

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, IRA H. MASTERS, 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

GRAY OPTICAL LABORATORIES, INC.

was filed in the office of the Secretary of State on the **Second** day of **February** A.D. One Thousand Nine Hundred **Fifty-five** and duly recorded on Film No. **89** 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

Moscow

in the County of

Latah

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

2nd day of **February,**

A.D., 19 **55** .

Ira H. Masters

Secretary of State.

ARTICLES OF INCORPORATION

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify:

FIRST: The corporate name of this corporation shall be GRAY OPTICAL LABORATORIES, INC.

SECOND: The purposes and objects for which said company is formed are as follows:

(a) To engage in a general manufacturing, jobbing, whole-sale and retail business in optical goods and related merchandise including, without limiting the generality of the foregoing, lenses and frames of spectacles, binoculars, telescopes, microscopes, mirrors, laboratory equipment, machinery and supplies, electronic equipment, sound recording and reproduction apparatus, cameras, photographic equipment and supplies, machinery and equipment for processing optical wares, stationery, or any other line of merchandise commonly bought and sold in whole-sale or retail establishments specializing in the merchandise aforesaid. Provided, however, that such corporation shall not sell lenses or spectacle frames in aid of human vision, except pursuant to the prescription of a person licensed or authorized to practice the profession of optometry unless the only lenses used to test the eye be those actually offered for sale.

(b) To acquire, own, operate, buy, sell, exchange, let or lease manufacturing, jobbing or wholesale enterprises and warehouses dealing in any of the merchandise referred to expressly or by implication in Paragraph (a) hereinbefore.

(c) To acquire, buy, own, hold, sell, exchange, let or lease personal property and real estate within the State of Idaho, or outside the State of Idaho, and to lend money for profit,

and to make, hold, and realize upon any property pledged or hypothecated for the payment thereof.

(d) To borrow money for the purposes of this corporation, to issue bonds, notes and debentures and other evidences of indebtedness therefor, and to secure the same by mortgage or pledge of personal property, including the income of said corporation, or by mortgage of real property, executed in trust or otherwise. All or any portion of the real or personal property of the corporation may be so pledged, mortgaged or hypothecated.

(e) To build any and all buildings, structures, factories, warehouses and stores necessary or convenient for the conduct of the business of said corporation, or to acquire the same by purchase, lease or otherwise.

(f) To purchase, lease, or otherwise acquire, in whole or in part, the business, good-will, rights, franchises and property of every kind, and to take over the whole or any part of the assets or liabilities of any person, firm, association or corporation engaged in or authorized to be conducted by this corporation, or owing property necessary or suitable for its purposes and to pay for the same in cash, in the stock or bonds of this corporation, or otherwise; to hold or in any manner dispose of the whole or any part of the business or property so acquired, and to exercise all the powers necessary or incidental to the conduct of such business.

(g) To purchase or otherwise acquire, own, hold, mortgage, pledge, sell, assign, transfer or otherwise dispose of shares of the capital stock or evidences of indebtedness of any kind or nature created by this corporation or by any corporation, wherever organized, whether public or private.

(h) To **exercise** generally the powers customarily exercised by business corporations, and particularly each and all of the powers provided by the laws of the State of Idaho, referring to

Section 30-114 of the Idaho Code in any state of the United States and throughout the world.

(i) To carry on any other business, or to do anything in connection with the objects and purposes above mentioned that may be necessary or proper to accomplish successfully or promote the said objects and purposes. The foregoing clauses, by reason of the specific enumeration of powers, shall not be held to restrict the power of the corporation to do any of the things within the purview of its general purposes.

THIRD: This corporation shall have a perpetual existence.

FOURTH: The location and post office address of the registered office in this State and principal place of business shall be Moscow, Latah County, Idaho.

FIFTH: The amount of capital stock of said corporation shall be Twenty Thousand Dollars (\$20,000), divided into two hundred (200) shares of common stock of the par value of One Hundred Dollars (\$100.00) each.

SIXTH: The name and post office address of each of the incorporators all being citizens of the United States and of legal age, and the number of shares of common stock described in Paragraph Five, subscribed by each are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
John F. Gray	Idaho First National Bank Bldg.	250
June F. Gray	727 East third Street Moscow, Idaho	1
John K. Gray	Blaine Manor, Moscow, Idaho	1

WITNESS: Witness our hands and seals at Moscow, Idaho this
31st day of January, 1955

John F. Gray (SEAL)
June F. Gray (SEAL)
John K. Gray (SEAL)

STATE OF IDAHO }
County of Latah } ss.

On this 31st day of January, 1955, before me, _____
L. WELDEN SCHIMKE, a Notary Public in and for the
State aforesaid, personally appeared John F. Gray, June F.
Gray and John K. Gray, to me personally known to be the persons
whose names are subscribed to the above and foregoing Articles
of Incorporation, and acknowledged to me that they executed
the same.

WITNESS my hand and official seal the day and year last
above written.

L. Welden Schimke
Notary Public, residing at
Moscow, Idaho