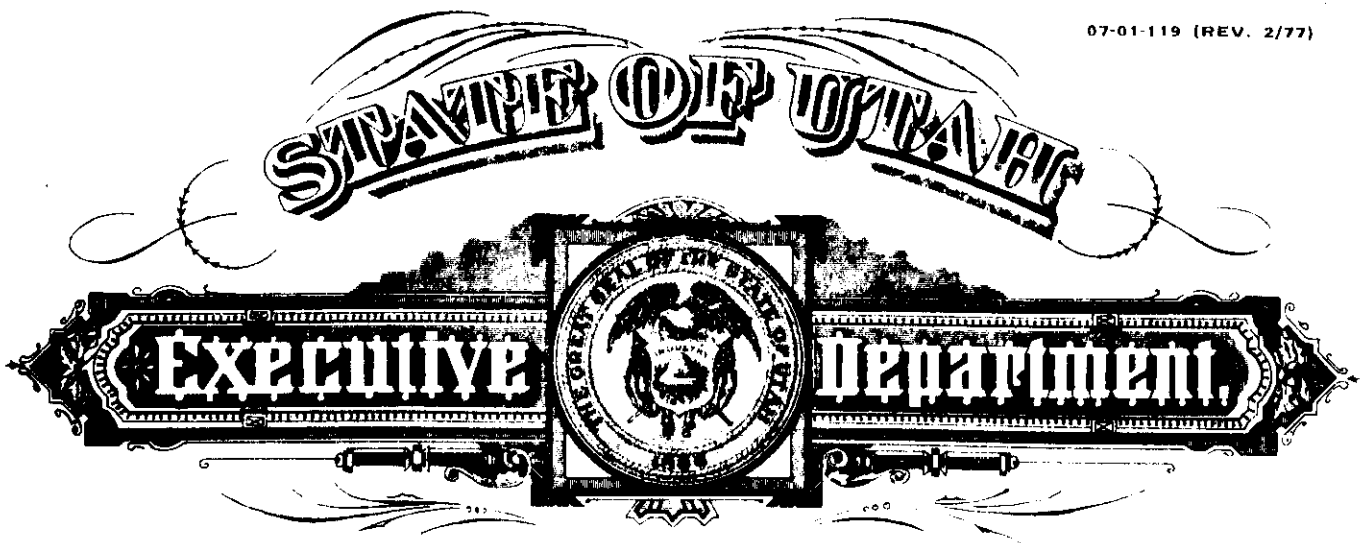
that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

Residing at: Provo, UT My Commission Expires: July 20, 1985

\*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

## Schedule "A"

To engage in the general business of rug and carpet service and maintenance of all types and description, including shampooing, cleaning, repairing, weaving, re-laying, dyeing, and demoting, and to carry on and conduct any business incidental thereto.



Office of Lt. Governor/Secretary of State

I, DAVID S. MONSON, LT. GOVERNOR/SECRETARY OF STATE OF THE STATE OF UTAH, DO HEREBY CERTIFY THAT the attached is a full, true and correct copy of the Articles of Incorporation of DEPENDABLE JANITORIAL SERVICES, INC. a Utah Corporation filed with this office on December 20, 1978.

AS APPEARS OF RECORD IN MY OFFICE.

File #080030

IN WITNESS WHEREOF, I have  
hereunto set my hand and affixed the  
Great Seal of the State of Utah at Salt  
Lake City, this 19<sup>th</sup> day of  
February A.D. 1982.

*David S. Monson*

LT. GOVERNOR/SECRETARY OF STATE

FILED in the office of the Lt. Gov./Sec.  
State of the State of Utah, on the 20th  
day of December, 1978

DAVID S. MONSON  
Lt. Gov./Sec. of State

Deputy Clerk

Fees

50.00

SUMSION & PARK  
ATTORNEYS AT LAW  
80 NORTH 100 EAST  
P. O. BOX 1266  
PROVO, UTAH 84601  
Telephone 375-1920

## ARTICLES OF INCORPORATION

OF

DEPENDABLE JANITORIAL SERVICES, INC.

80030

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the Utah Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

### ARTICLE I CORPORATE NAME

The name of the corporation is Dependable Janitorial Services, Inc.

### ARTICLE II PERIOD OF DURATION

The corporation shall have perpetual succession by its corporate name and shall exist until it is dissolved according to law.

### ARTICLE III CORPORATE PURPOSES

The purposes for which the corporation is organized are:

1. To engage in building maintenance, janitorial, window cleaning, and watchman service; and to buy, sell, and otherwise deal in and with janitorial supplies necessary or useful in such services.
2. To engage in the general business of rug and carpet service and maintenance of all types and description, including shampooing, cleaning, repairing, weaving, re-laying, dyeing, and demoting, and to carry on and conduct any business incidental thereto.
3. To engage in the business of supplying linen to hotels, restaurants, and other business associations. To manufacture, buy, sell, and deal in and with aprons, coats, napkins, tablecloths, and other linen of every kind and description.
4. To acquire by purchase, lease, manufacture, or otherwise, any personal property deemed necessary, useful or convenient in the equipment, furnishing, improvement, development or management of any real or personal property, at any time owned, held, or occupied by the corporation; to invest, trade and deal in any personal property deemed beneficial to the corporation; and to encumber or dispose of any personal property at any time owned or held by the corporation.

5. To manufacture, purchase, or otherwise acquire, own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of goods, wares, merchandise, and real and personal property of every class and description, to invest, trade, deal in and deal with any and all such property.

6. To enter into, make and perform contracts of every kind, for every lawful purpose, without limit as to amount.

7. To acquire by purchase, lease, or otherwise the good will, business, property, assets, franchises and rights, in whole or in part, of any person, firm, association or corporation, and to assume all or any of the liabilities thereof and pay for the same in cash or with the stock of this corporation or its debentures, bonds, or otherwise; and to hold, maintain, operate and conduct, as well as in any manner dispose of, the whole or any part of the property so acquired, but always in accordance with and subject to law.

8. To borrow money and contract debts when necessary for the transaction of the business of the corporation and for the exercise of its corporate rights or franchises and for any of the purposes of the corporation; also to issue bonds, promissory notes, bills of exchange, debentures and other obligations in evidence of indebtedness, payable at specific time or times or payable upon the happening of a specified event or events, and when necessary to secure the same or any part thereof by real estate or chattle mortgage, pledge, assignment or otherwise, for money borrowed or goods purchased or for payment of property purchased or acquired, or for any other lawful obligation; also to issue, sell, and dispose of certificates of investment or participation certificates.

9. To loan the funds of the corporation upon notes, bonds, mortgages, deeds of trust, debentures or other securities, or upon any property, real, personal, mixed or otherwise.

10. To do each and everything necessary, suitable, or proper for the accomplishment of any of the purposes or the attainment of any one or more of the purposes herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of the corporation.

11. To do each and all things above set forth to the same extent and as fully as natural persons might or could do in this state or in any other state, country, or place.

12. The foregoing provisions shall be construed both as purposes and powers and shall in no wise be limited or restricted by reference to, or inference from, the terms of any other provision in this or any other article; and it is hereby expressly provided that the foregoing provisions shall not be held to limit or restrict in any manner the powers of the corporation conferred by the laws of the State of Utah upon corporations formed thereunder, and the corporation shall have and may exercise all of the powers conferred upon it by law.

ARTICLE IV  
AUTHORIZED SHARES

The aggregate number of 50,000 shares which the corporation shall have authority to issue is FIFTY THOUSAND SHARES of the no par value each. The shares of the corporation shall be non-assessable.

ARTICLE V  
PAYMENT OF CAPITAL BEFORE COMMENCING BUSINESS

The corporation shall not commence business until consideration of the value of at least One Thousand Dollars (\$1,000.00) has been received for the issuance of shares.

ARTICLE VI  
PRE-EMPTIVE RIGHTS OF SHAREHOLDERS

The pre-emptive right of shareholders to acquire additional or treasury shares of the corporation shall be denied in all respects.

ARTICLE VII  
REGISTERED OFFICE AND AGENT

The address of the corporation's initial registered office shall be 671 North State, Orem, Utah 84057. The corporation's initial registered agent at such address shall be Edward G. Norton.

ARTICLE VIII  
BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is three, provided, however, that the number may be changed by resolution of the Board of Directors to any number between three and seven inclusive. The members of the Board of Directors need not be stockholders of the corporation. The names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Edward G. Norton	472 North 250 East Orem, Utah 84057
Robert M. Bromley	189 North 1700 South Orem, Utah 84057
Karlyn F. Norton	472 North 250 East Orem, Utah 84057

The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Edward G. Norton	472 North 250 East Orem, Utah 84057



Robert M. Bromley

189 North 1700 South  
Orem, Utah 84057

Karlyn F. Norton

472 North 250 East  
Orem, Utah 84057

ARTICLE IX  
REGULATION OF INTERNAL AFFAIRS

Provisions for the regulation of the internal affairs of the corporation are to be found in the by-laws of the corporation. No shares of the corporation shall be sold, hypothecated, encumbered or transferred to any person, including a person already a shareholder, unless the written consent of the owners of at least seventy-five percent of the issued and outstanding shares of the corporation first consent thereto in writing filed with the corporate records, or unless the shareholders desiring to encumber or dispose of such shares shall first offer to encumber or dispose of the same to the other shareholders of the corporation under the same terms and conditions offered by a bona fide prospective lender or purchaser. Such offer shall be made in writing and shall set forth the price and terms and be sent by certified mail or delivered personally to each shareholder at the address listed on the corporation books. Shareholders shall be entitled to accept such offer in proportion to the number of shares of the corporation owned. If any shareholders entitled to accept such offer fails to accept the same, the other shareholders may accept such offer proportionately. If all the shareholders entitled to purchase of any such shares elect not to do so, the corporation may purchase such shares as treasury stock. The right to transfer or encumber such shares shall not exist until all existing shareholders and the corporation refuse the offer or fail for a period of thirty days after receipt of the written offer to accept the same by compliance with the terms therein set forth. Any attempt to encumber or sell shares of the corporation in contravention of the foregoing provisions shall be null and void, and no transfer shall be made on the books of the corporation or otherwise. These provisions shall bind the shareholders of the corporation, their personal representatives, heirs, successors, and assigns, and shall apply to the initial issue of shares of the corporation as well as to any subsequent issue thereof.

ARTICLE X  
SMALL BUSINESS STOCK ELECTION

Election is made under the provisions of Section 1244 of the Internal Revenue Code, 1954, qualifying TEN THOUSAND shares of capital stock of the corporation as Section 1244 Small Business Stock. This election provides the shareholders the right to treat the shares of stock of this corporation, (issued under this election), if the same become worthless, as an ordinary loss rather than a capital loss for tax purposes.

DATED: November 15, 1978

Edward G. Norton  
EDWARD G. NORTON

Robert M. Bromley  
ROBERT M. BROMLEY

Karlyn F. Norton  
KARLYN F. NORTON

STATE OF UTAH

COUNTY OF UTAH

I, Mary M. Robinson, a Notary Public, hereby certify that on November 15, 1978, personally appeared before me, Edward G. Norton, Robert M. Browmley and Karlyn F. Norton, who being by me first duly sworn, severally declare that they are the persons who signed the foregoing document as incorporators and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal November 15, 1978.

Mary M. Robinson  
Notary Public

Residing at: Orem, Utah

My Commission Expires: January 20, 1980