

# 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

GATE CITY DISTR. INC.

was filed in the office of the Secretary of State on the **Twenty-fifth** day  
of **May** A.D. One Thousand Nine Hundred **Sixty-one** and  
duly recorded on Film No. **114** 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  
**Pocatello** in the County of **Bannock**.

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 **May**,  
A.D., 19 **61**.

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
GATE CITY DISTR. INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, pursuant to the Business Corporation Act of the State of Idaho, do hereby certify as follows:

I.

The name of the corporation is Gate City Distr. Inc.

II.

The purposes for which it is to be formed are to do any and all of the things hereafter set forth to the same extent as natural persons might or could do in any part of the world, namely:

To carry on the business of bottling, buying, selling and generally dealing in all kinds of ale, beer, porter and other beverages; of dealing in the products thereof, and in any other materials used in connection with the purchase, storage, distribution and sale of said beverages.

To operate both public and private warehouses, stores, sales agencies, and other facilities for the storage and distribution of all other beverages and any other commodities.

To enter into, make, perform, and carry out contracts of any kind for any lawful purpose with any persons, firms, associations, or corporations.

To purchase, acquire, lease, own, and enjoy any and all such other property, real and personal, as may be reasonably necessary for the carrying out of the business of the corporation.

To borrow money for its corporate purposes, and to make, accept, endorse, execute and issue promissory notes, bills, or exchange, bonds, debentures, or other obligations from time to time for the purchase of property, or for any purpose in or about the business of the corporation, and, if deemed proper, to secure the payment of any such obligations by mortgage, pledge, deed of trust, or otherwise.

To sell, improve, manage, develop, lease, mortgage, dispose of, or otherwise turn to account or deal with all or any part of the property of the corporation.

To carry on business at any place or places within the jurisdiction of the United States of America, and in any and all foreign countries, and to purchase, hold, mortgage, convey, lease, or otherwise dispose of and deal with real and personal property at any such place or places.

To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes, the attainment of any of the objects or the furtherance of any of the power hereinbefore set forth, either a loan or a connection with other corporations, firms, or individuals, and either as principals, or agents, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objectives, purposes, or powers, or any of them.

The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of the corporation and the enjoyment and exercise thereof, as conferred by the laws of the State of Idaho.

### III.

#### CAPITAL STOCK

The amount of Capital Stock of the corporation shall be \$10,000.00 consisting of 100 shares of Common Stock of the par value of \$100.00 each.

The entire voting power for the elction of directors and for all other lawful purposes shall be vested exclusively in the holders of Common Stock, who shall be entitled to one vote for each share of Common Stock held by them of record. At all meetings of stockholders, a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.

All shares of stock, when the consideration therefor has been fully paid or delivered, shall not be liable to any further call or assessment thereon.

#### IV.

The location and Post Office address of the registered office of the corporation is 143 S 2nd Ave, Pocatello, Idaho.

#### V.

The duration of the corporation is to be perpetual.

#### VI.

The number of its directors is to be three.

The directors shall be elected by ballot at the annual meeting of the stockholders. At said stockholders meeting, each stockholder shall be entitled to as many votes as he has shares of Common Stock in this corporation; and any stockholder duly qualified to hold office who shall receive a majority of all of the votes cast at said or any election for such office, shall be declared elected.

All elections of directors shall be for the term of one year except in case of an election to fill a vacancy occurring during the term, in which event the election shall be for the unexpired portion of the original term.

A majority of the Board of Directors shall constitute a quorum.

#### VII.

The directors may, by a two-thirds majority vote, have the power to repeal, amend, and adopt new By-laws.

LAW OFFICE

CALLIS A. CALDWELL

ATTORNEY AT LAW

POCATELLO, IDAHO

## INCORPORATORS

The names and post office addresses of the incorporators and the number of shares subscribed by each are as follows:

NAME	POST OFFICE ADDRESS	NO. OF SHARES
John K. Hedges	249 Thurston Pocatello, Idaho	74 Shares of Common Stock
Barbara H. Hedges	249 Thurston Pocatello, Idaho	25 Shares of Common Stock
<i>Kenneth E. Drewes</i> <del>Irvin H. Scott</del>	<i>285 E. 24th St.</i> <del>Pocatello, Idaho</del> <i>Idaho Falls, Idaho</i>	1 Share of Common Stock

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 23<sup>rd</sup> day of May, 1961.

*John K. Hedges* (SEAL)

*Barbara H. Hedges* (SEAL)

*Kenneth E. Drewes* (SEAL)

STATE OF IDAHO )  
: ss  
COUNTY OF BANNOCK )

On this 23<sup>rd</sup> day of May, 1961, before me personally appeared John K. Hedges, Barbara H. Hedges and *Kenneth E. Drewes*, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

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

*Callis A. Caldwell*  
NOTARY PUBLIC FOR IDAHO  
Residing at Pocatello, Idaho

(SEAL)