



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

RALPH L. BOWMAN & ASSOCIATES, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

RALPH L. BOWMAN & ASSOCIATES, INC.

duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated December 17, 19 79.



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

Dec 17 2 23 PM '79

ARTICLES OF INCORPORATION  
SECRETARY OF STATE

OF

RALPH L. BOWMAN & ASSOCIATES, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, being a natural person or persons of full age and citizen or citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, pursuant to the laws of the State of Idaho, do hereby certify as follows:

ARTICLE I

The name of the corporation shall be RALPH L. BOWMAN & ASSOCIATES, INC.

ARTICLE II

This corporation shall be perpetual in existence.

ARTICLE III

The purposes for which said corporation is formed are:

A. To conduct and carry on the business of offering Dale Carnegie courses throughout the State of Idaho, except in the Idaho panhandle area, and throughout all of the County of Malheur, Oregon. This shall include the right to develop classes, develop instructional course and classroom materials, solicit students, conduct classroom instruction and seminars, and all things associated with or carried on in connection therewith.

B. To act as a contractor for the construction, repairing, and remodeling of buildings and for the improvement of real estate, and the doing of any and all other business and contracting incidental

thereto, or connected therewith, and the doing and performing of any and all acts or things necessary, proper, or convenient for or incidental to the furtherance thereof.

C. To enter into contracts or obligations of any type or kind essential, necessary, convenient or proper to the transaction of its ordinary business affairs, or for any of the objects and purposes of the corporation. To appoint agents, subagents, and salesmen, and to enter into all necessary contracts with agents, subagents, salesmen and dealers.

D. To manufacture, own, buy, sell, export, import, and deal in, both at wholesale and retail, all kinds of goods, merchandise, commodities, machinery, instruments, tools, building or construction supplies and products, building or construction equipment, and generally engage in any mercantile, fabricating, manufacturing, trading, or brokerage business of any kind or character, not contrary to law, within or without the State of Idaho, and to do all things incidental to such business.

E. To acquire by purchase or lease, or otherwise, real property and interests in real property, and to own, hold, improve, develop and manage any real property so acquire. To erect or cause to be erected on any real property owned, held or occupied by the corporation, buildings or other structures with their appurtenances, and to rebuild, enlarge, alter, repair or improve any buildings or other structures now or hereafter erected on any real property so owned, held or occupied. To mortgage, sell, lease or otherwise dispose of any real property or interest in real property and in buildings

or other structures at any time owned or held by the corporation.

F. To receive, acquire, hold, purchase, dispose of, convey, mortgage and lease personal property. To dispose of, sell, lease and assign, transfer, mortgage or convey any rights, privileges, franchises, or other personal property of the corporation other than its franchise of being a corporation, and to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, pledge or otherwise dispose of and deal in shares of stock, or bonds, securities and debentures and other evidences of indebtedness of other corporations, domestic or foreign, and within or without the United States of America.

G. To cause to be formed, merged or reorganized or liquidated, and to promote, take charge of and aid in any way permitted by law, the formation, merger, reorganization or liquidation of any corporation, association or entity domestic or foreign, either within or without the United States of America.

H. To generally engage in the business of buying, selling, or otherwise dealing in notes, open accounts or other similar evidences of debt, and any and all other forms of real, personal or mixed property choses in action. To receive and accept transfers, pledges, mortgages, and conditional sales contracts and to deal with the same as owner, lender, assignee, factor, or otherwise as a means of security or of recovering money or property advanced, invested or loaned. To conduct investigations and credit or business researches; and to repossess by legal process or otherwise for the enforcement of any property rights, liens, or interest in property.

I. To borrow money and otherwise incur indebtedness without limit as to amount, and to draw, make, accept, endorse, transfer, assign, guarantee, execute, and issue loans, debentures, notes, checks, drafts, bills of exchange, negotiable instruments, and all other instruments for the payment of money, negotiable or non-negotiable, and whether secured or unsecured.

J. To conduct business in this state, other states, the District of Columbia, territories or colonies of the United States and in foreign countries, and to have one or more offices and places of business, whether in or out of this state, and to acquire, receive, purchase, lease, mortgage, dispose of and convey real or personal property situated therein.

K. To acquire the good will, rights, and property and the whole or any part of the assets, tangible or intangible, and to undertake or in any way assume the liabilities of any person, firm association or organization. To pay for said good will, rights, property and assets with cash, the stock of this corporation or bonds of this corporation or otherwise, or by undertaking the whole or any part of the liabilities of the transferor. To hold or in any manner to dispose of the whole or any part of the property so acquired; and to conduct in any lawful manner the whole or any part of any business so acquire, and to exercise all powers necessary or convenient in the conduct and management of such business.

L. To apply for, purchase, register, or in any manner to acquire, and hold, own, use, operate and introduce and to sell, lease, assign, pledge, or in any manner dispose of, and in any

manner deal with patents, patent rights, licenses, copyrights, trademarks and trade names. To acquire, own, use or in any manner dispose of any and all inventions, improvements, processes, labels, designs, brands or other rights, and to work, operate, or develop the same, and to carry on any business, manufacturing or otherwise, which may directly or indirectly promote these objects, or any of them.

M. To purchase, insofar as the same may be done without impairing the capital of the corporation, except as otherwise permitted by law, and to hold, pledge and reissue shares of its own capital stock; provided that such stock, while so acquire and held, shall not be entitled to vote nor to receive dividends.

N. To guarantee the performance of contracts, agreements, undertakings, obligations, promises or duties of contractors, sub-contractors or other persons.

O. To have, exercise and enjoy all of the powers now or hereafter granted to corporations organized under the laws of the State of Idaho, and particularly all of the powers and privileges granted to corporations by Idaho Code Section 30-1-4, and other provisions of the Idaho Business Corporation Act, and any present and future amendments thereto, and to do any act or thing necessary or convenient for the transaction of the aforementioned business purposes and the carrying into effect of any and all of the aforesaid objects and purposes.

P. All of the foregoing provisions of this Article III are to be construed both as objects and powers, and it is hereby

expressly provided that the enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation; provided however, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do any act which corporations formed under the laws of the State of Idaho may not carry on or do at the time. It is the intention that the purposes, objects and powers specified in each of the paragraphs of this Article III of these Articles of Incorporation shall, except as otherwise provided, in no wise be limited or restricted by reference or inference from the terms of any other clause or paragraph in this Article, or of any other provision of these Articles of Incorporation.

#### ARTICLE IV

The amount of capital stock of this corporation shall be 5,000 shares of the par value of \$1.00 each. All of the shares of stock of the corporation shall be common, non-preferred stock, and all of the shares shall be entitled to vote.

#### ARTICLE V

The location and post office address of the corporation's registered office and primary office of business shall be 70 North Latah, Boise, Idaho, 83704, and the registered agent shall be Ralph L. Bowman, at the same address.

#### ARTICLE VI

The Board of Directors shall consist of at least one (1) director, but during the term of office, or thereafter, the number

of directors may be increased or decreased from time to time as may be provided by the By-Laws. The Board of Directors who shall serve until their successors shall have been elected and qualified are:

Ralph L. Bowman	1158 Palace Lane, Boise, Idaho
Terry L. Bowman	7689 Carriage Lane, Boise, Idaho
Elva M. Bowman	1158 Palace Lane, Boise, Idaho
Bruce R. Bowman	Box 68, Eisenman Road, Boise, Idaho
Linda Bowman	Box 68, Eisenman Road, Boise, Idaho
Julia Bowman	7689 Carriage Lane, Boise, Idaho

Meetings of the Board of Directors may be held at any location, within or without the State of Idaho.


#### ARTICLE VII

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 be in any way affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; and director individually, or any firm of which such director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors; and the director of the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining



the existence or a quorum at any meeting of the Board of Directors of the corporation 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, or not so interested.

IN WITNESS WHEREOF, The undersigned incorporator of this corporation has hereunto set his hand and seal this 12 day of December, 1979.

  
Incorporator  
RALPH L. BOWMAN