

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

INDUSTRIAL INVESTMENT CORPORATION

was filed in the office of the Secretary of State on the **Seventeenth** day of **January** A.D. One Thousand Nine Hundred **Sixty-four** and duly recorded on Film No. **126** 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 **Buhl** in the County of **Twin Falls.**

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 **17th** day of **January**, A.D., 19**64**.

Secretary of State.

1 ARTICLES OF INCORPORATION
2 OF
3 INDUSTRIAL INVESTMENT CORPORATION
4

5 KNOW ALL MEN BY THESE PRESENTS:

6 That the undersigned, J. Robert Tullis, John C.
7 Hepworth, William L. Nungester and Frank T. Giese, all residents
8 of the State of Idaho, each and all citizens of the United States
9 of America, and each and all of the age of majority, do hereby
10 associate themselves together for the purpose of forming a cor-
11 poration under and pursuant to the provisions of the laws of
12 the State of Idaho for the purposes expressed in Article III
13 hereof, do hereby adopt the following Articles of Incorporation,
14 and do hereby certify and declare:

14 ARTICLE I

15 The name of this corporation shall be
16 INDUSTRIAL INVESTMENT CORPORATION

17 ARTICLE II

18 As used in these Articles of Incorporation the term
19 "Act" means the Small Business Investment Act of 1958, as
20 amended.

20 ARTICLE III

21 This corporation is organized and chartered solely
22 for the purpose of operating under the Small Business Investment
23 Act of 1958, as amended, and will operate in the manner and
24 shall have the powers, responsibilities, and be subject to the
25 limitations provided by said Act and the regulations issued by
26 the Small Business Administration thereunder.

27 Said powers and authority shall be as follows:
28

1 (a) To operate under the name set forth in ARTICLE I
2 above;

3 (b) To issue in consideration for cash or such other
4 consideration permitted by the regulations the number of shares
5 of stock indicated in Article IV.

6 (c) To borrow money and issue its debenture bonds,
7 promissory notes, or other obligations under such general con-
8 ditions and subject to such limitations and regulations as the
9 Small Business Administration may prescribe;

10 (d) To provide equity capital to small-business con-
11 cerns (as defined by the Small Business Administration) under
12 conditions authorized by section 304 of the Acts and Regulations,
13 with the right to sell or dispose of securities so acquired in
14 such manner and under such terms and conditions as the Licensee
15 shall determine.

16 (e) To make long-term loans (as defined by the Small
17 Business Administration) to small-business concerns (as defined
18 by the Small Business Administration) for the purposes and in
19 the manner and subject to the conditions described in section
20 305 of the Act; with the right to sell or dispose of such loans
21 in such manner and under such terms and conditions as the Company
22 shall determine;

23 (f) To acquire and make commitments for obligations
24 and securities of a single enterprise only within the limitations
25 established by section 306 of the Act, unless such limitations
26 are waived by the Small Business Administration;

27 (g) To undertake its operations in cooperation with
28 banks or other investors or lenders, incorporated or unincorpo-
rated, as contemplated under Section 308(a) of the Act;

(h) To provide consulting and advisory services to
small business concerns on a fee basis;

(i) To invest funds not reasonably needed for its

1 current operations only in direct obligations of, or obligations
2 guaranteed as to principal and interest by, the United States
3 Government, or on time deposit with a commercial bank which is
4 a member of the Federal Deposit Insurance Corporation, evidenced
5 by a Time Certificate of Deposit, the maturity of which shall not
6 be longer than one year from the date of such deposit;

7 (j) To conduct its operations in accordance with and
8 subject to regulations prescribed by the Small Business Adminis-
9 tration;

10 (k) To submit to and pay for examinations made by
11 direction of the Small Business Administration by examiners
12 selected, employed or approved by the Small Business Adminis-
13 tration;

14 (l) To make reports to the Small Business Adminis-
15 tration at such times and in such form as the Small Business
16 Administration may require;

17 (m) To conduct its operations under the Act in the
18 State of Idaho; without limitation, however, as to the residence,
19 domicile, or place of business of parties with which it transacts
20 its business or otherwise deals in accordance with regulations
21 issued by SBA.

22 (n) To regulate its business and conduct its affairs
23 in a manner not inconsistent with the Act and regulations pre-
24 scribed by the Small Business Administration thereunder;

25 (o) To adopt and use a corporate seal;

26 (p) To have perpetual existence, subject to dissolution
27 in accordance with the law of the State of Idaho and subject to
28 forfeiture of its License from the Small Business Administration
for violation of law or of regulation issued under the Act;

(q) To make contracts;

(r) To sue and be sued, complain, and defend in any
court of law or equity;

1 (s) By its Board of Directors, to appoint such
2 officers and employees as may be deemed proper, define their
3 authority and duties, fix their compensation, require bonds of
4 such of them as it deems advisable and fix the penalty thereof,
5 dismiss such officers or employees, or any thereof, at pleasure,
6 and appoint others to fill their places;

7 (t) To adopt bylaws regulating the manner in which
8 its stock shall be transferred, its officers and employees
9 appointed, its property transferred, and the privileges granted
10 to it by law exercised and enjoyed;

11 (u) To maintain its principal office at the Farmers
12 National Bank Building, Buhl, Idaho, and to establish branch
13 offices or agencies within its operating territory, subject to
14 the approval of the Small Business Administration;

15 (v) To acquire, hold, operate, and dispose of any
16 property (real, personal, or mixed) whenever necessary or
17 appropriate to the carrying out of its lawful functions;

18 (w) To exercise such incidental powers as may reason-
19 ably be necessary to carry out the business for which the corpo-
20 ration is established.

21 ARTICLE IV

22 The amount of authorized stock of said corporation
23 shall be \$250,000.00, divided into 250,000 shares of common
24 stock at a par value of \$1.00 per share.

25 ARTICLE V

26 That the names and post office addresses of each of
27 the incorporators and the number of shares subscribed by each
28 is as follows:

| | | |
|------------------|-------------|---------|
| J. Robert Tullis | Buhl, Idaho | 1 share |
| John C. Hepworth | Buhl, Idaho | 1 share |

1 William L. Nungester Buhl, Idaho 1 share
2 Frank T. Giese Buhl, Idaho 1 share

3 ARTICLE VI

4 The private property of the stockholders of the corpo-
5 ration shall not be subject to the payment of corporate debts
6 to any extent, whatever, and the shares of the corporation shall
7 not be subject to assessment for the purpose of paying expenses,
8 conducting business, or paying debts of the corporation.

9 ARTICLE VII

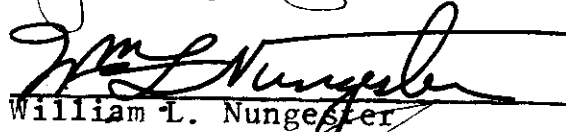
10 The number of directors of the corporation shall be
11 as specified in the Bylaws, provided the number of directors
12 in the corporation shall not be less than three. In case of
13 any increase in the number of directors, the additional directors
14 may be elected by the directors then in office and the directors
15 so elected shall hold office until the next annual meeting of
16 the stockholders and until their successors are elected and
17 qualified.

18 All of the officers of the corporation shall be stock-
19 holders except that the secretary may, but need not, be a
20 stockholder.

21 IN WITNESS WHEREOF, The parties hereto have hereunto
22 set their hands this ____ day of JAN 8 - 1964, 1963.

23 
J. Robert Tullis

24 
John C. Hepworth

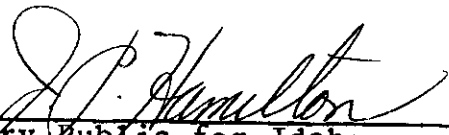
25 
William L. Nungester

26 
Frank T. Giese

1 STATE OF IDAHO :
2 County of Twin Falls : ss.

3 On this _____ day of _____, 1963, before me,
4 the undersigned, a Notary Public in and for said State, person-
5 ally appeared J. Robert Tullis, John C. Hepworth, William L.
6 Nungester and Frank T. Giese, known to me to be the persons
7 whose names are subscribed to the foregoing instrument, and
8 acknowledged to me that they executed the same.

9 IN WITNESS WHEREOF, I have hereunto set my hand and
10 seal the day and year first above written.

11 
12 Notary Public for Idaho
13 Residing at Buhl, Idaho
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