



## Department of State.

### CERTIFICATE OF INCORPORATION

I, JAS H. YOUNG, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

#### WEISER INDUSTRIAL CORPORATION

was filed in the office of the Secretary of State on the **28th** day  
of **August** A.D. One Thousand Nine Hundred **Fifty-seven** and  
duly recorded on Film No. **99** of Record of Domestic Corporations, of the State of Idaho,  
and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and  
successors are hereby constituted a corporation, by the name hereinbefore stated, for  
**perpetual existence** from the date hereof, with its registered office in this State located at

**Weiser** in the County of **Washington**

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 **28th** day of **August**,  
A.D., 19**57**.

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
WEISER INDUSTRIAL CORPORATION.

KNOW ALL MEN BY THESE PRESENTS that we, the undersigned, all being natural persons of lawful age and citizens of the United States of America, in order to form a corporation for the purposes herein-after stated, pursuant to the general business corporation laws of the State of Idaho, do hereby certify as follows:

## ARTICLE I.

The name of this corporation is, and shall be, Weiser Industrial Corporation.

### ARTICLE II.

The purposes for which this corporation is formed are as follows, to-wit:

(a) To promote, establish and encourage industrial, commercial and business interest in or near the City of Weiser, Idaho, for the purposes to cooperate financially or otherwise with any person, firm, corporation, partnership or association incorporated, or unincorporated, and whether domestic or foreign.

(b) To transfer by sale and exchange, gift or otherwise any of the property of the corporation in such manner as may be deemed advisable to carry out any of the corporate purposes.

(c) Directly or through ownership of stock in any corporation by joint venture with such corporation or with any person or persons, or unincorporated association to purchase, lease, exchange or otherwise acquire real and personal property of every kind or any interest therein or to take or give option upon the same to erect, construct, maintain, improve, rebuild, alter, manage, operate and control all kinds of buildings, houses, hotels, apartments, stores, offices, warehouses, mills, shops, factories, machinery and plants and all structures or erections of any description on any lands whether owned, held or leased by this corporation or otherwise,

1 and to lease or sublet the same or any part thereof, and to  
2 mortgage, encumber, exchange, assign, transfer, convey, pledge or  
3 otherwise, alienate or dispose of any such property, rights or  
4 interest.

5 (d) To purchase or otherwise acquire, hold, manufacture,  
6 sell, exchange, mortgage, pledge, hypothecate, deal in and dispose  
7 of commodities, building material and all other personal and real  
8 property of every kind and any interest therein.

9 (e) To purchase or otherwise acquire, hold, sell, exchange,  
10 pledge, hypothecate, underwrite, deal in and dispose of stocks,  
11 bonds, notes, debentures, mortgages, shares, certificates of sale  
12 and all other evidences of indebtedness and obligations or secur-  
13 ities of any corporation, partnership or entity or person, domestic  
14 or foreign, or of any domestic or foreign state, government or  
15 political subdivision thereof.

16 (f) To borrow or raise money for any of the purposes of the  
17 corporation and from time to time without limit as to amount to  
18 draw, make accept, endorse, execute, issue and grant promissory  
19 notes, drafts, bills of exchange, warrants, options, bonds,  
20 debentures and any other negotiable or unnegotiable instruments,  
21 evidences of indebtedness or of securities and to execute  
22 mortgages or other security instruments of any kind.

23 (g) To purchase or otherwise acquire, undertake, carry on,  
24 improve or develop all or any of the business, good will, rights,  
25 assets, liabilities of any person, firm, business, unincorporated  
26 association or corporation carrying on any industrial, commercial  
27 or other business in the City of Weiser, Idaho, or elsewhere and  
28 to hold, utilize, manage, operate and in any manner dispose of the  
29 rights and property so acquired.

30 (h) To enter into any lawful arrangements for share in  
31 profits, union of interest, reciprocal concession or cooperations  
32

1 with any corporation, partnership, individual, governmental,  
2 municipal or public authority, domestic or foreign in the carrying  
3 on of any business which the corporation is authorized to carry on  
4 or any business or transaction deemed necessary, convenient or  
5 incidental to the carrying out of any of the purposes of the  
6 corporation.

7 (i) To enter into and make all necessary contracts for its  
8 business with any person, entity, partnership, unincorporated  
9 association, corporation, domestic or foreign, or of any domestic  
10 or foreign state, government or governmental authority or of any  
11 political or administrative subdivision or department thereof and  
12 to perform and to carry out, assign, cancel or rescind any such  
13 contracts.

14 (j) To exercise all or any of the corporate powers and to  
15 carry out all or any of the purposes enumerated therein or other-  
16 wise granted or permitted by law while acting as agent, nominee or  
17 attorney in fact for any persons or corporations and to perform  
18 any service under contract or otherwise for any corporation,  
19 unincorporated association, partnership, firm, individual or other  
20 entity, and in such capacity or under such arrangement to develop,  
21 improve, stabilize, strengthen or extend the property and commercial  
22 interest thereof and to aid, assist or participate in any lawful  
23 enterprise in connection therein, or incidental to such agency,  
24 representation or service, and to render any other service or  
25 assistance insofar as it may lawfully do.

26 (k) To bid upon and purchase at foreclosure or at any other  
27 sale public or private, real or personal property or any rights or  
28 interest therein.

29 (l) To lay out, grade, pave and dedicate roads, streets,  
30 avenues, alleys, highways, courts, paths, walks, parks and play-  
31 grounds.

32

7       (n) To conduct business in any state or foreign country  
8 and to maintain offices therein subject to the laws of such  
9 jurisdiction.

10 (o) To accept by gift in every manner any and all types  
11 of property, rights of states and all evidences thereof.

21 Nothing herein contained shall be deemed or construed as  
22 authorizing or permitting or purporting to authorize or permit  
23 the corporation to carry on any business, exercise any power or do  
24 any act which the said corporation may not by law lawfully carry  
25 on, exercise or do.

26        The purposes and powers specified in the clauses contained  
27 in this article are to be construed both as purposes and powers  
28 and shall, except as otherwise expressed in this article, be in  
29 nowise limited or restricted by reference to or inference from the  
30 terms of any other clause of this or any other article herein  
31 contained but each of the purposes and powers specified in this  
32 article shall be regarded as independent purposes and powers and

1 the specifications herein contained of particular powers is not  
2 intended to be, and shall not be held to be in limitation of  
3 general powers herein contained or in limitation of the powers  
4 granted to corporations under the laws of the State of Idaho, but  
5 it is intended to be and shall be held to be in furtherance there-  
6 of.

### ARTICLE III.

8           The principal place of transaction of business of this  
9 corporation, and it's post office address and registered office  
10 shall be at Weiser, Washington County, Idaho, but the corporation  
11 may establish and maintain such subordinate and branch offices as  
12 may be hereafter decided or determined upon by the corporation by  
13 or through it's Board of Directors.

## ARTICLE IV.

15 The period for which this corporation shall exist shall be  
16 perpetually from and after the date of filing these articles of  
17 incorporation.

## ARTICLE V. .

19 That the total authorized capital stock of this corporation  
20 shall be One Hundred Thousand (\$100,000.00) Dollars divided into  
21 one thousand (1,000) shares of the par value of One Hundred  
22 (\$100.00) Dollars each per share all of equal classification  
23 without priority one over the other and fully paid and nonassess-  
24 able.

## ARTICLE VI.

26 The name and post office address of each of the incorporators  
27 and the number of shares subscribed by each subscriber and the  
28 par value thereof is as follows:

29	Name	Post Office Address	No. of Shares	Par Value per Share
30	Gene P. Stanford	Weiser, Idaho	2	\$100.00
31	T. O. Chamberlin	Weiser, Idaho	2	100.00
	Harold L. Ryan	Weiser, Idaho	2	100.00

## ARTICLE VII.

2           The manner, time and place of holding the general annual  
3 meeting, adjourned meetings and special meetings of the stockholders  
4 and of the directors of this corporation and of the number to serve  
5 as directors of the corporation and the method of conducting the  
6 business of this corporation shall be provided by the By-Laws here-  
7 after to be adopted by this corporation.

8 IN WITNESS WHEREOF, the undersigned have hereunto set our  
9 hands and seals this 22nd day of August, 1957.

10  
11 Gene B. Stanford  
12  
13 T.O. Chambers  
14  
15 David L. Ryan  
16

17 STATE OF IDAHO }  
18 County of Washington } ss:

19 On this the 22<sup>nd</sup> day of August, 1957, before me, the under-  
20 signed, a Notary Public in and for said State, personally appeared  
21 GENE P. STANFORD, T. O. CHAMBERLIN and HAROLD L. RYAN, known to me  
22 to be the persons whose names are subscribed to the within instru-  
23 ment, and acknowledged to me that they executed the same.

Levinsky Ferkis  
Notary Public for Idaho,  
Residing at Weiser, Idaho.