



**Department of State**

**CERTIFICATE OF INCORPORATION**

**LOUIS E. CLAFF**

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

**WESTERN BANKERS, INC.,**

was filed in the office of the Secretary of State on the **Twenty-Second** day  
of **July** A.D. One Thousand Nine Hundred **Sixty-six** and  
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  
**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 **22nd** day of **July**,  
A.D., 19 **66**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

WESTERN MARKETERS, INC.

\* \* \* \* \*

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

ARTICLE I

The name of this corporation is WESTERN MARKETERS, INC.

ARTICLE II

The purposes for which this corporation is formed are:

(a) To carry on a general mercantile and merchandise business as retailer, wholesaler, distributor, jobber, manufacturers' representative and otherwise, and to purchase, sell, deal in and deal with every type of goods, supplies and merchandise;

(b) To purchase, acquire, own, hold, lease, either as lessor or as lessee, sell, exchange, subdivide, mortgage and generally operate any real or personal property of any and every kind or description, within or without the State of Idaho,

necessary, suitable or useful in connection with any of the objects or purposes herein set forth;

(c) To construct and erect buildings or structures upon and to improve and maintain any and all real property owned, leased or held by this corporation, and to equip, improve and generally operate any and all personal property owned by this corporation;

(d) To purchase, hold, sell and transfer the shares of its own capital stock, provided, it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided further that the share of its own capital stock owned by it shall not be voted upon directly or indirectly;

(e) To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or desirable for the furtherance of the business of this corporation, with any persons, firms, corporations, associations, any state, territory or municipality of the United States or any foreign country government or body politic.

(f) To acquire, and hold all or any part of the capital stock assets or good will of any business of any person, firm, association or corporation engaged in any business in whole or in part, similar to that of this corporation, consistent with the objects and purposes of this corporation, and to hold utilize and in any manner dispose of the whole or any part of the stock, assets, good will and rights so acquired and to conduct in any lawful

manner in whole or in whole or in part any business so acquired and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation engaged in the business so acquired.

(g) To adopt, apply for and register, purchase, lease or otherwise acquire and to use, maintain and protect and to sell, assign or grant licenses or other rights in respect of any trade marks, trade names, patents, patent rights, copyrights, inventions, formulas, processes and rights analogous thereto;

(h) To borrow money for any purpose of this corporation, without limit as to amount, and to issue bonds, debentures, notes or other evidences of indebtedness, secured or unsecured, of this corporation for the moneys so borrowed, or in payment for property acquired, or for any other objects or purposes of this corporation, or in connection with its business, to secure payment of such debentures, notes or other obligations by mortgages or deeds of trust or pledges or other liens upon any or all of the property of this corporation wheresoever situated.

(i) To carry out all or any part of the foregoing objects, or purposes as principal or agent, or otherwise, either alone or in conjunction with any person, association or other corporation and in any part of the world; and in carrying on its objects or purposes, to make and perform such contracts of any kind and description, to do such acts and things and to exercise any and all such powers as a natural person could lawfully make, perform,

Do or exercise, provided that the same be not inconsistent with the objects or purposes of this corporation, or the statutes of the State of Idaho;

(j) To conduct its business in all or any of its branches in the State of Idaho, or elsewhere as determined by the corporation, and to have one or more offices within or without the State of Idaho;

(k) To buy sell, lease, let, mortgage, pledge, exchange or otherwise acquire or dispose of lands, lots, houses, buildings, real property, hereditaments, appurtenances and personal property of all classes and description and where-soever situate, and any rights and interest therein, to the same extent as natural persons might or could do and without limit as to amount;

(l) To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes, and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets, real or personal at any time owned or held by this corporation, upon such terms and conditions as the Board of Directors shall authorize and as may be permitted by law;

(m) To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State

of Idaho upon corporations formed under the general corporation laws of said State, or under any act amendatory thereof or supplemental thereto or substituted therefor.

ARTICLE III

This corporation is to have perpetual existence.

ARTICLE IV

The location and Post Office Address of the registered office of the corporation is 3300 Mountain View Drive, Boise, Idaho.

ARTICLE V

The amount of the capital stock of the corporation shall be and is \$5,000.00, divided into 5,000.00 shares of the par value of \$1.00 each, and said stock shall be non-assessable.

ARTICLE VI

The names and Post Office addresses of the incorporators and the number of shares subscribed by each, are as follows:

<u>Name</u>	<u>Address</u>	<u>No. Of Shares</u>
V. A. Smith	Box 964, Boise, Idaho	1 share
C. L. Hall	Box 964, Boise, Idaho	1 share
R. D. Givens	Box 964, Boise, Idaho	1 share

Each of the persons above named as incorporators is a natural person, over the age of 21 years and is a citizen of the United States of America.

ARTICLE VII

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business or paying debts of the corporation.

ARTICLE VIII

The number of directors of the corporation shall be as specified by the By-Laws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the By-Laws, provided the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

ARTICLE IX

A voluntary sale, lease or exchange of all of the property and assets of the corporation, including its good will and its corporate franchises, may be made by the board of directors upon such terms and conditions as it may deem expedient and for the best interest of the corporation.

ARTICLE X

The Board of Directors is expressly authorized to repeal and amend the By-Laws of the corporation and to adopt new By-Laws and the corporation reserves the right ~~to amend,~~ alter, change or repeal any provision contained in these

Articles of Incorporation in the manner now or hereafter prescribed by law, by a majority vote of the stockholders, represented in person or by proxy, at any annual meeting of the shareholders or at any meeting duly called for that purpose, except where the laws of the State of Idaho otherwise provide.

#### ARTICLE XI

No contract or other transaction between the corporation and any other 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 or are directors or officers of such other corporation; any director individually, or any firm of which any 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 of a majority thereof; and any 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 of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction and may vote thereat to authorize any such contract or transaction with like force

and effect as if he were not such director or officer of such corporation or not so interested.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 22nd day of July, 1966.

V. A. Smith

C. L. Hall

R. D. Givens

STATE OF IDAHO )  
                  ) ss.  
County of Ada )

On this 22 day of July, 1966, before me, a Notary Public in and for said State, personally appeared V. A. SMITH, C. L. HALL AND R. D. GIVENS, 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 last above written.

Beverly Dennis

Notary Public for Idaho  
Residence: Boise, Idaho