



Department of State.

CERTIFICATE OF INCORPORATION

LOUIS L. CLAFF
~~JAMES H. HARRIS~~, 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

PHIL, INCORPORATED

was filed in the office of the Secretary of State on the **Twenty-sixth** day of **May** A.D. One Thousand Nine Hundred **Sixty-six** and ~~will be~~ duly recorded on ~~XXXXXX~~ 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 **Boise** 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 **26th** day of **May**, A.D., 19**66**.

Secretary of State.

ARTICLES OF INCORPORATION

PEM, INCORPORATED

ARTICLE I.

Corporate Name.

The name of this Corporation shall be "Pem, Incorporated."

ARTICLE II.

Principle Office & Registered Agent.

The principle office of the Corporation in the State of Idaho, is at Kellogg, County of Shoshone, State of Idaho. The registered agent at this address is DONALD D. RUMPEL. Corporate mail is to be addressed to said agent at Post Office Box 898, Kellogg, Idaho.

ARTICLE III.

Corporate Duration.

The Corporation shall have perpetual existence, unless sooner dissolved by lawful act of the Corporation or by reason of law.

ARTICLE IV.

Corporate Purposes.

The purposes for which this Corporation is organized are:

1. To engage in a general profit making business from the manufacturing and marketing of plastic products and others of every kind and nature and wherever the same may be situated, whether within or without the United States.
2. To purchase, locate, lease or otherwise acquire: interests in real property, buildings, materials and supplies, requisite necessary to the construction, moving or revamping of buildings located on or off real estate.
3. To sell, lease or otherwise transfer and dispose of real property or interest therein, together with all appurtenances or acquisition which may be located on or about or connected to or used with any Corporate real property or interest therein.
4. To construct, carry-out, maintain, improve, manage, work, control and superintend, any roads, ways, reservoirs, water courses,

aqueducts, public utilities, or other works and conveniences which may seem necessary, convenient or incidental to any object of the Company and to contribute to, subsidize or to otherwise aid or take part in such operations.

5. To hypothecate, exchange, encumber, transfer or carry on any transaction with or concerning real and personal property which will forward the purposes of the Corporation.

6. To hire and retain such salaried or hourly employees, including the Incorporators, as may be convenient or necessary to the carrying out of these purposes.

7. To issue stock and stock certificates in the proposed Corporation and to market or trade the same; and to enter into any financial arrangements convenient to these purposes, including the public sale of stock, floating of debentures, borrowing of money, purchase of another corporation or such corporation's stock, purchase of private or public debentures; and to form subsidiary Corporations or enter merger agreements as may be considered convenient by the Corporation.

ARTICLE V.

Capital Stock.

The capital stock of this Corporation shall be of one class, non-assessable, issuable as follows:

1. The total authorized number of shares shall be FIFTY THOUSAND (50,000), with a par value of ONE (\$1.00) DOLLAR, lawful money of the United States of America, aggregating a dollar value Corporate capitalization in the sum of FIFTY THOUSAND (\$50,000.00) DOLLARS.

2. Each share of capital stock shall be entitled to one vote at any shareholders meeting, which may be voted either in person or proxy.

3. No share of capital stock of this Corporation may be sold or transferred on the Corporate books without the consent of the Board of Directors, but in the event that a shareholder requests sale or transfer of his stock and is refused, the Corporation must

purchase such share or shares at the market value of said share or shares at the time of request, within a reasonable time.

4. The Corporation may deal in its own shares, but in no event shall any shares held by the Corporation be voted, nor shall any shares which may have been pledged or hypothecated by the Corporation unless the same are transferred to the Holder.

ARTICLE VI.

Incorporators.

The name and Post Office address of each of the Incorporators of this Corporation, who are all natural born citizens of the United States and more than twenty-one years of age, and the number of shares of Corporate stock subscribed by each are as follows:

DELBERT O. RUMPEL 0476 Acorn Lane Mundelein, Illinois	9625 @ \$2.00/share shares
DONALD D. RUMPEL Sunshine Star Route Kellogg, Idaho	125 @ \$2.00/share shares
GLEN M. WHITESEL Bennetts Bay Coeur d' Alene, Idaho	600 @ \$2.00/share shares
J. GORDON GILES 206 E. Market Kellogg, Idaho	600 @ \$2.00/share shares
LYLE DAVERIN 48 J Street Ephrata, Washington	1750 @ \$2.00/share shares
IRA A. ROBSON 1325 Ash Avenue Coeur d' Alene, Idaho	150 @ \$2.00/share shares
ROBERT M. ROBSON 4 McKinley Avenue Kellogg, Idaho	150 @ \$2.00/share shares

Each Incorporator is hereby allowed an option to purchase additional Corporate stock up to the amount herein subscribed at \$2.00/share at anytime within ten (10) years from the date hereof, subject to action of the Board of Directors.

ARTICLE VII.

Board of Directors.

The Board of Directors of this Corporation shall be composed of not less than three nor more than seven Corporate Stockholders who shall be elected by the Stockholders at their organizational

meeting for staggered terms as the By-laws may provide; and thereafter shall be elected each year as terms expire at the Annual Stockholders Meeting.

Directors, shall serve, during good behavior until their successors have been elected and instituted at the Annual Board Organizational Meeting or Special Board Meeting called to institute a newly elected or appointed Director. Vacancies shall be filled temporarily by the Board of Directors from Stockholders of record until the next Annual Stockholders Meeting at which time an election for the unexpired term shall be held.

The Directors shall meet immediately following the Stockholders Organizational Meeting and after each Annual Stockholders Meeting for the purpose of organizing themselves by electing a Chairman and such other officers as the Corporation may desire or deem necessary.

The Board shall meet from time to time as may be required, and any number equalling more than fifty per cent of the Directors, elected shall constitute a quorum for business.

The Board shall be responsible for Corporate policy and shall be responsible for supervision of Corporate business including the hiring and firing of personnel, setting salaries or wages, entering agreements and direction of enterprises in which the Corporation may be engaged. All Corporate officers shall be directly responsible to the Board, and shall carry out policies set by the Board. Failure to do so shall be misconduct on the part of any elected or appointed officer and subject such officer to removal upon confrontation, hearing and finding of misconduct by a vote of two-thirds of the elected Board of Directors.

The Board of Directors may be paid a gratuity for their services on the Board, to be determined at the Annual Stockholders Meeting by vote of the Stockholders. Board Members may become employees of the Corporation and recompensed for services as are other employees.

ARTICLE VIII.

Corporate Officers.

There shall be elected at the Annual Meeting of Stockholders which shall be held as near the anniversary date of these Articles as practicable after due notice to Stockholders of record, the following Corporate officers who shall serve for staggered terms, according to the Corporate By-laws and shall not be governed by the one year term provision and may serve in the position of Corporate officer as well as a Director until their successors are elected and qualified:

President

Vice President

Directors

There may be also elected more than one Vice President and such other officers as Stockholders deem necessary. Directors shall serve staggered terms according to Corporate By-laws and shall not be governed by the one year term provision.

A majority of the outstanding Stockholders, present by proxy, or in person, shall constitute a quorum at any Annual or Special Meeting of the Stockholders.

ARTICLE IX.

Dissolution-Disposition of Assets.

This Corporation may be dissolved by lawful procedures provided by the laws of the State of Idaho upon a two-thirds vote of all outstanding Stockholders at any Stockholders Meeting. In the event that the Corporation becomes defunct or inactive for a period of five years or more, any person having an interest in the Corporation may petition for dissolution according to law without consent of the Stockholders.

Upon dissolution of the assets of the Corporation, if there be any, shall be disposed of lawfully and the proceeds distributed to the outstanding Stockholders pro-rata. If a Stockholder cannot be located after reasonable search any sums to which he shall be

entitled, shall be delivered to any worth-while public charity designated by the petitioner or petitioners and approved by the Court.

ARTICLE X.

Amendment.

These Articles may be amended, altered or added to, by a vote of more than fifty per cent of the outstanding shares at any Annual or Special Stockholders Meeting upon such notice as may be required by laws of the By-laws of the Corporation.

IN WITNESS WHEREOF, The Incorporators have set their hands this 19th day of MAY, 1966.

Delbert O. Rumpel
Delbert O. Rumpel, Incorporator

Donald D. Rumpel
Donald D. Rumpel, Incorporator

Glen M. Whitesel
Glen M. Whitesel, Incorporator

J. Gordon Giles
J. Gordon Giles, Incorporator

Lyle Daverin
Lyle Daverin, Incorporator

Ira A. Robson
Ira A. Robson, Incorporator

Robert M. Robson
Robert M. Robson, Incorporator

STATE OF ILLINOIS)

COOK :SS.
County of ~~McHenry~~)

On this 4th day of May, 1966, before me, the undersigned Notary Public in and for said State, personally appeared DELBERT O. RUMPEL, known to me to be an Incorporator of PEM, INCORPORATED, whose signature is affixed to the foregoing Articles of Incorporation, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have set my hand and seal the day and year in this certificate first above appearing.

Michael A. Rovinski
Notary Public in and for the State
of Illinois; Residing at 3230 N. Oak
Park Chicago, Ill., therein.

Comm. Expires. Oct 29, 1969

STATE OF WASHINGTON)

:ss.

County of Grant)

On this 13th day of May, 1966, before me, the undersigned Notary Public in and for said State, personally appeared LYLE DAVERIN, known to me to be an Incorporator of PEM INCORPORATED, whose signature is affixed to the foregoing Articles of Incorporation, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have set my hand and seal the day and year in this certificate first above appearing.

Betty G. Lilly
Notary Public in and for the State
of Washington; Residing at
Ephrata, therein.

Comm. Expires. 7-8-66

STATE OF IDAHO)

:ss.

County of Shoshone)

On this 17th day of May, 1966, before me, the undersigned Notary Public in and for said State, personally appeared DONALD D. RUMPEL, GLEN M. WHITESEL, J. GORDON GILES, IRA A. ROBSON, and ROBERT M. ROBSON, known to me to be Incorporators of PEM, INCORPORATED, whose signatures are affixed to the foregoing Articles of Incorporation, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have set my hand and seal the day and year in this certificate first above appearing.

June Drew
Notary Public in and for the State
of Idaho; Residing at Keelogg
Idaho, therein.

Comm. Expires. My commission expires October 6, 1968