

Department of State

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

CALDWELL ENTERPRISES, INC.

was filed in the office of the Secretary of State on the **third** day of **April** A.D., One Thousand Nine Hundred **seventy** and ~~will be~~ duly recorded on ~~Film~~ **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 **Caldwell, Idaho** in the County of **Cassia**

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 **3rd** day of **April**, A.D., 19**70**

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION

OF

CALDWELL ENTERPRISES, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, all being citizens of the United States of legal age, this day having voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, do hereby certify:

ARTICLE I.

Name

The name of the corporation shall be "CALDWELL ENTERPRISES, INC."

ARTICLE II.

Purposes

[a] To acquire by purchase or lease, or otherwise, lands and interest in lands and to own, hold, improve, develop and manage any real estate so acquired and to erect or cause to be erected on any lands owned, held or occupied by the corporation, buildings or other structures with their appurtenances, and to rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected on any lands so owned, held or occupied, and to mortgage, sell, lease or otherwise dispose of any lands or interests in lands and in buildings or other structures, and any stores, shops, suites, rooms or parts of any buildings or other structures at any time owned or held by the corporation.

[b] To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided further that the shares of its own capital stock owned by it shall not be voted upon directly or indirectly.

[c] To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or desirable for the furtherance of the business of this corporation, with any persons, firms, corporations, associations, any state, territory or municipality of the United States or any foreign country, government or body politic.

[d] To acquire and hold all or any part of the capital stock, assets or good will of any business, of any person, firm, association or corporation engaged in any business in whole or in part similar to that of this corporation, consistent with the objects and purposes of this corporation, and to hold, utilize and in any manner dispose of the whole or any part of the stock, assets, good will and rights so acquired and to conduct in any lawful manner, in whole or in part, any business so acquired, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation engaged in the business so acquired.

[e] To borrow money for any purpose of this corporation, without limit as to amount, and to issue bonds, debentures, notes

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1 or other evidences of indebtedness, secured or unsecured, of this
2 corporation for the moneys so borrowed, or in payment for property
3 acquired, or for any other objects or purposes of this corporation,
4 or in connection with its business; to secure payment of such de-
5 bentsures, notes or other obligations by mortgages or deeds of trust
6 or pledges or other liens upon any or all of the property of this
7 corporation wheresoever situated.

8 [f] To carry out all or any part of the foregoing ob-
9 jects or purposes as principal or agent, or otherwise, either alone
10 or in conjunction with any person, association or other corporation
11 and in any part of the world; and in carrying on its business and
12 for the purpose of attaining or furthering any of its objects or
13 purposes, to make and perform such contracts of any kind and des-
14 cription, to do such acts and such things and to exercise any and
15 all such powers as a natural person could lawfully make, perform,
16 do or exercise, provided that the same be not inconsistent with the
17 objects or purposes of this corporation, or the statutes of the
18 State of Idaho.

19 [g] To conduct its business in all or any of its branch-
20 es in the State of Idaho and in any and all other states, terri-
21 tories, possessions, colonies and dependencies of the United States
22 of America and in the District of Columbia, and in any or all
23 foreign countries, and to have one or more offices within or out-
24 side the State of Idaho.

25 [h] The objects as specified herein shall, except as
26 otherwise expressed be in no way limited or restricted by refer-
27 ence to or inference from the terms of any other clause or para-
28 graph of these Articles. The objects, purposes and powers speci-
29 fied in each of the clauses or paragraphs of these Articles shall
30 be regarded as independent objects, purposes and powers.

31 The foregoing shall be construed as objects and powers
32 and the enumeration thereof shall not be held to limit or restrain
33 in any manner the general powers now or hereafter conferred on
34 this corporation by the statutes of the State of Idaho.

35 ARTICLE III. 36 Duration

37 The period of existence and the duration of the life of
38 this corporation shall be perpetual.

39 ARTICLE IV. 40 Place of Business

41 The location and post office address of the registered
42 office of this corporation in the State of Idaho shall be at
43 21st and Railroad, Caldwell in the County of Canyon, State of
44 Idaho.

45 ARTICLE V. 46 Stock

47 This corporation is authorized to issue one class of
48 shares of its capital stock to be designated as common stock. The
49 total number of shares of common stock which this corporation shall
50 be authorized to issue is 3,500. The aggregate par value of the
51 common capital stock of this corporation shall be \$350,000.00; and
52 the par value of each share of the common capital stock shall be
53 \$100.00.

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ARTICLE VI.
Incorporators

The names and post office addresses of each of the incorporators of this corporation and the number of shares of said common capital stock subscribed by each of these incorporators are as follows:

NAME	POST OFFICE ADDRESS	SHARES SUBSCRIBED
George Weber	21st & Railroad Caldwell, Idaho 83605	One
Jay Neider	21st & Railroad Caldwell, Idaho 83605	One
Felix Chertudi	21st & Railroad Caldwell, Idaho 83605	One

Each of the persons above enumerated as incorporators is a natural person over the age of twenty-one years and is a citizen of the United States of America.

ARTICLE VII.
Capital Stock

The capital stock of this corporation shall be nonassessable, and the private property of the shareholders of this corporation shall not be liable for the debts, obligations or liabilities of this corporation.

ARTICLE VIII.

A director of this corporation shall not be required to be a holder of any of the shares of the common capital stock of the corporation.

IN WITNESS WHEREOF, For the purpose of forming this corporation under the statutes of the State of Idaho, we, the undersigned, constituting the incorporators of this corporation, have executed these Articles of Incorporation this 15th day of April, 1970.


George Weber
George Weber
Jay Neider
Jay Neider
Felix Chertudi
Felix Chertudi

1 STATE OF IDAHO)
2) ss.
3 County of Ada)

4 On this 1st day of April, 1970, before me, the under-
5 signed, a Notary Public in and for said State, personally appeared
6 GEORGE WEBER, JAY NEIDER and FELIX CHERTUDI, known to me to be the
7 persons whose names are subscribed to the within instrument and
8 acknowledged to me that they executed the same, and I further
9 certify that each of said persons acknowledged to me that they were
10 each over the age of twenty-one years and were each citizens of the
11 United States of America.

12 IN WITNESS WHEREOF, I have hereunto set my hand and af-
13 fixed my official seal the day and year in this certificate first
14 above written.

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Notary Public for Idaho
Residing at Boise, Idaho

ELAM, BURKE, JEPPESEN, EVANS & BOYD
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