

# 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

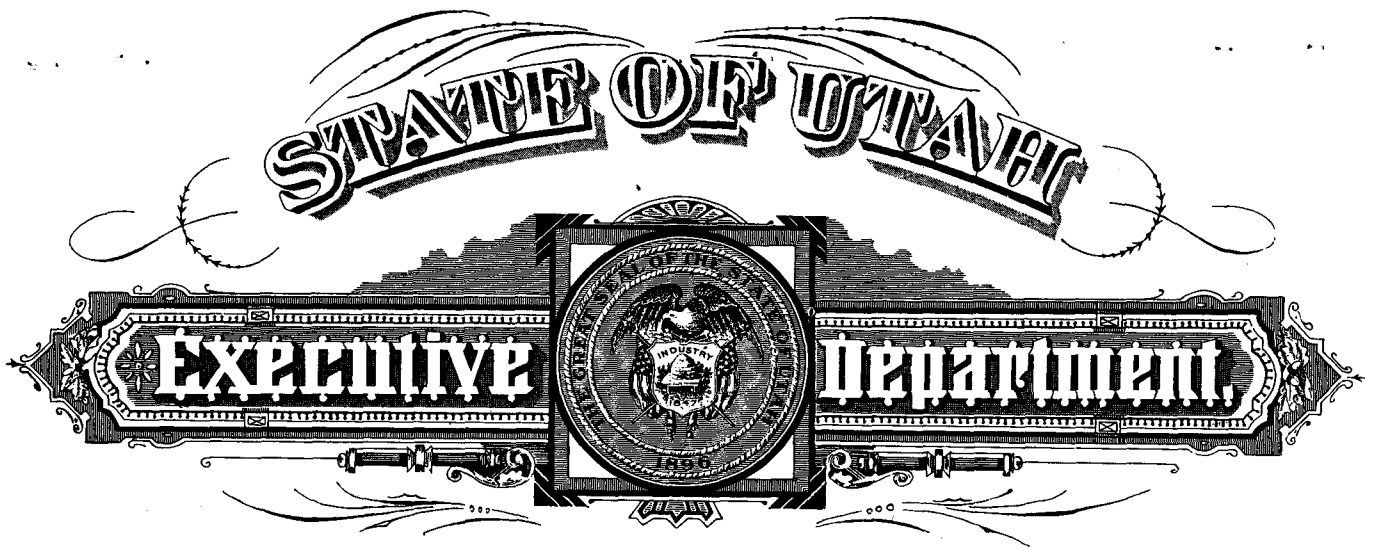
#### MAX R. BLACK COMPANY

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 **9th** day of **December** 19 **65**, a properly authenticated copy of its articles of incorporation, and on the **9th** day of **December** 19 **65**, a designation of **Max R. Black** in the County of **Twin Falls** 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 **9th** day of **December**, A.D. 19**65**.

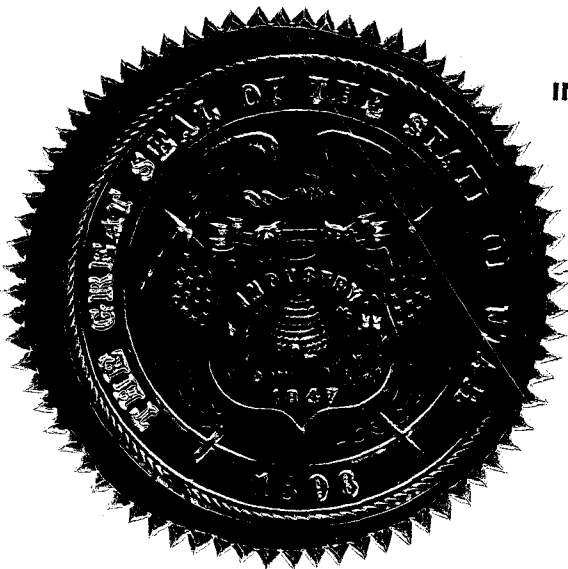
Secretary of State.



**Secretary of State's Office**

I, CLYDE L. MILLER, 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 MAX R. BLACK COMPANY.

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 Seventh DAY OF  
December 1965

Clyde L. Miller  
SECRETARY OF STATE  
BY [Signature]  
DEPUTY

# ARTICLES OF INCORPORATION

OF

MAX R. BLACK COMPANY

We, THE UNDERSIGNED, natural persons of the age of twenty-one years or more, who are citizens of the United States of American and residents of the State of Idaho, acting as incorporators for the purpose of organizing and forming a corporation for profit and by virtue of the laws of the State of Utah, voluntarily associate ourselves together and hereby adopt the following Articles of Incorporation for such corporation as follows:

## ARTICLE I

### NAME OF CORPORATION

MAX R. BLACK COMPANY

## ARTICLE II

### CORPORATE DURATION

The period of the duration of this corporation is perpetual unless dissolved pursuant to law.

## ARTICLE III

### OBJECTS AND PURPOSES

The objects, purposes and pursuit of this corporation as a stock company for which the corporation is organized are:

(a) To engage in the business of selling store and restaurant equipment, fixtures and supplies.

(b) To manufacture store and restaurant equipment, fixtures and supplies of every type and nature.

(c) To purchase, sell, acquire, receive, hold, use, improve, convey, assign, rent, lease, release, mortgage, encumber and otherwise acquire, own, hold and dispose of and deal in any and all lands, and realty, and personal property of every kind, name and nature, including stocks, bonds, assets, obligations and securities of other persons, firms or corporations, to the extent now or hereafter permitted by law.

(d) To subscribe for, purchase, or otherwise acquire, hold and own, or hold for investment purposes, with the same rights and privileges as to ownership as natural persons, all kinds of shares, stocks, bonds, assets or obligations of any other corporation, and unless prohibited by law, to purchase, sell, own, hold, pledge, or otherwise acquire or dispose of shares of its own capital stock, and obligations, acquired from stockholders or otherwise.

(e) To borrow and loan money, with or without security; to make and issue notes, bonds, debentures, obligations and other evidences of indebtedness of all kinds and give any guarantee for the payment of money or the performance of any obligation or undertaking, whether or not any of the foregoing are secured by mortgage, pledge, or otherwise, without limit as to amount.

(f) To make, execute and enter into any and all contracts and agreements which may be necessary, proper and convenient to effect the purposes of the corporation and conduct its business.

(g) To enter into any contract, agreement or arrangement with any federal, state, county, city, municipal, local and governmental authorities or units of whatever kind or nature as may seem in the best interests of the corporation or the attainment of any of its objects and business purposes.

(h) To conduct business, have one or more offices, in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and in any foreign countries.

(i) In addition, and not by way of limitation, to do all and everything necessary, suitable, convenient and proper for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other persons, firms, or corporations, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers, or any part or parts thereof, not inconsistent or contrary to the laws under which this corporation is organized.

#### ARTICLE IV

##### AUTHORIZED SHARES

The number of authorized shares of this corporation which it shall have the authority to issue are 100, being of one class known and designated as common stock and being without par value. With respect to said shares of stock it is further agreed that:

(a) Non-assessability.

The fully paid stock of this corporation shall be and is non-assessable.

(b) Cumulative Voting.

Cumulative voting of shares is not permitted.

(c) Pre-emptive Rights.

Shareholders shall have full pre-emptive rights to acquire unissued shares of stock, provided however, the Board of Directors shall have the power to issue and sell shares without pre-emptive rights in performing an incentive option

granted its officers or employees, or the officers or employees or any subsidiary corporation, and to issue shares in payment for property, whether tangible or intangible and real or personal, and to sell treasury shares without first offering the same to its shareholders.

#### ARTICLE V

##### REQUIREMENTS BEFORE COMMENCING BUSINESS

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

#### ARTICLE VI

##### REGISTERED OFFICE, REGISTERED AGENT AND PLACE OF BUSINESS

The post office address of the corporation's initial registered office is 400 Executive Building, 455 East 4th South Street, Salt Lake City, Utah, and the name of its initial registered agent at such address is Paul M. Halliday.

#### ARTICLE VII

##### BOARD OF DIRECTORS

The Board of Directors shall consist of not less than three (3) nor more than nine (9) members, and within such limits any increase in the number of directors after the first Board of Directors hereafter named may be filled by the Board of Directors from time to time as said Board determines, and it is agreed that:

##### (a) Management of Corporation Business.

The business and affairs of the corporation shall be managed and its corporate powers shall be exercised, by the Board of Directors with respect to all business and matters

without the consent, approval or ratification by the stockholders unless otherwise expressly provided or prohibited by law.

(b) Qualification of Director.

Every director shall be a citizen of the United States of America and of legal and lawful age, but need not be a shareholder of record in this corporation.

(c) Directors Residence.

None of the directors of the Board of Directors need be residents of the State of Utah.

(d) Election of Directors.

Directors shall be elected by the stockholders entitled to vote at the annual meeting of the stockholders or at any special meeting of the stockholders entitled to vote called for that purpose, which elections shall be by secret ballot and each share of issued and outstanding stock entitled to vote shall have one (1) vote; voting may be either in person or by written proxy, subject however, to any increase in the number of directors from time to time made by the Board of Directors as above provided, the filling of vacancies in the Board of Directors provided in (f) below and the first Board of Directors hereafter named.

(e) Directors Term of Office.

The term of office of directors shall be for a period of one (1) year, or until their successors are duly elected and qualified.

(f) Vacancies in Board of Directors.

Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors, and for the unexpired term of his predecessor in office.

(g) Resignation of Director.

Any director may resign by filing his written resignation with the President, Secretary or the Board of Directors. Said resignation shall become effective on the date specified in the resignation, and if none is specified, upon the acceptance thereof by the Board of Directors, and should said Board fail to act upon such resignation within two weeks after the same is filed, the resignation shall then become effective on the date filed and the office be deemed vacant.

(h) Removal of Directors.

Directors of this corporation may be removed at any time with or without cause by the majority vote of the issued and outstanding stock of the corporation entitled to vote at any stockholders meeting expressly called for that purpose.

(i) Quorum of Directors.

A majority of the number of directors constituting the Board of Directors shall constitute a quorum and a majority of such quorum are authorized to transact the business, affairs, and exercise the corporate powers of the corporation, unless otherwise provided by law as to a specific matter, or these Articles.

(j) Directors Meetings, Place and Notice Thereof.

Meetings of the Board of Directors, either regular or special, with the place, notice and purpose thereof shall be as provided in the Bylaws.

ARTICLE VIII

OFFICERS

The officers of this corporation shall consist of a President, one or more Vice Presidents, a Secretary, and a Treasurer, each of whom shall be elected by the Board of



Directors and at such time and in such manner as may be prescribed by law and any Bylaws. Such other officers, assistant officers and agents as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary shall not be held by the same person. The President, Secretary and Treasurer shall all be shareholders, however, none of the other officers need be owners of shares in this corporation. All officers shall also be directors. Assistant officers need not be directors or shareholders, unless otherwise prescribed by law or the Bylaws of this corporation.

(a) Officers Term of Office.

The term of office of the officers shall be for one (1) year and until their successors are elected or appointed, and qualified, and assistant officers as provided in the Bylaws.

(b) Removal of Officers.

Any officer may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

ARTICLE IX

SHAREHOLDERS MEETINGS, NOTICE THEREOF AND QUORUM

(a) Meetings of Shareholders.

All meetings of shareholders shall be held at the Idaho Office of the corporation at Twin Falls, Idaho, or at such other place either within or without the State of Utah, as may be provided in the Bylaws.

(b) Annual Meeting.

The annual meeting of the shareholders shall be held at such time as may be provided in the Bylaws.

(c) Notice.

Notice of any and all meetings of the shareholders shall be given in accordance with the provisions of the Utah Business Corporation Act, and the Bylaws of the corporation. No business other than that stated in the call or notice of special meeting, or business at the annual meeting which by law is required to be stated in the notice, shall be considered except by the unanimous consent of all shareholders present at the meeting.

(d) Quorum.

A majority of the shares entitled to vote represented in person or by proxy shall constitute a quorum at meetings of shareholders and if a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter, including the election of directors, shall be the act of the shareholders, unless the vote of a greater number is required by law or the Bylaws.

(e) Continuation of Meeting for Lack of Quorum.

Any meeting of the shareholders may be continued from time to time to a date certain for lack of a quorum by the majority vote of those present in person or by proxy until a quorum is present, provided that said postponement and/or continuations of said meeting shall not exceed a total of thirty (30) days from the date originally stated for said meeting.

(f) Failure to Hold Annual Meeting.

Failure to hold any annual meeting of the stockholders on the date provided in the Bylaws shall not work a forfeiture or dissolution or interfere with or affect the corporate rights

and powers under this Agreement and such meeting may be called by and upon the notice provided above for the calling of meetings of the shareholders.

#### ARTICLE X

##### BYLAWS

The Board of Directors may adopt, amend and repeal at will such Bylaws as are not inconsistent with law, these Articles of Incorporation, corporate rights and vested privileges and the Utah Business Corporation Act.

#### ARTICLE XI

##### OFFICERS AND DIRECTORS INTEREST IN TRANSACTIONS

Unless otherwise prohibited by law, in the absence of fraud, no contract or other transaction between this corporation and any other corporation or any partnership or association shall be affected or invalidated by the fact that any director or officer of this corporation is pecuniarily or otherwise interested in or is a director, member or officer of such other corporation or of such firm, association or partnership or is a party to or is pecuniarily or otherwise interested in such contract or other transaction or in any way connected with any person or persons, firm association, partnership or corporation pecuniarily or otherwise interested therein; any director may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation for the purpose of authorizing any such contract or transaction with like force and effect as if he were not so interested, or were not a director, member or officer of such other corporation, firm, association or partnership.

## ARTICLE XII

### DIVIDENDS

Subject to and in accordance with the provisions of the Utah Business Corporation Act, dividends may be declared from time to time by the Board of Directors and declared dividends may be paid wholly or in part in cash or shares of the corporation.

## ARTICLE XIII

### NON-LIABILITY OF SUBSCRIBER AND SHAREHOLDER

The private property of the shareholders and subscribers to shares shall not be liable or subject to the debts or obligations of the corporation or its creditors and such holder of or subscriber to shares of the corporation shall likewise be under no obligation to said corporation or its creditors.

## ARTICLE XIV

### INDEMNITY OF OFFICERS AND DIRECTORS

The corporation shall indemnify any and all of its directors or officers or former directors or officers or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be

adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any Bylaws, agreement, vote of shareholders or otherwise.

#### ARTICLE XV

##### FIRST BOARD OF DIRECTORS

The names and addresses of the directors, being four (4) in number who shall constitute the first Board of Directors until their successors are duly elected and qualified as in these Articles hereinbefore provided, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Max R. Black	213 4th Avenue West Twin Falls, Idaho
Laurance F. Andrus	213 4th Avenue West Twin Falls, Idaho
Richard L. Long, Jr.	8435 West 3410 South Magna, Utah
Marian D. Black	213 4th Avenue West Twin Falls, Idaho

#### ARTICLE XVI

##### INCORPORATORS

<u>NAME</u>	<u>ADDRESS</u>
Max R. Black	213 4th Avenue West Twin Falls, Idaho
Marian D. Black	213 4th Avenue West Twin Falls, Idaho
Laurance F. Andrus	213 4th Avenue West Twin Falls, Idaho

#### ARTICLE XVII

##### RESTRICTION ON SALE OF SHARES

The sale of shares of stock in this corporation by any

of its shareholders is restricted and may not be sold without notifying the President or Secretary of this corporation of such shareholders desire to sell and the price thereof and the corporation shall notify the other shareholders of this corporation and such shareholders shall have the right for a period of thirty (30) days to purchase said shares of stock in proportion to the number of shares that shareholders own in this corporation and if not so purchased, then the shareholder who desires to sell shall be entitled to offer for sale his shares of stock to third persons, except that such shares shall not be sold to said third persons at a price more favorable than that offered to the other shareholders of this corporation, or offered by said shareholders of this corporation. Any sale not in compliance with the above shall not be recognized by this corporation nor transfer made on its stock records.

#### ARTICLE XVIII

##### AMENDMENTS

These Articles of Incorporation may be amended from time to time in any and as many respects as may be desired in accordance with the provisions of the Utah Business Corporation Act by a majority vote of the Board of Directors and the vote or written assent of a majority of its voting capital stock entitled to vote, at any special meeting of the shareholders called for the purpose, or at the annual meeting of shareholders when the notice thereof includes amending these Articles as part of the business of said annual meeting.

#### ARTICLE XIX

##### INVALIDATION

Any Article, sub-paragraph of any Article or part thereof, of these Articles of Incorporation or amendments thereto,

that may be at any time declared and adjudged by any Court of competent jurisdiction to be in violation of any provision of law, shall not invalidate any of the other Articles of Incorporation, amendments thereto or sub-paragraph thereof.

Dated this 3<sup>rd</sup> day of December, 1965, at Twin Falls, Idaho.

Max R. Black  
Max R. Black

Marian D. Black  
Marian D. Black

Laurance F. Andrus  
Laurance F. Andrus

INCORPORATORS

STATE OF IDAHO           )  
                                  : ss.  
County of Twin Falls)

I, the undersigned, a Notary Public, hereby certify that on the 3<sup>rd</sup> day of December, 1965, personally appeared before me, MAX R. BLACK, MARIAN D. BLACK, and LAURANCE F. ANDRUS, 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 3<sup>rd</sup> day of December, 1965.

[Signature]  
Notary Public  
Residing in Twin Falls

My Commission Expires:

11-7-69