

9-1982

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

IDAHO PARROT RANCH, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: March 20, 1992



*Pete T. Cenarrusa*

SECRETARY OF STATE

By *Sheryl Bednar*

1 **ROBERT L. ALDRIDGE, CHARTERED**  
2 Attorney at Law  
3 1209 North Eighth Street  
4 Boise, Idaho 83702-4297  
5 Phone: (208) 336-9880  
6 Attorney for Corporation

MAR 20 11 30 AM '82  
SECRETARY OF STATE

7 Articles of Incorporation

8 Of

9 IDAHO PARROT RANCH, INC.

10 KNOW ALL MEN BY THESE PRESENTS, that We, Victor Don Loewen and Margaret Ann Bolen,  
11 being of legal age and citizens of the United States, for the purpose of forming a body corporate in  
12 accordance with the provisions of the Idaho Business Corporation Act, §§30-1-1, et seq., of the  
13 Revised Statutes of the State of Idaho, as amended, do hereby make, execute, and acknowledge these  
14 Articles of Incorporation, in writing as follows:

15 ARTICLE I  
16 NAME

17 The corporate name of this association shall be Idaho Parrot Ranch, Inc., and the initial business  
18 location of the corporation shall be 1711 Ridenbaugh Street, Boise, Ada County, Idaho, 83702.

19 ARTICLE II  
20 PURPOSES

21 The purposes of this Corporation are:

22 (1) The Corporation may perform any acts and provide any services for any lawful purpose, including  
23 all purposes described in Idaho Code, §§30-1-1 et seq., and especially in §30-1-4, and any amend-  
24 ments or additions thereto, but not limited thereto. The corporation's primary purpose shall be the  
25 provision of products and/or services related to technical and other design, technical and other  
26 illustration, and similar or related products and/or services, for the general public and for  
27 construction related industries.

28 (2) The Corporation may buy, lease, or otherwise acquire, rights and interests of every character and  
29 description, in or to or relating to any mineral or volatile substances, and lands containing or believed  
30 to contain any such substances, and any leases, grants, and contracts relating thereto.

31 (3) The Corporation may purchase or otherwise acquire, in any status, real property, within or  
32 without the State of Idaho.

33 (4) The Corporation may manufacture, purchase, receive, or otherwise acquire, in any status, and  
34 may invest, deal and trade in and with, goods, wares, merchandise and personal property of any and  
35 every class and description, within or without the State of Idaho.

36 (5) The Corporation may purchase otherwise acquire, in any status, shares of capital stock or other  
37 similar items and as owner thereof may possess and exercise all the rights, powers, and privileges of  
38 ownership, including the right to execute consents and vote thereon, and may do any and all acts and

1 things necessary or advisable for the preservation, protection, improvement and enhancement in value  
2 thereof.

3 (6) The Corporation may acquire the assets, good will, rights, property, and debts and liabilities of  
4 any person or entity; the Corporation may pay for the same in cash, the stock of the Corporation,  
5 bonds, or otherwise. The Corporation may conduct in any lawful manner the whole or any part of  
6 any business so acquired and may exercise all the powers necessary or convenient in and about the  
7 conduct and management of such business.

8 (7) The Corporation may enter into contracts of every kind for any lawful purpose, with any person  
9 or entity, including the government of the United States of America, or with any foreign government,  
10 or with state, territory, province, municipality, or other political subdivision, or with any govern-  
11 mental agency.

12 (8) The Corporation may borrow money in any manner and in any form, and make agreements  
13 evidencing such debt, including documents for security, and including security in the stock of the  
14 Corporation.

15 (9) The Corporation may purchase and transfer its own stock, subject to the conditions imposed by  
16 law.

17 (10) The Corporation may acquire in any manner and in any status patents, trade-marks, copyrights,  
18 inventions and any similar items.

19 (11) The Corporation may, subject to the applicable laws in effect, loan funds, with or without  
20 security.

21 (12) The Corporation may more than one office and may operate outside or inside the State of Idaho,  
22 without restriction, subject to qualification requirements in other jurisdictions.  
23 This association shall be a for-profit corporation. This organization is not organized for profit, and  
24 no part of the net earnings shall inure to the benefit of any private shareholder.

25 (13) The Corporation may carry on any business whatsoever in connection with the objects and  
26 purposes set forth in these Amendments and/or allowable by law.

27 (14) The Corporation may perform as principal, agent, contractor, trustee, or in any other lawful  
28 status, alone or with others.

29 The foregoing objects and purposes are each independent, unless otherwise expressly limited, and  
30 each purpose shall not be limited or restricted by reference to, or inference from, the terms of any  
31 other clause or paragraph of these Articles. The foregoing shall be construed as both objects and  
32 powers; the enumeration of the foregoing shall not be deemed to limit or restrict in any manner the  
33 general powers conferred on this Corporation by the laws of the State of Idaho, and the Corporation  
34 shall expressly hold all such general powers.

35 **ARTICLE III**  
36 **DURATION**

37 The period of duration of this Corporation shall be perpetual.

38 **ARTICLE IV**  
39 **ASSESSMENTS**

1 The shares of stock of the Corporation, if and to the extent fully paid, shall not be subject to  
2 assessment for any purpose.

3 ARTICLE V  
4 POWERS OF BOARD OF DIRECTORS

5 In furtherance, and not in limitation, of the powers conferred by statute on such Board, the Board  
6 of Directors is expressly authorized:

7 (1) To repeal and amend the By-laws of the Corporation and to adopt new By-laws, subject to the  
8 right of the shareholders to alter or repeal such By-laws.

9 (2) To designate, by a resolution passed by the majority of the whole Board, two or more of the  
10 Directors to constitute an executive committee, which, to the extent provided in such resolution, shall  
11 have and exercise the authority of the Board of Directors in the management of the business of the  
12 Corporation.

13 (3) When, and as, authorized by the affirmative vote of the holders of a majority of the stock issued  
14 and outstanding which has voting power, given at a stockholder's meeting duly called for that  
15 purpose, the Board of Directors shall have the power and authority to sell, lease, or exchange all the  
16 assets of the Corporation, other than its franchise of being a Corporation, upon such terms and  
17 conditions and for such consideration (which may be, in whole or in part, shares of stock in other  
18 corporations) as the Board of Directors shall deem expedient and for the best interest of the  
19 Corporation.

20 ARTICLE VI  
21 REGISTERED AGENT

22 The registered agent, and the address thereof, are as follows: Victor Don Loewen, 1711 Ridenbaugh  
23 Street, Boise, Idaho 83702 (208-338-1021).

24 ARTICLE VII  
25 AUTHORIZED SHARES - COMMON STOCK

26 The total number of shares of common stock which the Corporation shall have authority to issue shall  
27 be Ten Thousand (10,000) shares of the par value of One Dollar and No Cents (\$1.00) each,  
28 amounting in the aggregate to \$10,000.00. No shareholder shall be entitled as a matter of right to  
29 subscribe for or receive additional shares of any class of stock of the Corporation, whether now or  
30 hereafter authorized, or of any bonds, debentures or other securities convertible into stock, but such  
31 additional shares of stock or other securities convertible into stock may be issued or disposed of by  
32 the Board of Directors to such persons and on such terms as in its discretion it shall deem advisable.,

33 ARTICLE VIII  
34 INCORPORATORS

35 The name and address of the incorporators and the number of shares and class of stock subscribed  
36 for by them are as follows:

37 Victor Don Loewen; 1711 Ridenbaugh St., Boise, Id. 83702; 1500 Shares; Common  
38 Margaret Ann Bolen; 2388 Carissa Place North, Boise, Id. 83704; Shares 1,500;  
39 Common

1 **ARTICLE IX**  
2 **AMENDMENT OF ARTICLES**

3 The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these  
4 Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights  
5 conferred upon shareholders herein are granted subject to this reservation.

6 **ARTICLE X**  
7 **PURCHASE OF SHARES BY CORPORATION**

8 Purchase by the Corporation of its own shares of stock shall be made, whether directly or indirectly,  
9 only to the extent of the then existing unreserved and unrestricted earned surplus available therefore,  
10 or the unreserved and unrestricted capital surplus available therefor, whichever shall be greater, and  
11 shall in any event be in compliance with Idaho Code, §30-1-6, as the same may be amended.

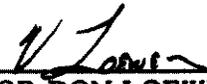
12 **ARTICLE XI**  
13 **BOARD OF DIRECTORS**

14 The Board of Directors shall consist of the number of directors set forth in the By-laws of the  
15 Corporation, as the same may be amended from time to time. The initial Board shall be composed  
16 of Victor Don Loewen and Margaret Ann Bolen.

17 **ARTICLE XII**  
18 **CUMULATIVE VOTING**

19 Cumulative voting shall be, pursuant to law, allowed.

20 IN WITNESS WHEREOF, these Articles of Incorporation are made, signed, acknowledged, and  
21 executed this December 5, 1991.

22   
23 \_\_\_\_\_  
VICTOR DON LOEWEN

24   
25 \_\_\_\_\_  
MARGARET ANN BOLEN

26 THE UNDERSIGNED hereby certifies that he is an officer and director of Idaho Parrot Ranch, Inc.,  
27 and that the above Articles of Incorporation were duly adopted by the Corporation and the Board of  
28 Directors at a meeting thereof, by unanimous consent, on December 5, 1991, at Boise, Idaho.

  
\_\_\_\_\_  
VICTOR DON LOEWEN, President

