

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

UTAH BEARING SUPPLY CORPORATION

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 **21st** day of **April** **19 65**, a properly authenticated copy of its articles of incorporation, and on the **21st** day of **April** **19 65**, a designation of **Neil Parkin** 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 **21st** day of **April**, A.D. 1965 .

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 and Amendments thereto of

~~~~~ UTAH BEARING SUPPLY CORPORATION ~~~~~

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 Nineteenth DAY OF

April 19 65

Clyde L. Miller  
SECRETARY OF STATE

BY Wm. B. Smith  
DEPUTY

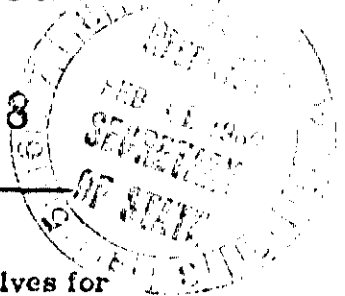
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ARTICLES OF INCORPORATION

of

CRESTWOOD VILLA, INC.

36368



We, the undersigned, hereby associate ourselves for the purpose of forming a corporation under and by virtue of the laws of the State of Utah, and we hereby agree to and do adopt the following Articles of Incorporation and certify as follows:

ARTICLE I

NAME:

The name of the corporation is CRESTWOOD VILLA, INC.

ARTICLE II

ORGANIZATION:

This corporation is organized at Salt Lake City, Utah, pursuant to and under the authority of the laws of the State of Utah.

ARTICLE III

DURATION:

This corporation shall exist for a term of ninety-nine years, unless sooner dissolved according to law.

ARTICLE IV

INCORPORATORS:

The names of the incorporators of this corporation and their places of residence are:

| <u>Name</u>              | <u>Residence</u>                             |
|--------------------------|----------------------------------------------|
| B. Lloyd Poelman         | 855 East 13th South<br>Salt Lake City, Utah  |
| Addy H. Gyr              | 25 East 1st North<br>Salt Lake City, Utah    |
| R. William Bradford, Jr. | 1063 East 17th South<br>Salt Lake City, Utah |
| Jeanette Jongkees        | 171 South 12th East<br>Salt Lake City, Utah  |
| Homer M. Jensen          | 1847 South 15th East<br>Salt Lake City, Utah |

ARTICLE V

PURSUITS AND  
PURPOSES:

The purposes for which this corporation is organized and its pursuits and business are as follows:

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ATTORNEYS AND COUNSELLORS AT LAW  
WALKER BANK BUILDING  
SALT LAKE CITY 11, UTAH

(a) To carry on the general business of a reception center and to hold and allow to be held social gatherings of all kinds and to offer all services relating thereto.

(b) To carry on the general business of a nursery school and to provide all of the educational and recreational services thereunto appertaining.

(c) To engage in any lawful activity and to purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade, deal in and deal with goods, wares and merchandise and personal property of every class and description.

(d) To hold, purchase and convey real and personal estate and to mortgage or lease any such real and personal estate with its franchises and to take the same by devise or bequest.

(e) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of or any bonds, securities or evidences of the indebtedness created by any other corporation or corporations of this state, or any other state or government, and, while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

(f) To borrow money and contract debts when necessary for the transaction of its business, or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures, and other obligations and evidences of indebtedness, payable at specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased, or acquired, or for any other lawful objects.

(g) To purchase, hold, sell and transfer shares of its own capital stock, and use therefor its capital, capital surplus, surplus, or other property or funds; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided further, that shares of its own capital stock belonging to it shall not be voted upon, directly or indirectly, nor counted as outstanding, for the purpose of computing any stockholders' quorum or vote.

(h) To conduct business, have one or more offices, and hold, purchase, mortgage and convey real and personal property in this state, and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and in any foreign countries.

(i) To do all and everything necessary and proper for the accomplishment of the objects hereinbefore enumerated or necessary or incidental to the protection and benefit of the corporation, and, in general, to carry on any lawful business necessary or incidental to the attainment of the objects of the corporations, whether or not such business is similar in nature to the objects hereinabove set forth.

(j) The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in no wise limited or restricted by reference to, or inference from, the terms of any other clause in these Articles of Incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

## ARTICLE VI

PRINCIPAL  
PLACE OF  
BUSINESS:

The corporation is organized at Salt Lake City, Salt Lake County, State of Utah, and its principal place of business and office shall be in Salt Lake City, Utah, but business may be conducted in any place or places throughout the world without restrictions, at the discretion of the Board of Directors, and offices or places of business may be established in other locations at the discretion of the Board of Directors.

## ARTICLE VII

CAPITAL STOCK:

The amount of capital stock of this corporation shall consist of Ten Thousand Shares of Common Stock, of a par value of Ten Dollars per share.

## ARTICLE VIII

SUBSCRIPTION  
FOR CAPITAL  
STOCK:

The parties hereto have subscribed for and do hereby subscribe for capital stock of this corporation, as follows:

| <u>Name</u>          | <u>Shares</u> | <u>Amount</u> |
|----------------------|---------------|---------------|
| B. Lloyd Poelman     | 1000          | \$10,000      |
| Addy H. Gyr          | 1             | 10            |
| R. Wm. Bradford, Jr. | 1             | 10            |
| Jeanette Jongkees    | 1             | 10            |
| Homer M. Jensen      | 1             | 10            |

All shares issued have been paid for in cash.

## ARTICLE IX

OFFICERS:

The officers of this corporation shall consist of a Board of not less than three (3) nor more than eleven (11) directors, out of whom shall be elected by the Board of Directors a president and one or more vice-presidents, as the Board of Directors may see fit. In addition, there shall be a secretary and a treasurer who may or may not be members of the Board of Directors, The same person may

hold two or more offices. The Board of Directors shall be elected by the stockholders at the annual stockholders' meeting, and at the first meeting of the Board of Directors thereafter, the said Board of Directors shall appoint a president, a vice-president or vice-presidents, a secretary and a treasurer. All officers and directors shall hold office for the term of one year and until their successors shall have been elected and qualified. In the event of vacancies on the Board of Directors, those remaining may appoint temporary directors to function as directors until the next annual stockholders' meeting and until their successors are duly elected and qualified. Officers and directors may resign and are subject to removal in the manner provided by law.

Until the first annual meeting of the stockholders and until the election and qualification of their successors, the following persons shall be the officers of this corporation:

| <u>Name</u>              | <u>Office</u>                    |
|--------------------------|----------------------------------|
| B. Lloyd Poelman         | President and Director           |
| Addy H. Gyr              | Vice-President and Director      |
| R. William Bradford, Jr. | Secretary-Treasurer and Director |

The Board shall have power to create such other offices and positions as, in their judgment, may be necessary or advisable for conducting the business of the corporation. The officers shall have the duties and responsibilities that shall be outlined by the By-Laws of the corporation. In the event By-Laws are adopted by the corporation, and in the absence of By-Laws, they shall have such duties and responsibilities as shall be assigned to them by the Board of Directors. The president of the corporation shall be the presiding officer of and shall preside at all meetings of the officers and of the stockholders and directors

## ARTICLE X

### CONTRACT OF OFFICERS:

No contract or other transaction between this corporation and any other corporation shall be affected or invalidated by the fact that any director of this corporation is interested in, or is a director or officer of such other corporation, and any director or directors, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of this corporation or in which this corporation is interested; and no contract, act, or transaction of this corporation with any person, firm or corporation shall be affected or invalidated by the fact that any director of this corporation is a party to, or interested in such contract or transaction. Any person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association, or corporation in which he may be in any wise interested.

## ARTICLE XI

### DIRECTORS' MEETINGS:

A majority of the Board of Directors shall constitute a quorum, and when so constituted, the Board shall be authorized to transact the business of and exercise the powers of this corporation, provided that three (3) days' previous notice of the time and place of the meeting shall have been given to the entire Board of Directors, unless such notice be waived. Notice may be given verbally in person or in writing by mail or personal delivery. If by mail, deposit in the mails with sufficient postage must be made in time to reach the addressee three days prior to the time of the meeting in the ordinary course of mail.

## ARTICLE XII

### ANNUAL MEETING:

The annual meeting of the stockholders of this corporation shall be held at its offices in Salt Lake City, Utah, <sup>the</sup> on fourth Thursday  
JENSEN, JENSEN & BRADFORD

ATTORNEYS AND COUNSELLORS AT LAW  
WALKER BANK BUILDING  
SALT LAKE CITY 11, UTAH

of January of each year, at 2:00 P.M. No notice of the annual meeting need be given. Special meetings of stockholders may be called by the president or by any three directors or by any number of stockholders, not less than one-third of the authorized and outstanding stock entitled to vote at such meetings. Notice of special meetings shall be given in the manner provided by the laws of the State of Utah for such meetings. The books of the corporation may be closed for the transfer of stock before the date of any stockholders' meeting by resolution of the Board of Directors and the stockholders appearing of record at the time of the closing of the books shall be considered the stockholders for the purpose of the meeting.

ARTICLE XIII

LIABILITY OF  
STOCKHOLDERS:

The private property of the stockholders shall not be liable for the debts or obligations of the corporation.

ARTICLE XIV

STOCK  
NON-ASSESSABLE:

The capital stock of this corporation shall not be assessable.

ARTICLE XV

AMENDMENTS:

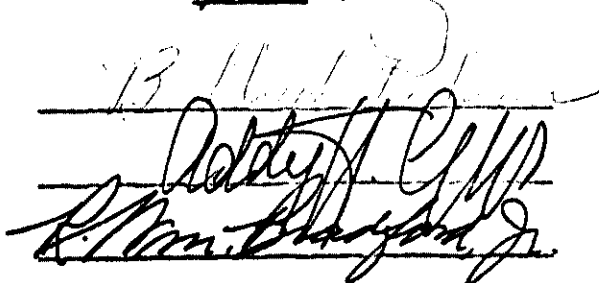
These Articles of Incorporation may be amended in the manner provided by the laws of the State of Utah.

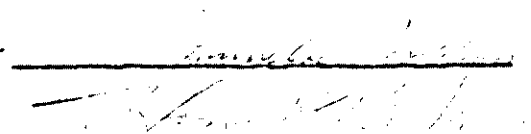
ARTICLE XVI

PAYMENT FOR  
STOCK:

That more than 10% of the authorized common capital stock of this corporation is fully paid.

IN WITNESS WHEREOF, we have subscribed our hands hereto this 9<sup>th</sup> day of February, 1960.





JENSEN, JENSEN & BRADFORD  
ATTORNEYS AND COUNSELLORS AT LAW  
WALKER BANK BUILDING  
SALT LAKE CITY 11, UTAH



STATE OF UTAH                    )  
                                          : ss:  
COUNTY OF SALT LAKE        )

B. LLOYD POELMAN, ADDY H. GYR, R. WILLIAM  
BRADFORD, JR., JEANETTE JONGKEES, and HOMER M.  
JENSEN, being each first duly sworn, depose and say: that they  
are the incorporators of the foregoing Articles of Incorporation;  
that they have commenced and it is their bona fide intention to  
carry on the business mentioned and authorized in said Articles;  
that each party to the foregoing agreement has paid, or is able to  
and will pay, the amount of stock subscribed for by each stockhol-  
der, and not less than 10% of the entire capital stock authorized  
has been paid.

B. Lloyd Poelman  
Addy H. Gyr  
R. William Bradford, Jr.  
Jeanette Jongkees  
Homer M. Jensen

Subscribed and sworn to before me this 7th day of February, 1960.

William B. Redding  
Notary Public  
residing at Salt Lake City, Utah.

My commission expires:

\_\_\_\_\_

JENSEN, JENSEN & BRADFORD  
ATTORNEYS AND COUNSELLORS AT LAW  
WALKER BANK BUILDING  
SALT LAKE CITY 11, UTAH

In the Office of the Secretary of  
State of the State of Utah, on the  
7<sup>th</sup> day of April A.D. 1965

CLAUDE L. MILLER

Secretary of State

Filing Clerk

Fees

## ARTICLES OF AMENDMENT

to the

## ARTICLES OF INCORPORATION

of

CRESTWOOD VILLA INC.

*1891  
Feb. 20*

Pursuant to the provision of the Utah Business Corporation Act,  
the undersigned corporation adopts the following Articles of Amendment to the  
Articles of Incorporation:

FIRST: The name of the corporation is CRESTWOOD VILLA,  
INC. (changed by this Amendment to UTAH BEARING SUPPLY CORPORATION )  
a Utah corporation.

SECOND: The following amendment of the Articles of Incorporation  
was adopted by the shareholders of the corporation on the 31 day of March,  
1965, in the manner prescribed by the Utah Business Corporation Act.

RESOLVED: That the name of the  
corporation is UTAH BEARING  
SUPPLY CORPORATION.

THIRD: The number of shares of the corporation outstanding at  
the time of such adoption 600; and the number of shares  
entitled to vote thereon was 600.

FOURTH: The designation and number of outstanding shares of  
each class entitled to vote thereon as a class were as follows: not applicable.

FIFTH: The number of shares voted for such amendment was  
600; and the number of shares voted against such amendment  
was: none.

SIXTH: The number of shares of each class entitled to vote thereon  
as a class voted for and against such amendment, respectively, was: none.

JENSEN, JENSEN & BRADFORD

ATTORNEYS AND COUNSELLORS AT LAW

WALKER BANK BUILDING

SALT LAKE CITY, UTAH 84111

Page Two

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: no change.

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment are as follows: no change.

Dated this 31 day of March, 1965.

CRESTWOOD VILLA INC.

J. Frank Pardoe  
PRESIDENT

ATTEST:

Keith Froley  
SECRETARY

STATE OF UTAH           )  
                              : ss:  
COUNTY OF SALT LAKE )

Before me, HOMER M. JENSEN, a Notary Public in and for said County and State, personally appeared <sup>Keith</sup> J. FRANK PARDOE, and <sup>Froley</sup> FLOYD ~~W. PARDOE~~, who acknowledged before me that they are, respectively, the president and secretary of CRESTWOOD VILLA INC., a Utah corporation, and that they signed the foregoing Articles of Amendment as their own free and voluntary act and deed for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal  
this 31<sup>st</sup> day of March, 1965.

My Commission Expires:

June 11, 1965

Homer M. Jensen  
NOTARY PUBLIC  
Residing at Salt Lake City, Utah

JENSEN, JENSEN & BRADFORD  
ATTORNEYS AND COUNSELLORS AT LAW  
WALKER BANK BUILDING  
SALT LAKE CITY, UTAH 84111

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A F F I D A V I T

STATE OF UTAH                     )  
                                          ) ss:  
COUNTY OF SALT LAKE         )

J. FRANK PARDOE being first duly sworn on oath deposes and says:

That he is the President of UTAH BEARING AND SUPPLY COMPANY INC., a Utah corporation.

That at a meeting of the Board of Directors of said corporation duly called, said Board of Directors agreed to the formation of an affiliated corporation to be known as UTAH BEARING SUPPLY CORPORATION; that Crestwood Villa Inc. is presently an affiliated corporation with UTAH BEARING AND SUPPLY COMPANY INC., and it was purposed that said corporation name be changed and amended to UTAH BEARING SUPPLY CORPORATION. Affiant states that the Board of Directors of Utah Bearing and Supply Company Inc. considered that said name would not conflict or be confusing as relates to its business, or as relates to the business or affairs of UTAH BEARING SUPPLY CORPORATION; that the activities to be carried on by the two corporations would be similar but in different territories of the State of Utah; that hereafter Utah Supply Corporation would take steps to amend its name so as to make sure there were no conflicts being created if the similarity in names tends to confuse the public.

That the Secretary of the State of Utah is hereby authorized to permit the use of said name, to-wit: UTAH BEARING SUPPLY CORPORATION as a corporate name licensed under the laws of the State of Utah.

J. Frank Pardoe

Subscribed and sworn to before me this 31 day of March, 1965.

My Commission Expires:  
June 11, 1965

[Signature]  
NOTARY PUBLIC, Residing at Salt Lake City, Utah

JENSEN, JENSEN & BRADFORD  
ATTORNEYS AND COUNSELLORS AT LAW  
WALKER BANK BUILDING  
SALT LAKE CITY, UTAH 84111