

91884



**CERTIFICATE OF INCORPORATION  
OF**

CVC ANIMAL HEALTH CARE SUPPLIES, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: March 29, 1990



*Pete T. Cenarrusa*  
\_\_\_\_\_  
SECRETARY OF STATE

by: \_\_\_\_\_

RECEIVED  
SEC. OF STATE  
90 MAR 29 AM 8 51

ARTICLES OF INCORPORATION

OF

CVC ANIMAL HEALTH CARE SUPPLIES, INC.

WE, THE UNDERSIGNED, ALL NATURAL PERSONS OVER THE AGE OF TWENTY-ONE YEARS, IN ORDER TO FORM A CORPORATION FOR THE PURPOSE HEREINAFTER STATED, UNDER AND PURSUANT TO THE LAWS OF THE STATE OF IDAHO, DO HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION FOR SUCH CORPORATION.

ARTICLE I

NAME. THE NAME OF THE CORPORATION THEREINAFTER CALLED THE ("CORPORATION") SHALL BE CVC ANIMAL HEALTH CARE SUPPLIES, INC.

ARTICLE II

PERIOD OF DURATION. THE PERIOD OF DURATION OF THE CORPORATION IS PERPETUAL, UNLESS SOONER DISSOLVED ACCORDING TO LAW.

ARTICLE III

PURPOSE AND POWERS. THE PURPOSE FOR WHICH THIS CORPORATION IS ORGANIZED IS TO PROVIDE FINE QUALITY VETERINARY CARE AND ANIMAL HEALTH CARE SUPPLIES AND INVEST IN AND ACQUIRE STOCKS, BONDS, BUSINESS INVESTMENTS, REAL ESTATE INVESTMENTS, AND TO ENGAGE IN ANY AND ALL OTHER LAWFUL BUSINESS.

ARTICLE IV

STOCK DESCRIPTION. THIS CORPORATION SHALL HAVE AUTHORITY TO ISSUE FIFTY THOUSAND (50,000) SHARES OF CAPITAL STOCK WHICH SHARES SHALL ALL BE COMMON VOTING SHARES WITH NO PAR VALUE. AT ALL STOCKHOLDERS' MEETINGS, EVERY STOCKHOLDER OF RECORD SHALL BE ENTITLED TO ONE VOTE FOR EVERY SHARE OF STOCK STANDING IN HIS NAME UPON THE BOOKS OF THE CORPORATION. THE FULLY PAID STOCK OF THIS CORPORATION SHALL NOT BE LIABLE FOR ANY FURTHER CALL OR ASSESSMENT.

ARTICLE V

COMMENCEMENT OF BUSINESS. THIS CORPORATION WILL NOT COMMENCE BUSINESS UNTIL CONSIDERATION OF THE VALUE OF AT LEAST ONE THOUSAND AND NO/100 DOLLARS (\$1,000.00) HAS BEEN RECEIVED FOR THE ISSUANCE OF SHARES OF CAPITAL STOCK OF THE CORPORATION.

## ARTICLE VI

TRANSFER OF CAPITAL STOCK. NO SHAREHOLDER SHALL TRANSFER OR IN ANY WAY DISPOSE OF ANY SHARE OF CAPITAL STOCK OF THIS CORPORATION UNLESS A WRITTEN OFFER TO SELL SAID CAPITAL STOCK SHALL FIRST HAVE BEEN COMMUNICATED BY REGISTERED OR CERTIFIED MAIL TO EITHER THE SECRETARY OR THE REGISTERED AGENT OF THE CORPORATION. THE OFFER TO SELL CAPITAL STOCK SHALL STATE THE NUMBER OF SHARES TO BE SOLD, THE PRICE OF EACH SHARE TO BE SOLD, AND THE TERMS OF THE SALE. UPON RECEIPT OF THE SHAREHOLDERS' OFFER TO SELL CAPITAL STOCK, THE SECRETARY OR REGISTERED AGENT SHALL FORTHWITH NOTIFY EACH OF THE OTHER SHAREHOLDERS OF RECORD BY MAIL, ADDRESSED TO THE PLACE OF RESIDENCE OF SAID SHAREHOLDERS AS CARRIED IN THE CORPORATE RECORDS, OF THE OFFER TO SELL CAPITAL STOCK. EACH OF THE OTHER SHAREHOLDERS OF RECORD SHALL HAVE FIFTEEN (15) DAYS FROM THE DATE OF MAILING OF NOTICE TO HIM HAVE THE PRIVILEGE OF PURCHASING THAT PROPORTION OF THE SHARES OF CAPITAL STOCK OFFERED FOR SALE WHICH THE SHARES OF CAPITAL STOCK THEN OWNED BY HIM BEARS TO THE TOTAL NUMBER OF OUTSTANDING SHARES OF CAPITAL STOCK OF THE CORPORATION. IF ANY SHAREHOLDER ELECTS NOT TO PURCHASE SHARES OFFERED FOR SALE BY ANOTHER SHAREHOLDER, THEN IN SUCH EVENT, THE OTHER SHAREHOLDERS HAVE THE PRIVILEGE OF PURCHASING ADDITIONAL SHARES AS HEREIN PROVIDED SHALL BE EXERCISED BY WRITTEN NOTICE OF ACCEPTANCE OF THE SELLING SHAREHOLDER'S OFFER TO SELL MAILED TO THE SECRETARY OR REGISTERED AGENT OF THE CORPORATION. A SHAREHOLDER OFFERING SHARES OF CAPITAL STOCK FOR SALE SHALL NOT SELL SAID SHARES OF CAPITAL STOCK TO ANY THIRD PARTY AT A PRICE LESS THAN THE PRICE AT WHICH SAID SHARES OF CAPITAL STOCK WERE OFFERED FOR SALE TO THE OTHER SHAREHOLDERS OF THE CORPORATION.

## ARTICLE VII

REGISTERED OFFICE AND AGENT. THE INITIAL REGISTERED OFFICE OF THIS CORPORATION SHALL BE LOCATED AT HC 36 BOX 19, ALBION, IDAHO 83311; AND THE REGISTERED AGENT AT SUCH ADDRESS SHALL BE ALAN G. CLARK.

## ARTICLE VIII

BOARD OF DIRECTORS. THE BOARD OF DIRECTORS OF THIS CORPORATION SHALL CONSIST OF THREE (3) BUT NO MORE THAN SEVEN (7) MEMBERS. THE INITIAL BOARD OF DIRECTORS SHALL BE COMPOSED OF THE FOLLOWING THREE PERSONS WHO SHALL SERVE AS DIRECTORS UNTIL THEIR SUCCESSORS BE ELECTED AND QUALIFY:

<u>NAME</u>	<u>RESIDENCE</u>
ALAN G. CLARK	HC 36 BOX 19 ALBION, IDAHO 83311
JANET N. CLARK	HC 36 BOX 19 ALBION, IDAHO 83311
DOROTHY CLARK	HC 36 BOX 19 ALBION, IDAHO 83311

ANY VACANCY OCCURRING ON THE BOARD OF DIRECTORS MAY BE FILLED BY THE AFFIRMATIVE VOTE OF A MAJORITY OF THE REMAINING DIRECTORS THROUGH LESS THAN A QUORUM OF THE BOARD OF DIRECTORS. A DIRECTOR ELECTED TO FILL A VACANCY SHALL BE ELECTED FOR THE UNEXPIRED TERM OF HIS PREDECESSOR IN OFFICE.

#### ARTICLE 1X

INCORPORATORS NAMES OF THE INCORPORATORS OF THIS CORPORATION AND THEIR PLACES OF RESIDENCE ARE:

<u>NAME</u>	<u>RESIDENCE</u>
ALAN G. CLARK	HC 36 BOX 19 ALBION, IDAHO 83311
JANET N. CLARK	HC 36 BOX 19 ALBION, IDAHO 83311
DOROTHY CLARK	HC 36 BOX 19 ALBION, IDAHO 83311

#### ARTICLE X

LIABILITY OF STOCKHOLDERS. THE PRIVATE PROPERTY OF THE STOCKHOLDERS OF THIS CORPORATION SHALL NOT BE LIABLE FOR THE OBLIGATIONS OF THE CORPORATION, AND THE CAPITAL STOCK OF SAID CORPORATION SHALL BE NONASSESSABLE.

#### ARTICLE XI

ANNUAL MEETING OF STOCKHOLDERS. THE ANNUAL MEETING OF THE STOCKHOLDERS OF CVC ANIMAL HEALTH CARE SUPPLIES INC. FOR THE TRANSACTION OF WHATEVER BUSINESS SHALL LAWFULLY COME BEFORE IT SHALL BE HELD ANNUALLY AT A TIME TO BE SELECTED BY THE STOCKHOLDERS BEGINNING WITH THE YEAR 1990 AT THE REGISTERED OFFICE OF THE CORPORATION OR AT SUCH OTHER PLACE AS THE BOARD OF DIRECTORS MAY DETERMINE.

SPECIAL MEETINGS OF THE STOCKHOLDERS MAY BE CALLED BY THE PRESIDENT OF THE CORPORATION, BY A MAJORITY OF THE BOARD OF DIRECTORS OR BY ANY NUMBER OF STOCKHOLDERS OWNING NOT LESS THAN FIFTY PERCENT (50%) OF THE OUTSTANDING SHARES OF VOTING STOCK OF THE CORPORATION. SPECIAL MEETINGS SHALL BE HELD AT THE REGISTERED OFFICE OF THE CORPORATION OR AT SUCH PLACE IN CASSIA COUNTY, STATE OF IDAHO, AS MAY BE DESIGNED IN THE CALL.

NO NOTICE, EITHER ORAL OR WRITTEN, OF THE ANNUAL MEETING OF STOCKHOLDERS NEED BE GIVEN UNLESS SUCH MEETING IS TO BE HELD AT A TIME OR PLACE OTHER THAN PREVIOUSLY SELECTED OF EACH YEAR AT THE REGISTERED OFFICE OF THE CORPORATION.

AT LEAST TEN DAYS WRITTEN NOTICE OF SPECIAL MEETINGS OF THE STOCKHOLDERS AND OF ANY CHANGE IN THE HOUR OR PLACE OF THE ANNUAL MEETING OF STOCKHOLDERS SHALL BE GIVEN BY MAILING A COPY OF SUCH NOTICE TO THE LAST KNOWN ADDRESS OR AS THE ADDRESS APPEARS UPON THE CORPORATE RECORDS OF EACH STOCKHOLDER.

ARTICLE XII

ANNUAL MEETING OF DIRECTORS. THE BOARD OF DIRECTORS OF THIS CORPORATION SHALL MEET ANNUALLY BEGINNING WITH THE YEAR 1990 AT THE PRINCIPAL PLACE OF BUSINESS OF THE CORPORATION. THE ANNUAL MEETING OF THE BOARD OF DIRECTORS SHALL BEGIN IMMEDIATELY FOLLOWING THE ADJOURNMENT OF THE ANNUAL MEETING OF STOCKHOLDERS.

ARTICLE XIII

BYLAWS. IN FURTHERANCE AND NOT IN LIMITATION OF THE POWERS CONFERRED BY THE LAWS OF THE STATE OF IDAHO, THE BOARD OF DIRECTORS IS EXPRESSLY AUTHORIZED TO MAKE, ALTER, AMEND, AND APEAL BYLAWS OF THIS CORPORATION IN ANY MANNER NOT INCONSISTENT WITH THE LAWS OF THE STATE OF IDAHO, OR WITH THE ARTICLES OF INCORPORATION OF THIS CORPORATION, SUBJECT TO THE POWERS OF THE SHAREHOLDERS TO ALTER, AMEND, OR REPEAL BYLAWS MADE BY THE BOARD OF DIRECTORS.

IN WITNESS WHEREOF, WE HAVE HEREUNTO SUBSCRIBED OUR NAMES THIS

---

*Karl K. K. K.*

*Janet N. Clark*

*Dorothy Clark*

STATE OF IDAHO

COUNTY OF Cassia

I, Tharven Ward, A NOTARY PUBLIC, HEREBY  
CERTIFY THAT ON THIS 28th DAY OF March 1990  
PERSONALLY APPEARED BEFORE ME

Clayton Clark, Janet D. Clark & Dorothy Clark  
WHO BEING BY ME FIRST DULY SWORN, SEVERALLY EACH FOR HIMSELF,  
DECLARED THAT THEY ARE THE PERSONS WHO SIGNED THE FOREGOING  
DOCUMENT AS INCORPORATORS AND THAT THE STATEMENTS THEREIN CONTAINED  
ARE TRUE.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND SEAL THIS  
28th DAY OF March 1990

Tharven Ward  
NOTARY PUBLIC