

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

LOUIS E. CLAPP

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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

WESTCO, INC.,

was filed in the office of the Secretary of State on the **Twenty-fourth** day
will be **October** A.D. One Thousand Nine Hundred **Sixty-six** and
/ **-----Microfilm**
duly recorded on Film No. 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 **24th** day of **October**, A.D., 19 **66**.

Secretary of State.

ARTICLES OF INCORPORATION OF WESTCO, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, each being a natural person of full age and a citizen of the United States of America, have voluntarily and do hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, Idaho Code, Title 30, Chapter 1, and we do hereby certify, declare and adopt the following articles of incorporation:

I

The name of this corporation shall be WESTCO, INC.

II

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

III

The location of the registered office of this corporation shall be Boise, County of Ada, State of Idaho, and the address of the registered office of this corporation shall be 1618 Vista Avenue, Boise, Idaho. ✓

IV

The nature of the business and the object and purposes of this corporation shall be as follows:

(a) To engage in any commercial enterprise calculated or designed to be profitable to this corporation and in conformity with law.

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

(c) To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage, or otherwise dispose of, letters patent of the United States, or of any foreign country, patent rights, licenses and privileges, franchises, inventions, improvements and processes, copyrights, trademarks and trade names, relating to, or used in connection with any business of this corporation.

(d) To buy, sell, lease, let, own, hold, use, occupy, build, contract for or in relation to, mortgage and otherwise, and in every way, deal in or with, buildings, improvements, structures of all kinds, and other real and personal property, necessary, proper, usual, desirable, or incident to such or any of such businesses, or for any other purposes whatsoever.

(e) To buy, sell, invest in, hold, own, pledge, vote, hypothecate and deal in, stocks, bonds and obligations of corporation, municipal and private, of governments, or of individuals; to form, create and enter into partnerships and associations with other persons, natural and/or corporate.

(f) To borrow moneys, with or without security, and to execute, guarantee, issue and dispose of evidences of all kinds of its indebtedness, and bonds, notes and other obligations; to secure in the same or any thereof by pledge or mortgage of the whole or any part of the property or assets of the corporation, real or personal; to make charitable and business donations or gifts; to acquire, reissue and dispose of its own shares or obligations.

(g) To do and perform each, all and every act and thing, and to exercise every power, necessary, expedient, proper, useful or desirable, to carry out or further the purposes, objects and businesses for which this corporation is formed, and which natural persons might or may lawfully do or associate themselves together to perform or do therein.

(h) To have, exercise, use and employ the authority specified in Section 30-114 Idaho Code, and to have, exercise, use and employ any or all of the same, and any or all of the objects, purposes, powers, privileges, authority and rights therein and herein set forth, both within and without the State of Idaho and the United States of America; and to have one or more corporate or business offices, and to have and operate one or more agencies or other places of business within and without said State, and within or without said United States of America.

V

That the total authorized number of par value shares of this corporation shall be One Hundred Thousand (100,000) shares, each of the par value of Ten Dollars (\$10.00), and of the aggregate par value of One Million (\$1,000,000.00) Dollars, which said shares shall be common stock, and shall not be subject to assessment.

VI

That the name and postoffice address of each of the incorporators, and the number of shares subscribed by each set opposite their respective names, are:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>	<u>Amount</u>
William L. Scott	1211 Happy Drive Boise, Idaho	1	\$10.00
William R. Lewis	3019 Agate Street Boise, Idaho	1	10.00
Marie J. Scott	1211 Happy Drive Boise, Idaho	1	10.00

VII

The first Board of Directors shall consist of three (3) directors, but during their term of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided by the By-laws; provided, however, that the number of directors constituting a Board shall not be less than three (3) nor more than eleven (11).

VIII

The power to repeal and amend the By-laws and adopt new By-laws is hereby conferred upon the directors, as well as upon the shareholders, to be exercised by such vote of said directors, or of the allotted shares, as the case may be, not less, however, than a majority thereof, as may be fixed by the By-laws.

IX

All or any meetings of the shareholders, or of the Board of Directors, may be held within or without the State of Idaho. ✓

IN WITNESS WHEREOF, We have signed triplicate originals of these Articles this 24th day of October, 1966.

William L. Scott
William R. Lewis
Marie J. Scott

