

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

FALLS CLEANING CO., INC.

was filed in the office of the Secretary of State on the **twenty-seventh** day of **November** A.D., One Thousand Nine Hundred **seventy** and **will be** 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 **Idaho Falls, Idaho** in the County of **Bonneville**

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 **27th** day of **November**, A.D., 19 **70**.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION

OF

FALLS CLEANING CO., INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, JON BELL, of Idaho Falls, Idaho, RON CHRISTENSEN, of El Cajon, California, and WILLIS B. BENJAMIN, of Idaho Falls, Idaho, all being persons of full age and citizens of the United States of America, do hereby, as incorporators thereof, form a corporation under the provisions of the laws of the State of Idaho, and we do hereby adopt Articles of Incorporation of such corporation as follows:

ARTICLE I.

That the name of said corporation is:

FALLS CLEANING CO., INC.

ARTICLE II.

That the purposes for which said corporation is formed are as follows:

To own, conduct, engage in, operate, maintain and carry on a general janitorial service and supply business; to do and perform any and all types of cleaning, renovating, resurfacing, painting and/or fumigating services for any and all kinds of commercial, industrial, office and school buildings, dwelling and apartment houses, condominiums, and other structures, both public and private, and to perform any of such services and allied services for any part or portion of said buildings, structures or improvements; and to do and perform all insecticide services in connection with the eradication and/or control of insects and termites;

To clean, and to do minor repair work in connection with, furnaces and all other types of heating systems, chimneys, ceilings, walls and floors; and to clean, sweep, scrub, mop, wash, shampoo, spot remove, wax, paint and/or repair all types of carpet, rugs and other floor covering, upholstery, furniture, fixtures and other household personal property;

To acquire, manufacture, buy, sell, import and export, vend, trade, distribute, store, care for and/or otherwise deal in all kinds of janitorial, cleaning, fumigating and termite supplies, materials and compounds, including any and all types of insecticides; to act as agent for any manufacturer or distributor in the buying and/or selling of all of such types and kinds of merchandise and personal property; and in general to engage in and carry on a general retail and/or wholesale business in connection with such objects;

To own and operate all kinds of machinery and equipment necessary or expedient to, or in connection with, any of the foregoing purposes, and to carry on any other activity or activities that might be allied or related to any of the above described objects and purposes of said corporation;

To manufacture and assemble all kinds and varieties of machinery, furniture, apparatus, appliances, instruments, merchandise, dyes, equipment, foundry and factory supplies, motors, accessories, parts, and any and all other processes, articles and products, whether or not the same be electrically, hydraulically, mechanically or power or motor propelled or driven, and any and all other articles of merchandise necessary, incidental or pertaining to any of the matters and things herein enumerated;

To acquire, hold, possess, and own, patents, improvements and franchises, or to acquire licenses under such patents for the

manufacture and sale of any and all machinery or improvements thereon or articles of any nature, and to beneficially use rights under such patents by vending said patents or rights to licenses thereunder;

To borrow money and to issue bonds, debentures and other obligations of the corporation and to mortgage or pledge its property to secure such borrowed money or other obligations;

To acquire, own, hold, lease, build and/or erect any and all buildings, structures and plants that may be deemed suitable to the furtherance of the foregoing or for any purposes for which the corporation is formed, and to operate, manage, control, rent, sell or otherwise dispose of the same;

To receive, acquire, own, hold, purchase, dispose of, convey, mortgage, pledge, and/or lease real and personal property of every kind, nature and description, whether or not the same is used in connection with any of the purposes of said corporation; to subdivide real property and to sell and deal in subdivisions and lots; to dispose of, sell, lease, assign, transfer, mortgage, pledge, and/or convey any rights, privileges, franchises, real or personal property of the corporation, other than its franchise of being a corporation, and to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, assign, pledge and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidence of indebtedness of other corporations, domestic or foreign, to acquire, invest in, own and dispose of the capital stock of this corporation; and also to have all of the powers and authority authorized or provided for by Section 29-114 of Idaho Code Annotated for 1947; and

To exercise and perform any and all of the hereinbefore mentioned and described powers, objects and matters, within and/or without the State of Idaho.

ARTICLE III.

That the duration of said corporation shall be perpetual.

ARTICLE IV.

That the location and post office address of the registered office of said corporation in Idaho shall be 1935 Bittern Drive, Idaho Falls, Bonneville County, Idaho. Branch offices or places of business of said corporation may be hereafter established at any other place either within or without the State of Idaho whenever necessary in the judgment of the Board of Directors for the proper prosecution of the objects and purposes of said corporation.

ARTICLE V.

That the shares of stock of said corporation are not to be classified and shall all be common stock, and that the authorized shares of said corporation shall be FIVE THOUSAND (5,000) of the par value of ONE and 00/100 (\$1.00) DOLLAR. Each share of common stock shall be entitled to one (1) vote and shall represent all of the voting shares of the corporation.

That said shares of stock shall be fully paid up before being issued and after issuance shall be non-assessable.

ARTICLE VI.

That the number of Directors of said corporation shall be fixed by the By-Laws of the corporation; provided, however, said corporation shall have not less than three (3) nor more than seven (7) Directors. The first Board of Directors shall be three (3) in number, consisting of Jon Bell, Ron Christensen and Willis B. Benjamin, who shall serve until the annual election of Directors in the year 1971.

ARTICLE VII.

That the qualifications, term of office, manner of election, time and place of meeting and the powers and duties of

the Directors of this corporation shall be prescribed by the By-Laws;

That the Directors of the corporation shall have the power and authority to alter, repeal and amend the By-Laws, and adopt new By-Laws of the corporation, in the manner fixed by the By-Laws of the corporation.

ARTICLE VIII.

That the names and Post Office addresses of the incorporators of said corporation and the number of shares therein subscribed by each of said incorporators are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. OF SHARES SUBSCRIBED</u>
Jon Bell	1935 Bittern Drive. Idaho Falls, Idaho 83401	One (1)
Ron Christensen	475 Jamacha Rd. - #24 El Cajon, California 92020	One (1)
Willis B. Benjamin	P.O. Box 29 Idaho Falls, Idaho 83401	One (1)

ARTICLE IX.

No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in any contract or transaction of the corporation, and any Director of the Corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this company which shall authorize such contract or transaction with like force and effect as if he were not such Director or officer of such other corporation and not so interested.

ARTICLE X.

The corporation may enter into voting trusts as allowed by application statutes, and may also enter into restrictive agreements with its stockholders for the repurchase of its corporate stock in the event of death, permanent disability, retirement, sale, bankruptcy or seizure by process of law; further, said corporation may enter into deferred compensation plans to include profit sharing plans with its employees, and may further exercise its right to qualify as a small business corporation under the applicable sections of the Internal Revenue Code of the United States.

IN WITNESS WHEREOF, we have hereunto set our hands this 24th day of November, 1970.

Jon Bell
Ron Christensen
Willis B. Benjamin

STATE OF IDAHO)
) ss.
County of Bonneville)

On this 24th day of November, 1970, before me, the undersigned, a Notary Public in and for said State, personally appeared JON BELL and WILLIS B. BENJAMIN, known to me 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.

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

Judith C. Johnston
Notary Public for Idaho
Residing at Idaho Falls, Idaho
My Commission Expires: 10/1/74

STATE OF CALIFORNIA)
) ss.
County of San Diego)

On this 27th day of November, 1970, before me, the undersigned, a Notary Public in and for said State, personally appeared RON CHRISTENSEN, known to me to be the person whose name is subscribed to the above and foregoing Articles of Incorporation, and acknowledged to me that he 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.



Mary R. Keimig
Notary Public for California
Residing at: 7600 La Jolla Village Drive
My Commission Expires: Aug 24 1973