

# State of Idaho



## Department of State.

### CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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

#### ATLAS LEASING CORPORATION

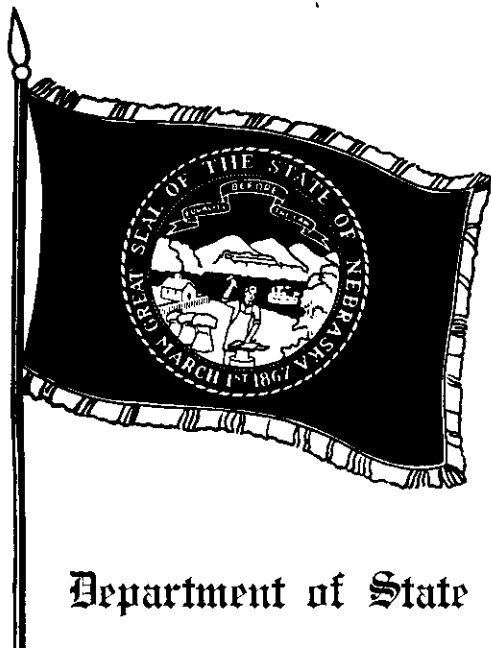
a corporation duly organized and existing under the laws of **Nebraska** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **14th** day of **October** **1963**, a properly authenticated copy of its articles of incorporation, and on the **14th** day of **October** **1963**, a designation of **Paul B. Ennis** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **14th** day of **October**, A.D. 19 **63**.

Secretary of State.

STATE OF



NEBRASKA

Department of State

Frank Marsh, Secretary of State of the State of Nebraska does hereby certify that the attached is a true and correct photo copy of Articles of Incorporation of ATLAS LEASING CORPORATION, Omaha, Nebraska, as filed in this office on November 26, 1958, and recorded in Book 255, at Page 77, Miscellaneous Incorporations.

The attached includes the original Articles of Incorporation and all Amendments thereto as of the date of this certificate, and said corporation is in good standing with the requirements of this office as of the date of this certificate.

In Testimony Whereof,

I have hereunto set my hand and affixed the Great Seal of the State of Nebraska.

Done at Lincoln this

twenty-sixth

day of August

in the year of our Lord, one thousand nine hundred and sixty-three.

*Frank Marsh*  
\_\_\_\_\_  
SECRETARY OF STATE



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## ARTICLES OF INCORPORATION

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, have associated ourselves together for the purpose of forming and becoming a corporation under the laws of the State of Nebraska, and for that purpose do hereby adopt these Articles of Incorporation:

FIRST: the name of this corporation shall be

ATLAS LEASING CORPORATION

SECOND: The principal office or place of business of the corporation is to be located in Omaha, Douglas County, Nebraska. The name of the resident agent of said corporation is John W. Belmont, and his address is 4502 Dodge Street, Omaha, Nebraska.

THIRD: The nature of the business, and objects and purposes to be transacted, promoted or carried on, are as follows:

1. To conduct the business of leasing business machines; to purchase or otherwise acquire title to or other interests in business machines of all types; to sell, assign, pledge, encumber or otherwise dispose of leases owned or acquired by the corporation.
2. To manufacture, purchase or otherwise acquire or mortgage, pledge, sell, distribute, warehouse, import, export, invest, trade, deal in and with and traffic in all articles, goods, wares, merchandise and personal property of every class and description. To subscribe to, purchase, acquire, hold, own, invest in, sell, assign, transfer, mortgage, pledge or otherwise dispose of or deal in the stocks, bonds, debentures or other securities and obligations of any other corporations, domestic or foreign; and also to issue in exchange therefor its stocks, bonds, and other obligations, and to possess and exercise in respect thereof all the rights, powers and privileges of individual owners thereof, including any and all voting powers. To buy, sell, lease and mortgage all types of real estate.
3. To apply for, purchase or acquire, and to exercise, carry out and enjoy any license, power, authority, franchise, right or privilege, which any government or authority, or any corporation or other public body shall enact, make or grant.
4. To acquire all or any part of the good will, rights, properties, and business of any person, entity, partnership, association or corporation heretofore or hereafter engaged in any business similar to any business which the corporation has any power to conduct and to pay for the same in cash or in stock, bonds, or other obligations of the corporation or

otherwise; to hold, utilize and in any manner dispose of the whole or any part of such rights and properties, and to assume in connection therewith any liabilities of any such person, entity, partnership, association or corporation, and to conduct in any lawful manner the whole or any part of the business thus acquired.

5. To borrow money for any of the purposes of the corporation from time to time without limit as to amount; to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and non-negotiable instruments and evidences of indebtedness, and to secure the payment thereof and of the interest thereon by mortgages on or pledge, conveyance or assignment in trust of, the whole or any part of the assets of the corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such securities or other obligations of the corporation for its corporate purposes; to guarantee and act as surety for the obligations of third parties.

6. To purchase, hold, sell, transfer, reissue or cancel shares of its own capital stock or of any securities or other obligations of the corporation in the manner and to the extent now or hereafter permitted by the laws of Nebraska.

7. In general, to carry on any business not contrary to the laws of Nebraska, and to have and exercise all the powers conferred by the laws of Nebraska upon corporations formed thereunder, and to do any and all of the acts and things herein provided for to the same extent as natural persons could do, and in any part of the world, as principal, factor, agent, contractor or otherwise, either alone or in conjunction with one or more persons, entities, syndicates, partnerships, associations and corporations; to establish and maintain offices and agencies within and anywhere outside of the State of Nebraska; and to exercise all or any of its corporate powers or rights anywhere in the world.

**FOURTH:** The authorized capital stock of said corporation shall be \$250,000.00 consisting of 25,000 shares of common stock with a par value of \$10.00 per share.

Stock shall be issued and sold at or over par for cash, other property or services to be evaluated by the Board of Directors. The time, price, manner and method of payment for stock, and the time and terms for issuance thereof shall be determined by the Board of Directors.

FIFTH: The minimum amount of capital with which said corporation will commence business is \$1,000.00.

SIXTH: The names and places of residence of each of the incorporators of this corporation are as follows:

<u>NAMES</u>	<u>RESIDENCES</u>
John W. Delehant	6608 Farnam Street, Omaha, Nebraska
Richard E. Croker	4732 Cass Street, Omaha, Nebraska

SEVENTH: This corporation shall commence its existence upon the filing of a certified copy of these Articles with the County Clerk of Douglas County, Nebraska, and shall have perpetual existence thereafter.

EIGHTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

NINTH: The management of this corporation shall be vested in a Board of not less than three (3) directors to be elected by the stockholders, and in a President, Vice-President, Secretary and Treasurer to be elected by the Board of Directors. Any two offices, except those of President and Vice-President, may be held by one person. The By-Laws may provide for additional directors and officers in the discretion of the Board of Directors. The annual meeting of the stockholders shall be held on the date set out in the By-Laws.

The annual meeting of the Board of Directors shall be held immediately following the annual meeting of the stockholders, at which time the Directors shall elect the officers who shall hold their offices for the term of one year, or until their successors are elected and qualify.

Vacancies occurring in the Board of Directors shall be filled by the Board, and the Directors so appointed shall hold office until the next annual election.

The stockholders and directors may hold their meetings and have the office or offices of the corporation within or outside of the State of Nebraska, and the corporation may conduct its business outside the State of Nebraska.

TENTH: The Board of Directors may make and adopt the original By-Laws and from time to time may alter, amend or repeal any By-Laws, but any By-Laws made by the Board of Directors may be altered, amended or repealed by the stockholders at any meeting of stockholders by the affirmative vote of the holders of a majority of the stock present and voting at such meeting, provided that notice of the proposed change is contained in the notice or waiver of notice of such meeting.

ELEVENTH: The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights herein conferred upon stockholders or others are granted subject to this reservation.

We, the undersigned, being all of the incorporators of said corporation, do execute these Articles, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our respective hands this 20th day of November, 1958.

John W. Delehant  
Richard E. Croker

STATE OF NEBRASKA }  
COUNTY OF DOUGLAS } ss.

Personally appeared before me, the undersigned, a Notary Public within and for the above-named county and state, the following persons, to-wit: JOHN W. DELEHANT and RICHARD E. CROKER, to me known to be the identical persons who signed the foregoing Articles of Incorporation, and in my presence acknowledged that they signed the same as their voluntary act and deed, and that the facts therein stated are truly set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Notarial Seal at Omaha, Nebraska on the day and year last above



Paul G. Anderson  
Notary Public