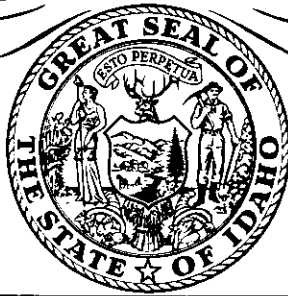


# State of Idaho



## 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

#### **BADSON INC.**

a corporation duly organized and existing under the laws of **California** 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 **31st** day of **October** 19 **63**, a properly authenticated copy of its articles of incorporation, and on the **31st** day of **October** 19**63**, a designation of **Philip E. Dolan** 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 **31st** day of **October**, A.D. 19 **63**.

Secretary of State.



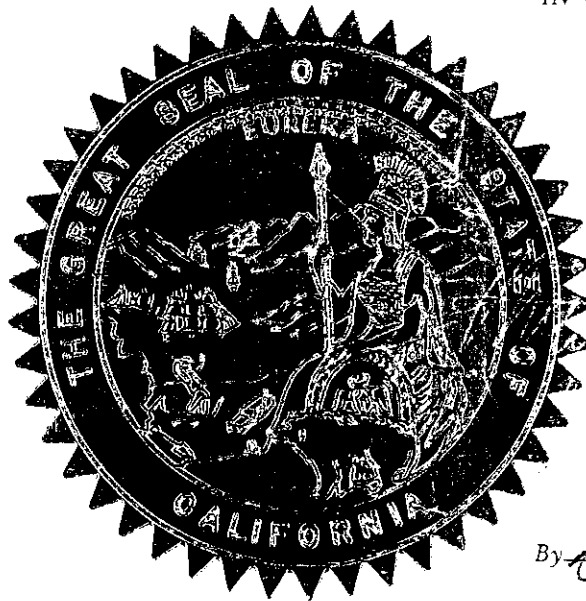
DEPARTMENT OF STATE

*To all to whom these presents shall come, Greetings:*

*I, FRANK M. JORDAN, Secretary of State of the State of California, hereby certify:*

That the photographic reproduction hereunto annexed was prepared from certain records on file in my office and is a full, true and correct copy thereof.

IN WITNESS WHEREOF, I hereunto  
set my hand and affix the Great  
Seal of the State of California  
this OCT 3 1963



*Frank M. Jordan*  
Secretary of State

By *Walter C. Butler*  
Assistant Secretary of State

FILED  
In the office of the Secretary of State  
of the State of California

3 JUN 13 1958

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RAUL A. EDWARDS, Secretary of State  
By *[Signature]* Deputy

ARTICLES OF INCORPORATION

OF  
BADSON, INC.

The name of this corporation shall be BADSON, INC.

The purposes for which said corporation is formed

are:

(a) The primary purpose for which the corporation initially intends to engage is the investment business.

(b) To acquire by purchase, lease or otherwise, lands of any and every description and leasehold estates and other interests therein; to improve and hold lands for investment purposes; to construct improvements upon lands owned by this corporation or held under leasehold or otherwise; to deal in lands, buying and selling real property of any description; to deal in leasehold estates and other estates in land less than the fee thereof; to sublet real property of every kind and character, and to relet and underlet any and all such real property; to engage in the business of subdividing lands and to hire, buy, sell and deal in any and all classes of real property and improvements thereon and interests therein.

To buy, sell and deal in securities of every description, including mortgages, bonds, debentures, promissory notes, commercial paper and securities of other classes; to buy, sell and generally deal in shares and bonds of other corporations; to exchange shares or bonds, or either or both issued by this corporation for shares, bonds or other securities issued by other corporations, or for real or personal property of any kind.

To engage, generally, in the business of financing any lawful enterprise in any lawful way.

To hold for investment purposes securities of any and every description in whatsoever manner acquired; to exchange any real or personal property of this corporation for other real or personal property, including corporate shares of other corporations or bonds or other

Restoration of right  
to amend articles

Yes

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CITRUS 3-4220

1 obligations thereof; and to generally deal in any and all classes of real or  
2 personal property hereinbefore mentioned.

3 (c) To manufacture, fabricate, assemble, to take,  
4 purchase and otherwise acquire, own, hold, use, sell, assign, transfer, ex-  
5 change, lease and otherwise dispose of, and to invest, trade, deal in and  
6 deal with goods, wares and merchandise and supplies and all other personal  
7 property of every class and description.

8 To purchase, acquire, own, hold, use, lease  
9 (either as lessor or lessee), grant, sell, exchange, subdivide, mortgage,  
10 convey in trust, manage, improve, construct, operate and generally deal in  
11 any and all real estate, improved or unimproved, stores, office buildings,  
12 dwelling houses, apartment houses, hotels, manufacturing plants and other  
13 buildings, and any and all other property of every kind or description, real,  
14 personal and mixed, and wheresoever situated, either in California, other  
15 states of the United States, the District of Columbia, territories and colonies  
16 of the United States, or foreign countries.

17 To acquire, by purchase or otherwise, the  
18 good will, business, property rights, franchises and assets of every kind,  
19 with or without undertaking, either wholly or in part, the liabilities of any  
20 person, firm, association or corporation; and to acquire any property or  
21 business as a going concern or otherwise (1) by purchase of the assets thereof  
22 wholly or in part, (2) by acquisition of the shares or any part thereof, or (3)  
23 in any other manner, and to pay for the same in cash or in shares or bonds or  
24 other evidences of indebtedness of this corporation, or otherwise; to hold,  
25 maintain and operate, or in any manner dispose of the whole or any part of  
26 the good will, business, rights and property so acquired, and to conduct in  
27 any lawful manner the whole or any part of any business so acquired; and to  
28 exercise all the powers necessary or convenient in and about the management  
29 of such business.

30 To take, purchase and otherwise acquire, own,  
31 hold, use, sell, assign, transfer, exchange, lease, mortgage, convey in  
32 trust, pledge, hypothecate, grant licenses in respect of and otherwise dispose

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1 of letters patent of the United States or any foreign country, patent rights,  
2 licenses and privileges, inventions, improvements and processes, copyrights,  
3 trade marks and trade names, and governmental, state, territorial, county  
4 and municipal grants and concessions of every character which this corpora-  
5 tion may deem advantageous in the prosecution of its business or in the main-  
6 tenance, operation, development or extension of its properties.

7 To enter into, make, perform and carry out  
8 contracts of every kind for any lawful purpose without limit as to amount,  
9 with any person, firm, association or corporation, municipality, county,  
10 parish, state, territory, government or other municipal or governmental  
11 subdivision.

12 To become a partner (either general or  
13 limited or both) and to enter into agreements of partnership, with one or more  
14 other persons or corporations, for the purpose of carrying on any business  
15 whatsoever which this corporation may deem proper or convenient in connect-  
16 ion with any of the purposes herein set forth or otherwise, or which may be  
17 calculated, directly or indirectly, to promote the interests of this corporation  
18 or to enhance the value of its property or business.

19 To borrow and lend money, but nothing herein  
20 contained shall be construed as authorizing the business of banking, or as  
21 including the business purposes of a commercial bank, savings bank or trust  
22 company.

23 To issue bonds, notes, debentures or other  
24 obligations of this corporation from time to time for any of the objects or  
25 purposes of this corporation, and to secure the same by mortgage, deed of  
26 trust, pledge or otherwise, or to issue the same unsecured; to purchase or  
27 otherwise acquire its own bonds, debentures or other evidences of its indebt-  
28 edness or obligations; to purchase, hold, sell and transfer the shares of its  
29 own capital stock to the extent and in the manner provided by the laws of the  
30 State of California as the same are now in force or may hereafter be amended.

31 To purchase, acquire, take, hold, own, use and  
32 enjoy, and to sell, lease, transfer, pledge, mortgage, convey, grant, assign

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1 or otherwise dispose of, and generally to invest, trade, deal in and with  
2 royalties, mineral rights of all kinds, mineral bearing lands and hydrocarbon  
3 products of all kinds, oil, gas and mineral leases, and all rights and interests  
4 therein, and in general products of the earth and deposits, both subsoil and  
5 surface, of every nature and description.

6 To carry on any business whatsoever, either  
7 as principal or as agent or both or as a partnership, which this corporation  
8 may deem proper or convenient in connection with any of the foregoing purposes  
9 or otherwise, or which may be calculated directly or indirectly to promote the  
10 interests of this corporation or to enhance the value of its property or business  
11 to conduct its business in this state, in other states; in the District of  
12 Columbia, in the territories and colonies of the United States, and in foreign  
13 countries.

14 THREE: The county in the state of California where the  
15 principal office for the transaction of the business of this corporation is to be  
16 located is Los Angeles County.

17 FOUR: This corporation is authorized to issue only one  
18 class of shares of stock; the total number of such shares is Five Hundred  
19 (500); and all such shares of stock are to be without par value.

20 FIVE: (a) The number of directors of this corporation  
21 shall be three (3).

22 (b) The names and addresses of the persons who  
23 are directors of this corporation are:

24	Griffith C. Barlow	1771 Hillcrest Ave., Glendale, California
25	Mary Jane Barlow	1771 Hillcrest Ave., Glendale, California
26	Mark G. Edwards	4368 Sunset Ave., La Crescenta, Calif.

27 IN WITNESS WHEREOF, for the purpose of forming this corporation  
28 under the laws of the State of California, the undersigned, constituting the in-  
29 corporators of this corporation, have executed these Articles of Incorporation  
30 this 9 day of January, 1958.

31 *Griffith C. Barlow*  
32 *Mary Jane Barlow*  
*Mark G. Edwards*

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1 STATE OF CALIFORNIA )  
2 COUNTY OF LOS ANGELES ) ss

3 On this 27 day of January, 1958, before me, the under-  
4 signed, a Notary Public in and for the said County and State, residing therein,  
5 duly commissioned and sworn, personally appeared Griffith C. Barlow, Mary  
6 Jane Barlow and Mark U. Edwards, known to me to be the persons whose  
7 names are subscribed to the foregoing Articles of Incorporation, and  
8 acknowledged to me that they executed the same.

9 WITNESS my hand and official seal.

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*Deadyo T. Hogan*  
Notary Public in and for the said  
County and State.

My Commission Expires 3-25-61

(NOTARIAL SEAL)

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