



## 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

**E. M. TANNER & SONS, INC.**

was filed in the office of the Secretary of State on the **Third** day of **July,** A.D. One Thousand Nine Hundred **Sixty-one** and duly recorded on Film No. **114** 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

**Blackfoot** in the County of **Bingham**

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 **3rd** day of **July**, A.D., 19**61**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

E. M. TANNER & SONS, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, all of whom are bona fide full-age citizens of the United States, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the state of Idaho, and that we hereby make, acknowledge, publish, declare and certify the following to be our Articles of Incorporation:

ARTICLE ONE

The name of this corporation shall be E. M. TANNER & SONS, INC.

ARTICLE TWO

The objects and purposes for which this corporation is formed are as principal, agent, or otherwise, to do in any part of the world any and everything, not expressly prohibited by law, to the same extent as natural persons might or could do. In furtherance thereof, and not in limitation of the general powers conferred by the laws of the State of Idaho, we expressly provide that this corporation shall have the following objects, purposes, powers, right and privileges:

(a) To do all kinds of manufacturing, repairing, servicing, designing and improving of all kinds of machinery, equipment, appliances, tools, parts and articles of every kind and description.

(b) To demolish, remove, raze and salvage buildings and structures of all kinds and trees, shrubs and other improvements of all kinds wherever the same may be situated.

(c) To carry on and conduct the general construction business, including the designing, constructing, enlarging, extending, repairing, completing, removing, altering modifying, or otherwise engaging in any work in connection with buildings, works, systems and structures of every kind and description whatsoever, and to make any and all kinds of improvements to real estate and appurtenances thereto.

(d) To make, execute and take or receive any contracts or assignments of contracts, and to act as a general contractor or as a sub-contractor, and carry on the business of builders and contractors.

(e) To purchase, hold, sell, develop, improve, lease and enjoy real estate; to erect, manage, care for and maintain, extend and alter buildings and improvements thereof; and to lease, mortgage, encumber and sell the same in such parts or parcels, improved or unimproved, and on such terms as may be acceptable to the authorized officers and agents of the corporation.

(f) To engage in and carry on any general processing, merchandising, or marketing business, to acquire, own or operate any type or mercantile establishment at wholesale or retail, and to manufacture, construct, assemble, grow raise, buy, sell, lease, hire, barter, exchange, repair, process, operate, transport, install, and deal in goods, wares, materials, supplies,

products, and merchandise of every type and nature.

(g) To apply for, or purchase or otherwise acquire, and to grant licenses for, the use of, and to sell, assign or otherwise deal in and use, patents, patent rights, privileges, licenses, trade marks, trade names, devices and improved or secret processes of every sort and description necessary or incidental to the purposes specified herein.

(h) To employ experts, architects, technicians and engineers in every branch of scientific skill and endeavor and, subject to limitations imposed by any lawful authority, to engage in the business of engineering and planning and to make, conduct and supervise research, surveys and investigations into all matters and things in the fields of science and technology.

(i) To draw, accept, endorse, discount, buy, sell and deliver checks, drafts, bills of exchange, notes, bonds, debentures, trust receipts, mortgages, contracts, conditional sales contracts, evidences of debt, assignments, orders, securities, and other obligations of all kinds and to guarantee payment thereof whether executed, drawn, accepted, assumed or created by it or by any other corporation, partnership or persons, or business enterprise, whenever necessary or convenient and to acquire, assign, own, sell, mortgage, pledge, and otherwise dispose of and deal in stocks, bonds, mortgages, securities, notes, contracts and commercial papers or corporations, partnerships, associations or individuals.

(j) To maintain and operate storage warehouses and cold storage plants and establishments, and the storage and deposit of goods and merchandise of every type and description, and to conduct all business appertaining thereto, including making advances on goods and merchandise stored and deposited with it, to have and to receive all the rights and emoluments thereunto belonging.

(k) To act as a factor, agent or commission merchant, and receive, hold or dispose of property under consignment.

(l) To conduct an advertising business, both as principal and as agent, for itself and for others, for hire, commission or otherwise, by any lawful means and through any lawful media.

(m) To engage in any farming or agricultural pursuit and to buy, grow, raise, harvest, process, store, exchange and otherwise deal in farm produce and raise, fee, care for, buy, sell, hire, lease and otherwise deal in livestock, and to transact all business incidental or appurtenant thereto.

(n) To purchase, lease, or otherwise acquire, in whole or part, the business, good will, rights, franchises and property of every kind, and to undertake the whole or any part of the assets or liabilities, of any person, firm, association, or corporation engaged in or authorized to conduct any business similar to any business authorized to be conducted by this corporation or owning property necessary or convenient for its purpose, and to pay for the same in cash, in the stock

or bonds, notes or other obligations of this company, or otherwise; to hold or in any manner dispose of the whole or any part of the business or property so acquired, and to exercise all the powers necessary or incident to the conduct of such business.

(o) To acquire, lease, exchange, own, hold, maintain and operate, or cause to be operated, trucks and truck lines, whether as private, common or public carrier.

(p) Subject to the provisions of law, the company may purchase, hold, sell or transfer the shares of its own capital stock.

(q) To hold, purchase or otherwise acquire, or be interested in, and to sell, assign, pledge or otherwise dispose of, shares of the capital stock, bonds, or other evidence of debt issues or created by any other corporation, whether foreign or domestic and whether now or hereafter organized; and while the holders of such shares of stock, to exercise all the rights and privileges of ownership, including the right to vote thereon to the same extent as a natural person might or could do.

(r) To engage in the business of preparing, processing and otherwise manufacturing, and purchasing, trading and dealing in, millwork, cabinet shop products, metalwork, plastic, stone, glass, and any and all other materials.

(s) In the purchase or acquisition of property, business, rights or franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limits as to amount, to incur debt, and to raise, borrow and secure the payment of money in any lawful manner, including

the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferrable instruments and evidences of indebtedness of all kinds, whether unsecured or secured by mortgage, pledge, deed or trust or otherwise.

#### ARTICLE THREE

The location and Post Office address of the registered office and principal place of business of said corporation shall be Blackfoot, in the County of Bingham, State of Idaho.

#### ARTICLE FOUR

That the duration of this corporation shall be perpetual, unless dissolved by process of law.

#### ARTICLE FIVE

That the total authorized number of par value shares is fifty thousand shares of common stock of par value of ONE DOLLAR (\$1.00) each; the aggregate par value of the total authorized number of par value shares is fifty thousand and no/100 Dollars (\$50,000.00). The amount of such stock may be issued in such amounts and proportions from time to time as shall be determined by the Board of Directors subject, however, to the provisions made hereafter and such restrictions as may be now or thereafter created or imposed by law.

#### ARTICLE SIX

All shareholders of this corporation consent to have its income taxed to its shareholders under the provisions of Code Section 1372 (a) Internal Revenue Code and all other state and Federal Statutes and Regulations, permitting such election

and each shareholder on demand of any other shareholder execute a certain consent to such taxation. The business of the corporation shall be so conducted as to qualify for such privilege and no person shall be entitled to become a shareholder without signing a written consent to this article. No stock shall be transferred to any person or persons which would disqualify this corporation from the benefits of its election to be taxed as a partnership and any effort to transfer to any other such person shall give the remaining shareholders the option and privilege of buying the shares of the shareholder attempting to so transfer at par value or book value, which ever may be the lesser, with ten per cent (10%) of the purchase price to be paid within 30 days and the balance in five equal annual installments with interest at the rate of six percent (6%) per annum with the privilege of paying all or any part or any installment in advance.

#### ARTICLE SEVEN

(a) That save as hereinafter provided, no share or interest in the company shall at any time be transferred to any person not already a shareholder, so long as any shareholder is willing to purchase said share or interest at the same price and on the same terms as would govern upon a transfer to a person not already a shareholder, provided in any event the terms to a shareholder shall not require more than ten per cent within thirty days, and the balance in five equal annual installments plus interest thereon at the rate of not more than six per cent per annum with the privilege of paying all or any part of any installment in advance at any time.

(b) That in order to ascertain whether any shareholder is willing to purchase any such share or interest, at such price and upon such terms, the person, whether a shareholder of the company or not, proposing to transfer the same, herein-after called the "retiring shareholder", shall give notice in writing by registered mail or personal service, to the company and to each of the other shareholders at the address listed on the corporation books, that he desires to transfer the same, specifying the price per share and terms proposed, and such notice shall constitute the company his agent for the sale of the share or other interest to any shareholder or shareholders of the company at the price and upon the terms specified in said notice or as provided in sub-paragraph (a) hereinabove, whichever is more favorable to a purchasing shareholder.

(c) That in any one or more shareholders hereinafter referred to as the "purchasing shareholder", desire to purchase such share or interest or any part thereof for the price and terms offered or specified hereinabove, they shall within thirty days after personal service of the notice specified in the preceding paragraph or the mailing of said notice as therein provided, file an acceptance thereof with the secretary or other responsible officer of the company and pay therewith to the company for the retiring shareholder at least ten per cent of the purchase price, and the retiring shareholder shall thereupon be bound to transfer such share or interest according to the terms of the offer.

(d) That if in any case the retiring shareholder, after becoming bound as aforesaid, makes default in transferring such share or interest, the company may receive the balance purchase money and shall thereupon cause the name of the purchasing shareholder to be entered upon the register as the holder of such share or interest, and shall hold the purchase money in trust for the retiring shareholder, his executors, administrators or assigns, and the receipt of the company for the purchase money shall be a good discharge to the purchasing shareholder and shall not be bound to see the application thereof, and after the name of the purchasing shareholder has been entered in the register in purported exercise of the aforesaid power, the validity of the proceedings shall not be questioned by any person, and the purchasing shareholder shall be deemed and taken to be the owner of the said share or interest.

(e) In case more than one shareholder desires to purchase the share of interest of the retiring shareholder so offered for sale and the purchasing shareholders do not otherwise agree among themselves the share or interest transferred shall be transferred to the purchasing shareholders in proportion to their respective shares or interests in the company at the time of the offer by the retiring shareholder, making all necessary adjustments to avoid fractions of shares and for that purpose giving the preference in all cases to shareholders who have the largest holdings.

## ARTICLE EIGHT

That save and except the stock subscribed for by these incorporators in the amounts set out hereafter and the designation of stock dividends, if any, no capital stock of the said corporation shall at any time be issued or allotted, except upon the terms of the then existing shareholders having the prior right to subscribe for and take such additional capital stock at par, in proportion to their holdings, subject to such regulations and adjustments as the directors from time to time determine upon, with a view to avoiding the allotment of fractional shares.

## ARTICLE NINE

The power to make, amend or repeal by-laws shall be in the shareholders, who may delegate such power to the directors as provided by law, provided that such power may be exercised by a majority vote of the allotted shareholders or directors, as the case may be.

## ARTICLE TEN

The business of such corporation shall be managed by a board of not less than three nor more than fifteen directors, the number, qualifications, terms of office, manner of elections and powers and duties of such directors shall be such as may be prescribed by law, these articles, and such by-laws as may be adopted.

## ARTICLE ELEVEN

That the amount of capital stock of said corporation which has been actually subscribed is \$100.00 consisting of 100 shares

of common stock and the following are the names and P. O. Addresses of each subscriber and incorporator and the number and par value of shares subscribed for by each:

<u>Names</u>	<u>Post Office Address</u>	<u>Common Shares</u>	<u>Value</u>
Earl H. Tanner	285 Archer, Blackfoot, Idaho	91	\$96.00
Lottie W. Tanner	285 Archer, Blackfoot, Idaho	1	1.00
David Earl Tanner	221 Airport Road Blackfoot, Idaho	1	1.00

#### ARTICLE TWELVE

The following named persons shall serve as officers and directors until their successors are duly elected and qualified, to-wit:

Earl H. Tanner, Director and President

David Earl Tanner, Director and Vice-President

Lottie W. Tanner, Director and Secretary-Treasurer

IN WITNESS WHEREOF, we, Earl H. Tanner, Lottie W. Tanner, and David Earl Tanner, being all of the incorporators hereinabove named, have hereunto set our respective hands and seals this 1st day of July, 1961.

Earl H. Tanner  
Earl H. Tanner

Lottie W. Tanner  
Lottie W. Tanner

David Earl Tanner  
David Earl Tanner

STATE OF IDAHO )  
:ss.  
County of Bingham )

On this 1st day of July, 1961, before me,  
Robert M. Fenn, a Notary Public in and for  
said state, personally appeared Earl M. Tanner, Lottie A.  
Tanner and David Earl Tanner, 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 at Blackfoot, Idaho, the day and  
year in this certificate first above written.

Robert M. Fenn  
Notary Public for State of Idaho  
Residing at Blackfoot, Idaho

My Commission Expires:

Jan 19 1962