



## 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

**GEM FABRICATORS, INC.**

was filed in the office of the Secretary of State on the **Eighteenth** day  
March **Sixty-six**  
will be A.D. One Thousand Nine Hundred and  
/////microfilm  
duly recorded on Film No. 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

Boise from the date hereof, with its registered office in this State located at Ada  
in the County of

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 18th day of March  
66  
A.D., 19 .

Secretary of State.

ARTICLES OF INCORPORATION  
of  
GEM FABRICATORS, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, natural persons, all of whom are citizens of the United States and of the State of Idaho, and over the age of twenty-one years or more and acting as Incorporators of the corporation herein under the Idaho Business Corporation Act, hereby adopt the following Articles of Incorporation.

NAME:

ARTICLE I

The name of this corporation is GEM FABRICATORS, INC.

ARTICLE II

PURPOSES:

a. The purpose for which said corporation is formed and the business to be engaged in are and shall be to conduct a general fabricating and assembly business involving all manners of public display and advertising and the assembly and manufacture of any other product, to act both as principal and agent. In carrying out such general powers this corporation shall have the power to engage in buying, selling, owning, leasing, exchanging of personal property, land and real estate, or a combination of the two, owning, acquiring, holding, operating, selling and exchanging any property, particularly as the same may involve advertising units of any form or nature, whether in combination or otherwise, and to enter into all contract, leases, hypothecation or other legal documents necessary to carry out the prime and main functions of the said corporation. To borrow money, issue

notes, mortgage, lease or otherwise pledge any of the assets of the corporation for the payment of any of its obligations and to do any other and further acts and things and business under said corporate name which it may be authorized to do from time to time by special vote of the stockholders or by order and direction of the Board of Directors, it being the intent and purpose of this corporation not to limit the acts which may be done by the corporation under the laws of the State of Idaho.

b. To carry out the purposes hereinabove set forth at such place or places as may be determined by the Board of Directors from time to time.

c. Subject to any specific written limitations or restrictions imposed by law or these Articles of Incorporation and solely in furtherance of, but not in addition to the limited purposes set forth in Section a. of this Article, the corporation shall have and exercise all powers specified pursuant to Section 30-114 Idaho Code.

d. The corporation shall have the power to use its surplus earnings or accumulated profits from time to time in the purchase of acquisition of its own capital stock as its Board of Directors may determine, which capital stock may be held as its treasury stock to be thereafter disposed of by the Board of Directors as the Board of Directors may deem proper, and to buy, purchase, hold, deal in, sell, mortgage or otherwise pledge the stock of any other corporation which this corporation may be permitted to deal in.

e. To purchase the stock of any other corporation for cash or exchange of stock. To acquire all or part of any other business.

### ARTICLE III

#### REGISTERED OFFICE:

The registered office of the corporation shall be  
Boise, Ada County, Idaho, or at such  
other place as may be determined from time to time by the  
Board of Directors.

### ARTICLE IV

#### DURATION:

This corporation shall have perpetual existence  
from the date of its incorporation.

### ARTICLE V

#### AUTHORIZED STOCK:

Section 1. The total authorized capital stock of  
the corporation 200,000 shares of common stock of the par  
value of \$10.00 per share. <sup>total \$2,000,000.00</sup> The corporation shall commence  
business with the issuance of 50,000 shares, the value of  
which for such purpose has been set at \$10.00 per share.

Without action of the stockholders the shares of  
stock may be issued by the corporation from time to time  
and for such consideration as may be fixed from time to  
time by the Board of Directors, and any and all shares so  
issued, full consideration for which has been paid or  
delivered, shall be deemed fully paid stock and such stock  
shall not be liable to any further call or assessment thereon.  
The holder of such share shall not be liable for any further  
payment thereon.

Section 2. The private property of the owners of the stock of this corporation shall not be subject to the payment of company debts and shall not be subject to assignment for the purpose of paying expenses or paying the debts of the corporation and the stock shall be non-assessable.

Section 3. Voting Power. The entire voting power for the election of directors for all other purposes shall be vested exclusively in the holders of the common stock, who shall be entitled to one vote for each share of common stock held by them of record. Such stock may be voted in any manner authorized by law.

Section 4. Dividends. Holders of the capital stock shall be entitled to receive when and as declared by the Board of Directors out of the unreserved earned surplus of the corporation as permitted by law, dividends payable either in cash or property or shares of capital stock of the corporation.

#### ARTICLE VI

##### DIRECTORS:

Section 1. Initial Board of Directors. The initial Board of Directors shall consist of ~~three~~ members.

Section 2. Increase of Directors. The number of directors shall be not less than three nor more than nine, which number may be increased or decreased from time to time by vote of the stockholders, but no increase shall have the effect of shortening the term of any incumbent director, and such director shall when duly elected hold their office until their successor shall be duly elected and qualified. All officers of the corporation, and directors, unless unanimously

agreed upon otherwise by the stockholders, shall be stockholders in the corporation.

The officers of the corporation shall be a president, one or more vice-presidents, which may be determined by the Board of Directors, a secretary-treasurer. The president and vice-president shall be members of the Board of Directors, but the secretary-treasurer need not be. The directors shall be elected at the annual meeting of the stockholders, or at any special meeting of the stockholders. The president and the other officers of the corporation shall be elected by the Board of Directors at their first meeting following the annual meeting of the stockholders. The term of office of each officer shall be one year, or until his successor is elected and qualified. To be qualified each officer, other than the secretary-treasurer must own at least one share of the capital stock. Upon the transfer of all stock of any officer, upon a tender of his stock to the proper officer for transfer to the name of another, such officer shall cease to be an officer and shall have no further power to bind this corporation by his act or deed.

Until the first annual meeting of the stockholders and until their successors have been duly elected and qualified, the following persons shall be named directors of the corporation:

Charles O. Carroll, President, Rt. #2, Box 15-G  
Emmett, Idaho;  
Heber C. Smith Jr., Vice-President, 1706 Mountain  
View Drive, Boise, Idaho;  
Glen E. Miller, Secretary-Treasurer, 1311 Juanita  
Street, Boise, Idaho.  
John C. Sanborn, Director, Hagerman, Idaho

## ARTICLE VII

### STOCKHOLDERS MEETINGS:

Annual meetings of the stockholders shall be held at the company's place of business, or at such other place within the State of Idaho as the Board of Directors may determine. At least ten days written notice of said meeting, prior to said meeting, shall be mailed to each stockholder or director, addressed to his last known address as shown on the books of the corporation. Special meetings of the stockholders may be called by the president or any vice-president, or any two directors, or any number of stockholders holding not less than one-third of the outstanding stock of the company. Notice of such special meeting shall be given by mail at least ten days prior to the date of such meeting, specifying the purpose and nature of such meeting. Meetings of the Board of Directors may be held as described in the By-laws. Vacancies in any of the officers above mentioned, or the Board of Directors for any cause shall be filled by the remaining directors, no less than a quorum, for the unexpired term of such officer, or director.

## ARTICLE VIII

### AMENDMENTS TO ARTICLES:

These articles may be amended, altered, repealed or added to by special or general meeting of the stockholders called for that specific purpose.

## ARTICLE IX

INCORPORATORS AND SUBSCRIBERS OF STOCK:

Following are the incorporators and places of their residence and subscribers of stock. No stock is to be issued until full payment has been received in cash or goods or services. In the event the amount of subscription is not paid as agreed, stock may be issued to the amount of money paid as may be provided in the By-laws:

NAME	ADDRESS	SUBSCRIPTION
Charles O. Carroll	Rt. #2, Box 15-G Emmett, Idaho	1000
Heber C. Smith Jr.	1706 Mountain View Dr. Boise, Idaho	1000
Glen E. Miller	1311 Juanita Street Boise, Idaho	1000
John C. Sanborn	Hagerman, Idaho	1000

IN WITNESS WHEREOF, We have hereunto set our hands this 9<sup>th</sup> day of March, 1966.

Charles O Carroll  
Heber C. Smith, Jr.  
Glen E. Miller  
John C. Sanborn



STATE OF IDAHO     )  
                          (  
County of Ada        )       ss.

On this 9th day of March, 1966, before me, the under-  
signed, a Notary Public in and for said state, personally  
appeared CHARLES O. CARROLL, HEBER C. SMITH, JR., GLEN E.  
MILLER and JOHN C. SANBORN, 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 first above written.

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at Boise, Idaho