

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

GERM STATE MANUFACTURING CO., INC.

was filed in the office of the Secretary of State on the **Fourteenth** day of **April** A.D. One Thousand Nine Hundred **Sixty-five** and **will be** /duly recorded on ~~File No.~~ **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 **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 **14th** day of **April**, A.D., 19 **65**.

Secretary of State.

ARTICLES OF INCORPORATION
of
GEM STATE MANUFACTURING CO., INC.

KNOW ALL MEN BY THESE PRESENTS

That we, the undersigned, all of whom are of full age and citizens of the United States of America have this day voluntarily associated ourselves together and do hereby and by these Articles of Incorporation unite and associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho for the purposes hereinafter stated.

I.

The name of this Corporation shall be GEM STATE MANUFACTURING CO., INC.

II.

The term for which this Corporation shall exist shall be in perpetuity.

III.

The location of the principal office and post office address of this Corporation shall be Boise, Idaho.

IV.

The objects and purposes of which this Corporation is formed shall be and are; the manufacturing, leasing, buying, selling and otherwise dealing in machinery and equipment of all types and kinds.

To enter into partnerships or into any arrangements, sharing profits, union interests, cooperating, joint venture, reciprocal concession or otherwise of any person, firm or corporation carrying on or engaged in or about to carry on or engage in any business or transaction which this Corporation is authorized to carry on, or engage in any business or transaction capable of being conducted so as to directly or indirectly benefit this Corporation.

To take and acquire by purchase or exchange or other lawful modes and to hold, own, deal, and sell or otherwise dispose of the capital stock or bonds of other corporations and its own stock or other securities.

To acquire and pay for in cash, stock or bonds of this Corporation or otherwise, the good will, rights, assets, and property and to undertake, assume or hold any part of the obligations or liabilities of any person, firm, association or corporation.

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

To borrow or raise money for any of the purposes of the Corporation and from time to time without limit as

to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the Corporation whether at the time owned or thereafter acquired and to sell, pledge, or otherwise dispose of such bonds or other obligations of the Corporation for its corporate purpose.

To conduct business in the State of Idaho and other states, the District of Columbia and territories and colonies of the United States and places of businesses out of the state and to acquire, receive, hold, purchase, lease, mortgage, dispose of, and or convey real and personal property situate out of this state.

In general to carry on any other business in connection with the foregoing, whether manufacturing or otherwise and may engage in any lawful activity subject to express limitations, if any, by the laws of Idaho upon corporations formed under the laws of the State of Idaho, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed,

be in nowise limited or restricted by reference to or reference from the term of any other clauses in these Articles of Incorporation, but the objects and purposes specified against the foregoing clauses of this Article shall be regarded as independent objects and purposes.

V.

Management of this Corporation shall be vested in the Board of Directors and the number (which shall not be less than three), terms of office, manner or election, time and place of meeting, and powers and duties of the Directors shall be as prescribed in the By-Laws of the Corporation.

VI.

The number of Directors of this Corporation shall be not less than three, no more than five. The Board of Directors of this Corporation is expressly vested with the power to increase the number of Directors within the limits so stated.

VII.

The Board of Directors of this Corporation may meet and transact the business of this Corporation, either at the principal place of business of the Corporation herein designated or at such other place as may be designated by resolution of the Board.

VIII.

The Corporation shall have a total authorized capital stock of 25,000 shares of \$1.00 per stock with

a total capitalization of \$25,000.00 and which shall be, when issued, non-assessable.

IX.

The names and post offices addresses, together with the number of shares subscribed by each of the incorporators and the first board of directors are as follows:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>
Mary Lou Tidd	1110 Bank of Idaho Bldg. Boise, Idaho	1
Rosalie R. Hoagland	1110 Bank of Idaho Bldg. Boise, Idaho	1
Barbara J. Leonard	1110 Bank of Idaho Bldg. Boise, Idaho	1

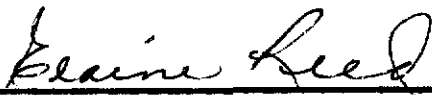
IN WITNESS WHEREOF, we have hereunto set our hands and seals this 13th day of April, 1965.

Mary Lou Tidd
Rosalie R. Hoagland
Barbara J. Leonard

STATE OF IDAHO)
 : ss.
County of Ada)

On this 13th day of April, 1965, before
me, the undersigned, a Notary Public in and for said state,
personally appeared MARY LOU TIDD, ROSALIE R. HOAGLAND and
BARBARA J. LEONARD, known to me to be the persons whose
names are subscribed to the within instrument, and acknow-
ledged 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 first above
written.



Notary Public for Idaho
Residing at Boise, Idaho