

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

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 the original of the articles of incorporation of

SPIRAL LEAGERS CO.

was filed in the office of the Secretary of State on the **Twenty-ninth** day of **October** A.D. One Thousand Nine Hundred **Sixty-five** and ~~will be~~ duly recorded on ~~Form No.~~ **microfilm** 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 **Kimberly,** in the County of **Twin Falls,**

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 **29th** day of **October**, A.D., 19 **65**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

SPIRAL LEASING CO.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being natural persons and of full age and citizens of the United States, by these presents associate ourselves together for the purpose of forming a corporation pursuant to the corporation laws of the State of Idaho, and we do hereby certify as follows:

I

That the name of the corporation is SPIRAL LEASING CO.

II

The corporation is formed for the following purposes:

To engage in the rental, loan and lease of equipment, furniture, machinery, tools, instruments, implements, libraries and any and all other personal property used in the businesses and practices of physicians, optometrists, physical therapists, osteopaths, chiropractors, dentists, lawyers, public accountants, farmers, mechanics, plumbers, electricians, artisans and any and all other business endeavors and practices, and to perform repairs and services in connection with such leasing, renting and loaning of such personal property, and to acquire, hold and own any and all licenses, permits and franchises necessary or useful in connection with the business of the corporation.

To purchase any such personal property used in the business of the corporation or to be used by the corporation in connection with the purposes set forth in the above paragraph.

To buy, sell, exchange and generally deal in real properties, improved and unimproved, and buildings of every class and description; to improve, manage, operate, sell, buy, mortgage, lease or otherwise acquire or dispose of any property, real or personal, and take mortgages and assignments of mortgages upon the same; to make and obtain loans upon real estate, improved or unimproved, and upon personal property, giving or taking evidences of indebtedness, and securing the payment thereof by mortgage, trust deed, pledge or otherwise, to enter into contracts to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds, contracts and evidences of indebtedness; to purchase or otherwise acquire, for the purpose of holding or disposing of the same, real or personal property of every kind and description, including the good will, stock, rights and property of any person, firm, association or corporation, paying for the same in cash, stocks or bonds of this corporation; to draw, make, accept, endorse, discount, execute and issue promissory notes, warrants, bonds, debentures and other negotiable or transferrable instruments, or obligations of the corporation, from time to time, for any of the objects or purposes of the corporation; to carry on all or any of its operations without restriction limit as to amount; to purchase, acquire, hold, own, mortgage, sell, convey or otherwise dispose of real or personal

property of every class and description.

To exercise all authority conferred upon corporations by Section 30-114 of the Idaho Code, and in addition thereto to purchase its own stock and to enter it upon its books as treasury stock or to cancel it or re-issue it and in general to deal or trade in its own stock.

III

This corporation is to have perpetual existence, subject to dissolution only in the manner provided by law.

IV

The location and postoffice address of the registered office of the corporation is Box 471, Kimberly, Idaho.

V

The capital stock of this corporation shall consist of Five Thousand Two Hundred Fifty (5250) shares divided into 250 shares of common stock, all of no par value, and Five Thousand (5000) shares of preferred stock of the par value of One Hundred and No/100 Dollars (\$100.00) each, of the aggregate par value of \$500,000.00. All or any part of the shares of common stock may be issued by the corporation from time to time and for such consideration as may be determined upon and fixed by the Board of Directors as provided by law, with due regard to the interest of the existing shareholders, and when such consideration has been received by the corporation, such shares shall be deemed fully paid.

The nature and extent of the preferences, rights, privileges and restrictions granted to or imposed upon the

holders of the respective classes of stock are as follows:

(a) The holders of the preferred stock shall be entitled to receive from the surplus or net profits arising from the business of the corporation, when and as declared by the Board of Directors of the corporation, cumulative dividends thereon from the date of issuance of said preferred stock at the rate of 4% per annum, or to share pro rata in 50% of annual net corporate profits, whichever is larger, and no more, said dividends to be paid annually on the 15th day of December of each year before any dividends shall be paid or set apart for the common stock. Dividends on the preferred stock shall be cumulative so that if in any year dividends amounting to 4% or pro rata participation in 50% of the annual net profits of the corporation shall not have been paid on such stock, the deficiency shall be paid before any dividends shall be declared or paid upon or set apart for the common stock.

(b) This corporation may, at the end of five (5) years from the date of issuance of such preferred stock, redeem the whole or any part of its preferred stock by paying therefor in cash \$100.00 per share, and all accrued, unpaid dividends thereon at the date fixed for redemption. At least thirty (30) days notice of every such redemption shall be given to the holders of record of the stock to be redeemed, in such manner as shall be provided in the By-Laws of the corporation, or from time to time by resolution of the Board of Directors. If at any time this corporation shall determine to redeem less than the whole amount

of its preferred stock then outstanding, the particular stock to be redeemed shall be ascertained in such manner as shall be provided in its By-Laws, or from time to time by resolution of its Board of Directors. Except as herein otherwise specifically provided, the Board of Directors shall have full discretion to prescribe and regulate from time to time the procedure to be followed in and all details concerning the redemption of the preferred stock.

(c) Out of the surplus stock of the corporation remaining after the payment of full dividends on the preferred stock for all previous dividend periods and after full dividends thereon for the then current annual dividend period shall have been declared and paid in full or provided for, then and not otherwise dividends may be declared on the common stock.

(d) In the event of any liquidation, dissolution or winding up of the corporation, the holders of the preferred stock shall be entitled to be paid in full the par value thereof, and all accrued, unpaid dividends thereon, before any sum shall be paid to or any assets distributed among the holders of the common stock, but after payment to the holders of the preferred stock of the amounts payable to them as hereinabove provided, the remaining assets and funds of the corporation shall be paid to and distributed among the holders of the common stock.

(e) Holders of common stock in this corporation shall be entitled to one vote for each and every share of common stock standing in his, her or its name at any or all meetings of the

stockholders of the corporation. No holder of preferred stock shall be entitled to cast any vote on account of ownership of any such preferred stock; provided, however, that if at any time the corporation shall be in default of payment of accumulated dividends on such preferred stock and such default shall exist or shall have existed for 60 days, each holder of the preferred stock shall be entitled to one vote for each and every share of preferred stock standing in his, her or its name at any and all meetings of stockholders, and such voting rights shall continue until all accumulated dividends on preferred stock shall have been fully paid.

VI

The names and postoffice addresses of each of the incorporators thereto and a statement of the number of shares subscribed by each is as follows:

NAME OF INCORPORATOR	POSTOFFICE ADDRESS	NUMBER OF SHARES SUBSCRIBED
Donald Sonius	155 Blue Lakes Blvd. North, Twin Falls, Idaho	One Share Common
Marlon Undhjem	789 Alturas Drive North, Twin Falls, Idaho	One Share Common
David Jolly	788 Grant Avenue Twin Falls, Idaho	One Share Common
Duard D. Lawley	188 Blair Drive, Twin Falls, Idaho	One Share Common
Burton V. Holcomb	1626 Conant, Burley, Idaho	One Share Common
James R. Kircher	1811 Miller, Burley, Idaho	One Share Common
R. D. McKinney	Box 471, Kimberly, Idaho	One Share Common

VII

The private property of the stockholders of the corporation shall not be subject to the payment of the corporate debts to any

extent whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business or paying debts of the corporation or any other reason.

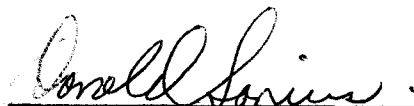
VIII

The number of Directors of the corporation shall be as specified in the By-Laws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the By-Laws, providing the number of Directors of the corporation shall not be less than three. In case of any increase in the number of Directors, the additional Directors may be elected by the Directors then in office, and the Directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

The Board of Directors is expressly authorized to repeal and amend the By-Laws of the corporation and to adopt new By-Laws, and the corporation reserves the right to amend, alter, change and repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law by a majority vote of the shareholders represented in person or by proxy at any annual meeting of the shareholders or at any meeting duly called for that purpose except where the laws of the State of Idaho otherwise provide.

IN WITNESS WHEREOF, we have hereunto set our hands this

18th day of October, 1965.


Donald Sonius

Marlon Undhjem
Marlon Undhjem

David Jolly
David Jolly

Duard D. Lawley
Duard D. Lawley

Burton V. Holcomb
Burton V. Holcomb

James R. Kircher
James R. Kircher

R. D. McKinney
R. D. McKinney

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

On this 20th day of October, 1965, before me, the undersigned, a Notary Public in and for said County and State, personally appeared DONALD SONIUS, MARLON UNDHJEM, DAVID JOLLY, DUARD D. LAWLEY and R. D. MCKINNEY, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

[Signature]
Notary Public for Idaho
Residing at Twin Falls, Idaho

STATE OF IDAHO)
) ss.
County of Cassia)

On this 18 day of October, 1965, before me, the under-
signed, a Notary Public in and for said County and State,
personally appeared BURTON V. HOLCOMB and JAMES R. KIRCHER,
known to me to be the persons whose names are subscribed to
the within instrument, and acknowledged to me that they executed
the same.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal the day and year in this certificate
first above written.



Notary Public for Idaho
Residing at Burley, Idaho