

# 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

**B AND B DEVELOPMENT AND INVESTMENT  
COMPANY, INC.**

was filed in the office of the Secretary of State on the **First** day  
of **July** A.D. One Thousand Nine Hundred **Sixty-Five** and  
duly recorded on Film 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  
**Lewiston** in the County of **Nez Perce.**

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 **1st** day of **July**,  
A.D., 19 **65**.

**ARNOLD WILLIAMS**  
Secretary of State

By \_\_\_\_\_  
Deputy  
Secretary of State.

ARTICLES OF INCORPORATION

OF

B AND B DEVELOPMENT AND INVESTMENT COMPANY, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, JOSEPH E. BALDECK, WILLIAM BOND, GRACE BALDECK and LESLIE BOND, all of whom are full age citizens of the United States of America, do hereby associate ourselves together for the purpose of forming a private corporation under the laws of the State of Idaho, and we do hereby adopt the following Articles of Incorporation, to-wit:

Article I.

The name of this corporation is and shall be B AND B DEVELOPMENT AND INVESTMENT COMPANY, INC.

Article II.

The purposes for which this corporation is formed are:

To rent, lease, own, operate and dispose of automobiles and other types of motor vehicles and means of transportation.

To acquire, own, enjoy, use, sell and dispose of patents and patent rights, trademarks, copyrights, and licenses and franchises of any and every kind whatsoever.

To purchase or otherwise acquire, own, use, enjoy, lease, let, demise, sell, and dispose of all, and all manner of real and personal property and any and all interests therein, and to deal in all manner of contracts relating thereto.

To borrow money, to lend money and to evidence the indebtedness of the corporation by notes, bonds or other instruments and to secure the same by pledge, mortgage, trust deed or such other instruments as to the corporation may seem proper.

To acquire and own and in all manner deal with stocks, bonds and all manner of securities of corporations, syndicates, governmental, municipal or public authorities or other legal entities,

and while owning the same, to exercise all the privileges of ownership consistent with the corporate character of this corporation.

To acquire all or any part of the securities, good will, rights, property or assets of all kinds and to undertake or assume the whole or any part of the obligations or liabilities of any corporation, association, partnership, syndicate, entity, person, or governmental, municipal or public authority, domestic or foreign, and to pay for the same in cash, stocks, bonds, debentures, or other securities of this or any other corporation, or otherwise in any manner permitted by law; and to conduct in any lawful manner the whole or any part of any business so acquired.

To apply for, obtain, register, purchase, lease, or otherwise acquire, and to hold, use, pledge, lease, sell, assign, or otherwise dispose of formulas, secret processes, distinctive marks, improvements, processes, trade names, trademarks, copyrights, patents, licenses, concessions and the like whether used in connection with or secured under letters patent of or issued by any country or authority or otherwise; and to issue, exercise, develop and grant licenses in respect thereof, or otherwise to turn the same to account.

To make and perform contracts of every lawful kind with any person, firm, corporation or other legal entity, and to exercise all powers of the corporation either alone or in conjunction with others or by syndicate, joint venture, or otherwise.

To conduct the business of the corporation within the State of Idaho, in other states, the District of Columbia, territories and colonies of the United States, and in foreign countries; and to have one or more offices and places of business outside the State of Idaho.

To do any and all things incidental to the purposes herein expressed, and generally to have and exercise all such powers as are

by law conferred upon corporations of like character, and, without in any particular limiting any of the objects or purposes of this corporation, the business and purposes of this corporation shall be, from time to time, to do any one or more or all of the acts and things herein set forth and all such other acts, things and business, in any manner connected therewith, or necessary, incidental, convenient or auxiliary thereto, or calculated, directly or indirectly, to promote the interests of the corporation or enhance the value of any of its property or rights as such corporation may lawfully do; and in carrying on its business or for the purpose of attaining any of its objects, to do any and all things and exercise any and all other powers not prohibited by law and either, as or by and through principals, agents, attorneys, trustees, contractors, factors, lessors, lessees or otherwise, either alone or in conjunction with others.

The foregoing clauses shall be construed as powers as well as purposes of the corporation, and the matters expressed in each clause shall, unless herein otherwise expressly provided, be in no wise limited by any reference to or inference from the terms of any other clause, but shall be regarded as independent objects, purposes and powers; and the enumeration of specific objects, purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature.

#### Article III.

This corporation shall exist perpetually.

#### Article IV.

The number of directors of this corporation shall be four, but said number may be increased to any greater number at any time in the future in any manner which may be prescribed by the by-laws of this corporation; every director must be the owner

in his own right of at least one unpledged share of capital stock of this corporation.

Article V.

The principal place of business and the registered office of this corporation shall be at Lewiston, Idaho.

Article VI.

There shall be no shares of this corporation with no par value, nor shall there be different classes of shares. The stock of this corporation shall consist of common stock of a par value of \$100.00 per share. The total authorized number of par value shares shall be 500 shares. The aggregate par value of the total authorized number of par value shares shall be \$50,000.00. Each share shall entitle its holder to one vote without preference. The shares of the stock of this corporation shall not be subject to assessment for any purpose whatsoever. The transfer of shares of this corporation may be restricted by stockholders' agreement, and notice of any such restriction may, upon the request of the shareholder, or of the person in whose favor such restriction exists, be endorsed upon the certificate or certificates representing the restricted shares.

Article VII.

The name and post office address of each of the incorporators and the number of shares for which each has subscribed is as follows, to-wit:

<u>Name</u>	<u>Residence</u>	<u>Number of Shares</u>
Joseph E. Baldeck	1118 - 3rd Street Lewiston, Idaho	1 share
William Bond	3825 - 17th Street Lewiston, Idaho	1 share
Grace Baldeck	1118 - 3rd Street Lewiston, Idaho	1 share
Leslie Bond	3825 - 17th Street Lewiston, Idaho	1 share

Article VIII.

If any of the provisions of these Articles be found to be

invalid under the laws of the State of Idaho or of any state in which this corporation shall qualify, then as to such state the same shall be deemed separable, and the remaining provisions hereof shall be and remain in full force and effect, in the same manner as if said invalid provisions were not contained herein.

IN WITNESS WHEREOF, we have hereunto set our hands this 24<sup>th</sup> day of June, 1965.

Joseph E. Baldeck  
William Bond  
Grace Baldeck  
Leslie Bond

STATE OF IDAHO )  
County of Nez Perce ) ss.

On this 24<sup>th</sup> day of June, 1965, before me, the undersigned, a Notary Public in and for said State, personally appeared JOSEPH E. BALDECK, WILLIAM BOND, GRACE BALDECK and LESLIE BOND, known to me to be the persons whose names are subscribed to the within and foregoing 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.

James W. Givens  
Notary Public in and for the State of Idaho, residing at Lewiston, therein.

(SEAL)