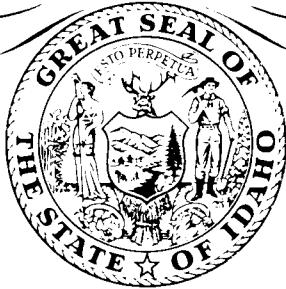


# State of Idaho



## 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

**DIAMOND INDUSTRIES, INC.**

was filed in the office of the Secretary of State on the

**Seventh** day

of **July** A.D. One Thousand Nine Hundred

**Sixty-five** and

/ will be duly recorded on ~~film~~ 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

**Boise,**

in the County of

**Ada.**

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 **7th** day of **July** ,

A.D., 19**65** .

**ARNOLD WILLIAMS**  
Secretary of State

ARTICLES OF INCORPORATION

OF

DIAMOND INDUSTRIES, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, J. W. MC COLLUM, ED J. TOWEY and ALICE GRAY, Being natural persons of full legal age and citizens of the United States of America, do hereby associate ourselves together for the purpose of forming a corporation under and by virtue of the laws of the state of Idaho, and we do hereby certify as follows:

ARTICLE I.

That the name of the proposed corporation is:

DIAMOND INDUSTRIES, INC.

ARTICLE II.

That the purposes for which said corporation shall be formed are:

1. To manufacture, fabricate, process, or to buy or otherwise acquire, and to sell, exchange, or otherwise generally to deal in or with, either as wholesaler, retailer, or otherwise, and either as principal or agent, light or heavy metal manufactured products and goods, wares and merchandise of any and all kinds which may be necessary, incidental or convenient to the foregoing; and to render services of any and all kinds in connection with, or incidental to, or for the promotion and carrying out of, the foregoing purposes and objects.

2. To conduct and carry on all or any of the business of manufacturers, farming, merchants, wholesale and retail, without limitation as to class of product or merchandise and management without limitation.

3. To devise, formulate and conduct business research, business studies, surveys and tests; to create, install and utilize business systems, methods, controls, layouts and plans; to assemble and supply personnel and staff, all as required or expedient to a solution of business problems of others or to an improvement in function or to an increase in efficiency or profit in behalf of such other, whether in relation to management, administration, maintenance, manufacture, production, display, inventory, marketing, sales, distribution or otherwise, to sell, publish and otherwise

deal in and with any of the foregoing and to furnish consultation and render business counsel (as distinguished from legal counsel and from the practice of law); and to determine, and to predetermine, the unit cost of each operational contribution to the end product or sale and also to determine or to predetermine the competitiveness of that product.

4. To take, own, hold, deal in, mortgage or otherwise lien, and to lease, sell, exchange, transfer, or in any manner whatever dispose of real property, within or without the State of Idaho, wherever situated.

5. To manufacture, purchase or acquire in any lawful manner and to hold, own, mortgage, pledge, sell, transfer, or in any manner dispose of, and to deal and trade in goods, wares, merchandise, and property of any and every class and description, and in any part of the world.

6. To acquire the good will, rights and property, and to undertake the whole or any part of the assets or liabilities of any person, firm, association or corporation; to pay for the same in cash, the stock of this company, bonds or otherwise; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

7. To apply for, purchase or in any manner to acquire, and to hold, own, use and operate, and to sell or in any manner dispose of, and to grant license or other rights in respect of, and in any manner deal with, any and all rights, inventions, improvements and processes used in connection with or secured under letters patent or copyrights of the United States or other countries, or otherwise, and to work, operate or develop the same and to carry on any business, manufacturing or otherwise, which may directly or indirectly effectuate these objects or any of them.

8. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of this state or any other state, country, nation or government, and while owner of said stock may exercise all the rights, powers and privileges of ownership, including the right to vote thereon, to the same extent as natural persons might or could do.

9. To enter into, make and perform contracts of every kind with any person, firm, association or corporation, municipality, body politic, county, territory, state, government or colony or dependency thereof, and without limit as to amount to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills or exchange, warrants, bonds, debentures, and other negotiable or transferable instruments and evidences of indebtedness whether secured by mortgage or otherwise, as well as to secure the same by mortgage or otherwise, so far as may be permitted by the laws of the State of Idaho.

10. To have offices, conduct its business and promote its objects within and without the state of Idaho, in other states,

the District of Columbia, the territories and colonies of the United States, and in foreign countries, without restriction as to place or amount.

11. To do any or all of the things herein set forth to the same extent as natural persons might do or could do and in any part of the world, as principals, agents, contractors, trustees, or otherwise, and either alone or in company with others.

12. In general to carry on any other business in connection therewith, whether manufacturing or otherwise, not forbidden by the laws of the State of Idaho, and with all the powers conferred upon corporations by the laws of the State of Idaho.

### ARTICLE III.

The amount of the total authorized capital stock of the corporation is Six Thousand and No/100ths Dollars (\$6,000.00), which shall consist of 6,000 shares of Common Stock of the par value of \$1.00 per share.

### ARTICLE IV.

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

<u>Name</u>	<u>No. Shares</u>	<u>Address</u>
J. W. McCollum	1	2101 Sunrise Rim Road, Boise, Idaho
Ed J. Towey	1	2613 North 28th, Boise, Idaho
Alice Gray	1	4817 Bond Street, Boise, Idaho

The principal place of business is Boise, Idaho.

### ARTICLE V.

The corporation is to have perpetual existence.

### ARTICLE VI.

The amount of capital with which the corporation will commence business is One Thousand and No/100ths Dollars (\$1,000.00).

### ARTICLE VII.

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

### ARTICLE VIII.

The Directors shall have power to make and alter, or amend, by By-Laws; to fix the amount to be reserved for working capital, and to authorize and cause to be executed mortgages and liens, without limit to the amount upon the property and franchise of the corporation. With the consent in writing, and pursuant to a vote of the majority of the stock issued and outstanding, the Directors shall have authority to dispose in any manner of the whole property of the corporation.

### ARTICLE IX.

The business of this corporation shall be managed and conducted by a board of directors of not less than three (3), nor more

than nine (9). The Board of three shall be elected at the first meeting of the stockholders of the corporation, and the entire Board shall be elected annually thereafter at the annual meeting of the stockholders of the corporation. The stockholders may, from time to time by action of the stockholders, increase the Board from three to a maximum of nine members.

ARTICLE X.

The Board of Directors of this corporation may meet and transact the business of this corporation either at the principal place of business of this corporation herein designated, or at such other place within or without the State of Idaho as may be designated by resolution of the Board.

ARTICLE XI.

The Board of Directors of the corporation shall have the power to adopt and repeal the By-Laws of this corporation.

ARTICLE XII.

This corporation reserves the right to, any time, amend, alter, change or repeal any provisions contained in this certificate in the manner now or hereafter prescribed by the statutes of the state of Idaho, and all rights conferred upon stockholders herein granted are subject to this reservation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals as incorporators this 30<sup>th</sup> day of June, 1965.

J. W. Towey

Ed. J. McCollum

Alice Gray

STATE OF IDAHO }  
COUNTY OF ADA } ss.

BE IT REMEMBERED that on this 30<sup>th</sup> day of June, 1965, before me, the undersigned, a Notary Public in and for said State, personally appeared, J. W. McCollum, Ed J. Towey and Alice Gray, who are personally known to me to be the three persons whose names are signed to and who, being first duly sworn, acknowledged to me that they executed the said Articles of Incorporation in triplicate for the uses therein set forth as such incorporators.

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

John J. Hammette  
Notary Public for the State of Idaho.  
Residing at: Boise, Idaho