

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

GEM STATE OPTICAL COMPANY

was filed in the office of the Secretary of State on the **First** day of **July**, A.D. One Thousand Nine Hundred **Sixty** and duly recorded on Film No. **112** 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 **Ada.**

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 **1st** day of **July**, A.D., 19 **60**

Secretary of State.

ARTICLES OF INCORPORATION

of the

GEM STATE OPTICAL COMPANY

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, being natural persons of full age, citizens of the United States and residents of the State of Idaho, this day have voluntarily associated ourselves for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho and we do hereby certify as follows:

I

NAME

The name of this corporation shall be GEM STATE OPTICAL COMPANY.

II

PURPOSE

The purposes for which this corporation is formed are:

(a) To carry on the general business of an optical dispensing service and all the incidents commonly associated with the profession of a prescription optician.

(b) To buy, lease, or otherwise acquire, build, construct, maintain and sell, mortgage or convey any real or personal property necessary for the conduct of said business.

(c) To purchase, acquire, own, hold, lease (either as lessor or as lessee), sell, exchange, subdivide, mortgage and generally operate any real or personal property of any and every kind or description, within or without the State of Idaho, necessary, suitable, or useful in connection with any of the objects or purposes herein set forth.

(d) To construct and erect buildings or structures upon and to improve and maintain any and all real property owned, leased or held by this corporation; and to equip, improve, and generally operate any and all personal property owned by this corporation.

(e) 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.

(f) 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, government, or body of politic.

(g) To acquire, and hold all or any part of the capital stock, assets, or good will of any business, or any person, firms, 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.

(h) To borrow money for any purpose of this corporation, without limit as to amount, and to issue bonds, debentures, notes, or other evidences of indebtedness, secured or unsecured, of this corporation for the moneys so borrowed, or in payment for this property acquired, or for any other objects or purposes of this corporation, or in connection with its business; to secure payment of such debentures, notes, or other obligations by mortgages, or deeds of trust or pledges or other liens upon any or all of the property of this corporation wheresoever situated.

(i) To carry out all or any part of the foregoing objects or purposes as principal or agent, or otherwise, either alone or in conjunction with any person, association, or other corporation and in any part of the world; and in carrying on its business and for the purpose of attaining or furthering any of its objects or purposes, to make and perform such contracts of any kind and description, to do such acts and such things, and to exercise any and all such powers as a natural person could lawfully make, perform, do, or exercise, provided that the same be not inconsistent with the objects or purposes of this corporation, or the statutes of the State of Idaho.

(j) To conduct its business in all or any of its branches in the State of Idaho and in any and all other states, territories, possessions, colonies, and dependencies of the United States of America and in the District of Columbia, and in any or all foreign countries, and to have one or more offices within or outside of the State of Idaho.

(m) The objects as specified herein shall, except as otherwise expressed, be in no way limited or restricted by reference to or influence from the terms of any other clause or paragraph of these Articles. The objects, purposes, and powers specified in each of the clauses or paragraphs in these Articles shall be regarded as independent objects, purposes, and powers.

III

DURATION

The existence of this corporation shall be perpetual.

IV

REGISTERED OFFICE

The principal place of business and registered office of this corporation shall be at Boise, Ada County, Idaho.

V

STOCK

This corporation is authorized to issue one class of shares of stock, the total number of which is 500 with a par value of \$100.00 which stock may be issued by the corporation from time to time as determined by the Board of Directors.

VI

DIRECTORS

The number of directors shall be not less than three nor more than seven, as may be provided by the By-Laws of the corporation.

VII

SUBSCRIBERS

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

<u>Name</u>	<u>Address</u>	<u>Shares Subscribed</u>
Rudy A. Andersen	Boise, Idaho	One
Lois K. Andersen	Boise, Idaho	One
John W. Gunn	Boise, Idaho	One

IN WITNESS WHEREOF, we have hereunto set our hands this
29 day of June, 1960.

Rudy A. Andersen
Rudy A. Andersen

Lois K. Andersen
Lois K. Andersen

John W. Gunn
John W. Gunn

ACKNOWLEDGMENT

STATE OF IDAHO,)
) ss.
County of Ada.)

On this 29th day of June, 1960, before me,
the undersigned, a Notary Public in and for the State of Idaho,
personally appeared Rudy A. Andersen, Lois K. Andersen, and
John W. Gunn, known to me to be the persons whose names are
subscribed to the within instrument, and acknowledged to me that
they executed the same.

Anna P. Poulos
Notary Public
Residence: Boise, Idaho