

# State of Idaho



## Department of State.

### CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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

**B. K. D., INC.**

a corporation duly organized and existing under the laws of **Washington** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **30th** day of **March** **1961**, a properly authenticated copy of its articles of incorporation, and on the **30th** day of **March** **1961**, a designation of **William A. Reagan** in the County of **Kootenai** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **30th** day of **March**, A.D. 19**61**.

Secretary of State.

United States of America  
State of Washington



TO ALL TO WHOM THESE PRESENTS SHALL COME

I, Victor A. Meyers Secretary of State of the State of Washington and custodian of the Seal of said State, do hereby certify that the annexed is a true and correct copy of the Articles of Incorporation of B. K. D., INC., as received and filed in this office on February 20, 1961; and I further certify that B. K. D., INC. is in good standing with all annual license fees paid to July 1, 1961.

In Testimony Whereof, I have hereunto set my hand and affixed hereto the Seal of the State of Washington. Done at the Capitol, at Olympia, this 10th day of March A.D. 1961

Victor A. Meyers  
Secretary of State

By Jean C. Wunker  
Assistant Secretary of State

# **ARTICLES OF INCORPORATION**

**OF**

**B. K. D., INC.**

**KNOW ALL MEN BY THESE PRESENTS:** That we, **WILLIAM E. VOJATA, GERALD S. CAYTHA and DONALD B. UELFERS**, all being natural persons of full age and citizens of the United States and residents of the State of Washington, being desirous of forming a corporation for the purposes hereinafter specified and in conformity with the laws of the State of Washington, do hereby make and subscribe the following Articles of Incorporation in triplicate.

## **ARTICLE I**

The name of this corporation shall be **B. K. D., Inc.**

## **ARTICLE II**

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

## **ARTICLE III**

The location and post office address of the registered office of this corporation in the State of Washington shall be **1010 Old National Bank Building, Spokane, Washington**. The corporation may have such places of business either within or without the State of Washington as the directors may from time to time designate.

## **ARTICLE IV**

The objects and purposes for which this corporation is formed are and shall be:

(a) To conduct and carry on the business of the distribution and sale, at wholesale or retail, of photographic equipment and supplies of all kinds, and to purchase, lease or otherwise acquire such facilities as may be required to establish a retail outlet or outlets, in the State of Washington or elsewhere, for the distribution and sale of such photographic equipment and supplies.

(b) To engage in the repair of photographs and related equipment.

(c) To purchase, apply for and otherwise acquire, sell, transfer and otherwise dispose of, mortgage and otherwise encumber, franchises, licenses, trademarks, tradenames, patents, inventions, improvements and processes.

(d) To acquire, sell, convey, transfer, lease and otherwise dispose of, mortgage and otherwise encumber, real and personal property of all kinds.

(e) To buy, sell and deal in real and personal property, bonds, securities and other property of all kinds, on its own account or for commission, in the United States and elsewhere.

(f) To do all such other acts as are necessary, suitable or convenient or expedient to accomplish the purposes of the corporation and in general to carry on any lawful business whatsoever in connection with the foregoing or which is calculated directly or indirectly to promote the interests of the corporation or to enhance the value of its property.

(g) To have and exercise all the rights, powers and privileges now or hereafter conferred by the laws of the State of Washington relating to the organization of corporations, and any and all acts amendatory thereof and supplemental thereto.

(h) The enumeration of the specific purposes and powers hereinabove shall not be construed to limit or restrict in any manner the meaning of general terms or the general powers of the corporation. The mentioning of one thing shall not be deemed to exclude another although it be of like character and unexpressed.

#### ARTICLE V

The total authorized capital of this corporation shall be Fifty Thousand Dollars (\$50,000.00), divided in to five hundred (500) shares of common stock of the par value of \$100.00 per share. All of said shares shall have equal rights in all respects.

#### ARTICLE VI

The amount of paid-in capital with which this corporation shall commence business shall be \$500.00.

#### ARTICLE VII

The number of directors of this corporation shall be not less than three nor more than seven. The number, qualifications, manner of election, time and place of meeting and powers and duties of the directors shall be such as are prescribed by the by-laws of this corporation; provided, however, that no person shall be a director unless he is a shareholder of the corporation.

#### ARTICLE VIII

The names and post office addresses of the first directors of the corporation, who shall manage its affairs to and including the 3rd day of February, 1962, are:

<u>Name</u>	<u>Post Office Addresses</u>
William E. Vetava	N. 7525 Basell Drive, Spokane, Washington
Gerald S. Carthra	7226 Mahr Court, Spokane, Washington
Donald E. Uilfers	Dartford, Washington

#### ARTICLE IX

The names and post office addresses of the incorporators of this corporation, and the number of shares subscribed by each, are as follows:

<u>Name</u>	<u>Post Office Address</u>	<u>No. of Shares Subscribed</u>
William E. Volava	W. 7525 Russell Drive, Spokane, Washington	2
Gerald S. Costello	7226 Mohr Court Spokane, Washington	2
Donald B. Wilfong	Bartford, Washington	1

#### ARTICLE X

The board of directors of this corporation shall have the power to make and alter by-laws not inconsistent with law or these Articles of Incorporation, subject to the power of the shareholders to change or repeal such by-laws.

#### ARTICLE XI

The corporation shall have the power and authority to acquire and sell its own capital stock.

IN WITNESS WHEREOF, we, the incorporators herinabove named, have herunto signed our hands and seals in triplicate this 16<sup>th</sup> day of February, 1961.

William E. Volava  
Gerald S. Costello  
Donald B. Wilfong

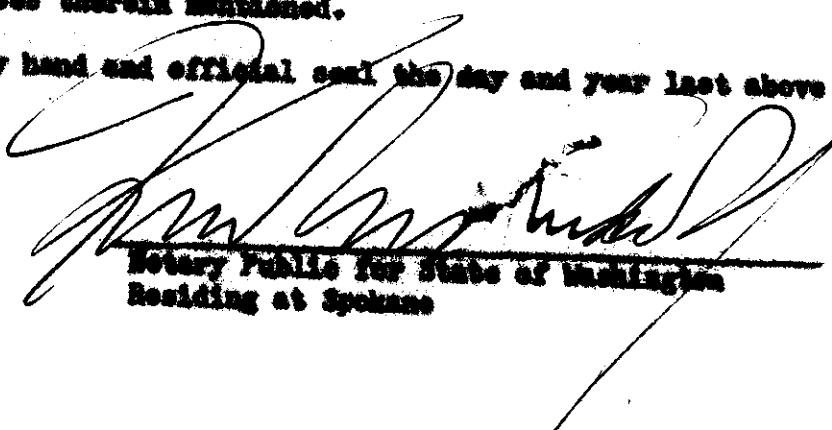
STATE OF WASHINGTON

County of Spokane

} ss.

I, the undersigned, a Notary Public in and for the above-named county and state, do hereby certify that on this 16 day of February, 1961, personally appeared before me WILLIAM E. VOTAVA, GERALD S. CANTERA and DONALD E. UHLERS, to me known to be the individuals described in and who executed the within Articles of Incorporation, and acknowledged that they signed and sealed the same as their free and voluntary act and deed, for the uses and purposes therein mentioned.

Given under my hand and official seal the day and year last above written.

  
Notary Public for State of Washington  
Residing at Spokane