

# 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

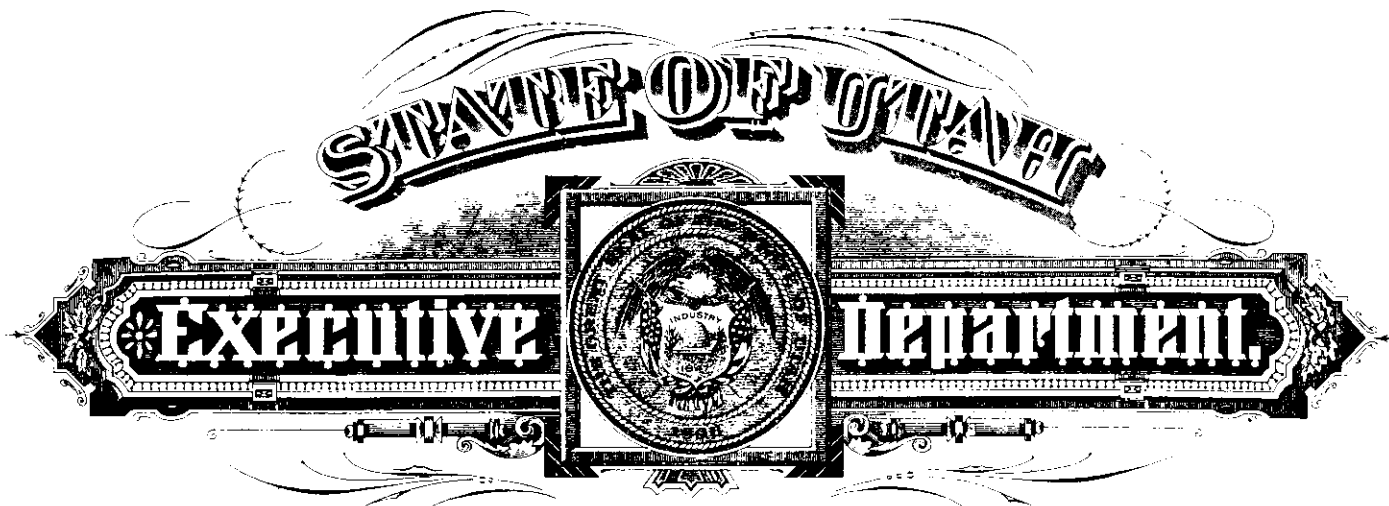
**RESTRIBCO, INC.**

a corporation duly organized and existing under the laws of **Utah** 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 **Nineteenth** day of **March**, 19 **64**, a properly authenticated copy of its articles of incorporation, and on the **Nineteenth** day of **March**, 1964, a designation of **Ben Peterson** in the County of **Bannock** 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 **19th** day of **March**, A.D. 19 **64**.

Secretary of State.



Secretary of State's Office

I, LAMONT F. TORONTO, SECRETARY OF STATE OF THE STATE OF UTAH,  
DO HEREBY CERTIFY THAT the attached is a full, true and correct copy  
of the Articles of Incorporation of \_\_\_\_\_

RESTRIBCO, INC. \_\_\_\_\_

AS APPEARS of record IN MY OFFICE.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND

AND AFFIXED THE GREAT SEAL OF THE STATE OF UTAH

AT SALT LAKE CITY, THIS Fifth DAY OF

March 19 64

*Lamont F. Toronto*

SECRETARY OF STATE

*Mendell L. Catthell*

DEPUTY

of the Secretary of  
of Utah, on the  
D. 19 64  
RECEIVED  
OFFICE OF  
SECRETARY OF STATE  
45

ARTICLES OF INCORPORATION

1964 FEB 24 PM 12 25

41793

OF

RESTRIBCO, INC.

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, natural persons of the age of 21 years or more acting as incorporators of a corporation under the Utah Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation shall be: RESTRIBCO, INC.

ARTICLE II

The period of its duration shall be: Perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are as follows:

1. The manufacturing, sale, repair and installation of all kinds of air conditioning, refrigeration and heating equipment and supplies, and regulating the humidity of air, and of manufacturing, selling and dealing in all kinds of apparatus, devices and inventions designed for said purposes and all related purposes.

2. Any other legal purpose as may be authorized by the Board of Directors from time to time, whether the same shall be in connection with the above purposes, or an entirely new or different business pursuit.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is FIFTY THOUSAND (50,000) of the par value of ONE DOLLAR (\$1.00) each.

ARTICLE V

The corporation will not commence business until consideration of the value of at least ONE THOUSAND (\$1,000.00) DOLLARS, has been received for the issuance of shares.

ARTICLE VI

The post office address of its initial registered office is 234 West 13th South Street, Salt Lake City, Utah, and the name of its initial registered agent at such address is Raymond R. Payne.

ARTICLE VII

That the number of directors of this corporation, their qualifications, terms of office, and the time and manner of their election, removal and resignation shall be as follows:

The number of directors shall not be less than three (3) nor more than seven (7), the exact number within such limits to be determined in the manner prescribed by the By-Laws.

Directors shall be elected at the annual meeting of the stockholders of this corporation and shall serve for one year and until their successors shall have been duly elected and qualified.

A director may be removed from office or resign and the vacancy thus created filled, all in the manner prescribed in the By-Laws, or if there be no such provisions, as otherwise provided by law.

A majority of the entire number of directors, but not less than two, shall be necessary to form a quorum of the Board of Directors, authorized to transact the business and exercise the corporate powers of the corporation.

That the number and kind of officers of this corporation, their qualifications and terms of office, and the time and manner of their election or appointment, removal and resignation shall be as follows:

Such officers shall consist of: a President; one or more Vice-Presidents, as shall be provided by the By-Laws, a Secretary and a Treasurer.

Such officers shall be elected annually by the Board of Directors and shall serve for one year and until their successors shall have been duly elected and qualified. The President and each Vice-President shall be members of the Board of Directors.

Any officer may be removed by vote of a majority of the Board of Directors or in such other manner as may be prescribed in the By-Laws.

1 That the following named persons, parties hereto, shall be the di-  
2 rectors and officers of this corporation from the date hereof and until their  
3 successors shall have been duly elected and qualified:

4 Raymond R. Payne	President and Director
5 Vern T. Draper	Vice-President and Director
6 Robert H. Densley	Secretary-Treasurer and 7 Director

8 ARTICLE VIII

9  
10 The name and address of each incorporator is:

11 Raymond R. Payne	2107 East 3205 South 12 Salt Lake City, Utah
13 Vern T. Draper	3365 La Mesa Road 14 Salt Lake City, Utah
15 Robert H. Densley	2920 Glenmare 16 Salt Lake City, Utah

17 ARTICLE IX

18 That the private property of the stockholders of this corporation  
19 shall not be liable for the debts or obligations of this corporation.

20 ARTICLE X

21 That the Board of Directors of this corporation shall have full power,  
22 without the consent of the stockholders of this corporation, to buy, receive,  
23 use, sell, mortgage, lease or bond, or otherwise dispose of, any or all of  
24 the property of this corporation, both real and personal.

25 ARTICLE XI

26 The shareholders of this corporation shall have the pre-emptive  
27 right to acquire additional shares of the corporation, except that the share-  
28 holders shall have the right at any stockholders meeting, special or annual,  
29 to suspend this right and to grant to the Board of Directors, the unqualified  
30 right to sell all of the unissued shares of the corporation until such time as the  
31  
32

shareholders, at a special or annual meeting, shall withdraw the rights from the Board of Directors.

IN WITNESS WHEREOF, the said parties, incorporators hereof, have hereunto subscribed their names this 20th day of February, 1964.

Raymond R. Payne  
Raymond R. Payne

Vern T. Draper  
Vern T. Draper

Robert H. Densley  
Robert H. Densley

STATE OF UTAH )  
COUNTY OF SALT LAKE ) ss.

I, Alvin L. Lay, a Notary Public, hereby certify that on the 20th day of February, 1964, personally appeared before me, Raymond R. Payne, Vern T. Draper and Robert H. Densley, who, being by me first duly sworn, severally 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 20th day of February, 1964.

My commission expires:

January 18, 1966

Alvin L. Lay  
Notary Public - residing at  
Salt Lake City, Utah