

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

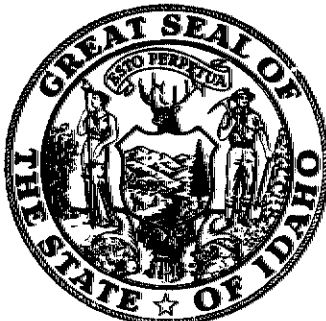
MOUNTAIN ASSOCIATES, INC.

File number C 109983

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 the above named corporation, 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: March 28, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Ma Sikel*

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SEC. OF STATE

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ARTICLES OF INCORPORATION

OF

MOUNTAIN ASSOCIATES, INC.

IDAHO SECRETARY OF STATE  
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CUST# 37620  
CORP  
100.00= 100.00

# : C

KNOW ALL MEN BY THESE PRESENTS: THAT WE, THOMAS J. LAMOTHE, AND ANDREE L. LAMOTHE, BEING NATURAL PERSONS AND CITIZENS OF THE UNITED STATES OF AMERICA, DESIRING TO ASSOCIATE OURSELVES AS A CORPORATION UNDER THE NAME AS ABOVE SET FORTH, FOR THE PURPOSE OF BECOMING A BODY CORPORATE AND POLITIC UNDER AND BY VIRTUE OF THE LAWS OF THE STATE OF IDAHO, AND IN ACCORDANCE WITH THE PROVISIONS OF THE LAWS OF SAID STATE, DO HEREBY MAKE, EXECUTE AND ACKNOWLEDGE THIS CERTIFICATE IN WRITING OF OUR INTENTIONS TO BECOME A BODY CORPORATE UNDER AND BY VIRTUE OF SAID LAWS.

ARTICLE 1.

CORPORATE NAME

THE NAME OF THE PROPOSED CORPORATION IS MOUNTAIN ASSOCIATES, INC.

ARTICLE 2.

PURPOSES AND OBJECTS

THE NATURE OF THE BUSINESS AND THE OBJECTS AND PURPOSES PROPOSED TO BE TRANSACTED, PROMOTED AND CARRIED ON, ARE TO DO ANY AND ALL THINGS HEREIN MENTIONED AS FULLY AND TO THE SAME EXTENT AS NATURAL PERSONS MIGHT OR COULD DO, AND IN ANY PART OF THE WORLD, TO-WIT:

SECTION 2.01

TO ENGAGE IN THE GENERAL DESIGN AND CONSTRUCTION BUSINESS AND ALL ITS BRANCHES, AND ENTER INTO ALL MATTERS AND THINGS CONTAINED IN THE FIELD OF GENERAL DESIGN AND CONSTRUCTION;

TO RENDER DESIGN SERVICE REQUIRED IN THE ERECTION, ENLARGEMENT, ALTERATION, OR REPAIR OF ANY BUILDING, WHERE SUCH BUILDING IS TO BE USED, OR IS USED, AS A SINGLE OR MULTIPLE FAMILY RESIDENCE NOT EXCEEDING TWO STORIES IN HEIGHT, OR AS A FARM BUILDING, OR FOR THE PURPOSE OF OUTBUILDINGS OR AUXILIARY BUILDINGS IN CONNECTION WITH SUCH RESIDENTIAL OR FARM PREMISES;

THE RENDERING OF ANY DESIGN SERVICE REQUIRED IN THE ERECTION, ENLARGEMENT, ALTERATION OR REPAIR OF ANY BUILDING WHICH DOES NOT INVOLVE THE PUBLIC HEALTH OR SAFETY TO ENGAGE IN THE GENERAL INTERIOR DESIGN BUSINESS AND ALL ITS BRANCHES, AND IN

ORIGINAL

THAT CAPACITY TO DO AND ENTER INTO ALL MATTERS AND THINGS CONTAINED IN THE FIELD OF GENERAL INTERIOR DESIGN;

TO ENGAGE IN THE GENERAL LANDSCAPE, DESIGN AND GENERAL CONSTRUCTION BUSINESS AND ALL ITS BRANCHES, AND IN THAT CAPACITY TO DO AND ENTER INTO ALL MATTERS AND THINGS CONTAINED IN THE FIELD OF GENERAL LANDSCAPE, DESIGN AND GENERAL CONSTRUCTION;

TO ENGAGE IN THE BUSINESS OF SITE PLANNING, REGIONAL PLANNING, LAND USE AND ECOLOGICAL PLANNING OR ANY OTHER TYPE OF PLANNING IN ANYWISE ASSOCIATED THEREWITH;

TO ACT AS A GENERAL CONTRACTOR OR SUBCONTRACTOR FOR THE CONSTRUCTION, REPAIRING AND REMODELING OF BUILDINGS, PUBLIC WORKS OF ALL KINDS, 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 OR THE CARRYING OUT OF THE POWERS OR PURPOSES HEREIN MENTIONED;

TO CONDUCT ANY AND ALL LAWFUL BUSINESSES THAT ARE PERMITTED IN THE STATE OF IDAHO, OR THE UNITED STATES OF AMERICA.

TO PURCHASE, OR IN ANY WAY ACQUIRE FOR INVESTMENT OR FOR SALE OR OTHERWISE, LANDS, CONTRACTS FOR THE PURCHASE OR SALE OF LANDS, BUILDINGS, IMPROVEMENTS, AND ANY OTHER REAL PROPERTY OF ANY KIND OR ANY INTEREST THEREIN, AND AS THE CONSIDERATION FOR SAME TO PAY CASH OR TO ISSUE THE CAPITAL STOCK, DEBENTURE BONDS, MORTGAGE BONDS, OR OTHER OBLIGATIONS OF THE CORPORATION, AND TO SELL, CONVEY, LEASE, MORTGAGE, DEED IN TRUST, TURN TO ACCOUNT, OR OTHERWISE DEAL WITH ALL OR ANY PART OF THE PROPERTY OF THE CORPORATION; TO MAKE AND OBTAIN LOANS UPON REAL ESTATE, IMPROVED OR UNIMPROVED, AND UPON PERSONAL PROPERTY, GIVING OR TAKING EVIDENCES OF INDEBTEDNESS AND SECURING THE PAYMENT THEREOF BY MORTGAGE, TRUST DEED, PLEDGE OR OTHERWISE, AND TO ENTER INTO CONTRACTS TO BUY OR SELL ANY PROPERTY, REAL OR PERSONAL; TO BUY AND SELL MORTGAGES, TRUST DEEDS, CONTRACTS, AND EVIDENCES OF INDEBTEDNESS; TO PURCHASE OR OTHERWISE ACQUIRE, FOR THE PURPOSE OF HOLDING OR DISPOSING OF THE SAME, REAL OR PERSONAL PROPERTY OF EVERY KIND AND DESCRIPTION, INCLUDING THE GOOD WILL, STOCK, RIGHTS, AND PROPERTY OF ANY PERSON, FIRM, ASSOCIATION, OR CORPORATION, PAYING FOR THE SAME IN CASH, STOCK, OR BONDS OF THIS CORPORATION; AND TO DRAW, MAKE, ACCEPT, ENDORSE, DISCOUNT, EXECUTE, AND ISSUE PROMISSORY NOTES, BILLS OF EXCHANGE, WARRANTS, BONDS, DEBENTURES, AND OTHER NEGOTIABLE OR TRANSFERABLE INSTRUMENTS, OR OBLIGATIONS OF THE CORPORATION, FROM TIME TO TIME, FOR ANY OF THE OBJECTS OR PURPOSES OF THE CORPORATION WITHOUT RESTRICTION OR LIMIT AS TO AMOUNT.

TO DO ANY AND ALL OTHER LAWFUL BUSINESS IN ANYWISE

**AFFILIATED WITH OR ASSOCIATED THEREWITH.**

**SECTION 2.02**

**TO ACQUIRE, OWN, OPERATE, SELL, EXCHANGE, LET OR LEASE FACILITIES FOR THE CONDUCT OF SAID BUSINESS WITHIN THE STATE OF IDAHO OR OUTSIDE THE STATE OF IDAHO.**

**SECTION 2.03**

**TO BORROW MONEY FOR THE PURPOSES OF THIS CORPORATION; TO ISSUE BONDS, NOTES AND DEBENTURES AND OTHER EVIDENCES OF INDEBTEDNESS THEREFORE AND TO SECURE THE SAME BY MORTGAGE OR PLEDGE OF PERSONAL PROPERTY, INCLUDING THE INCOME OF SAID CORPORATION OR BY MORTGAGE OF REAL PROPERTY EXECUTED IN TRUST OR OTHERWISE. ALL OR ANY PORTION OF THE REAL OR PERSONAL PROPERTY OF THE CORPORATION MAY BE SO PLEDGED, MORTGAGED OR HYPOTHECATED.**

**SECTION 2.04**

**TO BUILD ANY OR ALL BUILDINGS, STRUCTURES OR WAREHOUSES NECESSARY OR CONVENIENT FOR THE CONDUCT OF THE BUSINESS OF SAID CORPORATION OR OTHERS OR TO ACQUIRE THE SAME BY PURCHASE, LEASE OR OTHERWISE.**

**SECTION 2.05**

**TO PURCHASE, LEASE OR OTHERWISE ACQUIRE, IN WHOLE OR IN PART, THE BUSINESS, GOODWILL, RIGHTS, FRANCHISES AND PROPERTY OF EVERY KIND AND TO TAKE OVER THE WHOLE OR ANY PART OF THE ASSETS OR LIABILITIES OF ANY PERSON, FIRM, ASSOCIATION OR CORPORATION ENGAGED IN OR AUTHORIZED TO BE CONDUCTED BY THIS CORPORATION OR OWNING PROPERTY NECESSARY OR SUITABLE FOR ITS PURPOSES AND TO PAY FOR THE SAME IN CASH, IN THE STOCK OR BONDS OF THIS CORPORATION 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 INCIDENTAL TO THE CONDUCT OF SUCH BUSINESS.**

**SECTION 2.06**

**TO ENTER INTO ANY CONTRACT, COOPERATIVE AGREEMENT OR PROFIT-SHARING PLAN WITH ITS OFFICERS OR EMPLOYEES THAT THE CORPORATION MAY DEEM ADVANTAGEOUS OR EXPEDIENT OR OTHERWISE TO REWARD OR PAY SUCH PERSONS FOR THEIR SERVICES AS THE DIRECTORS MAY DEEM FIT.**

**SECTION 2.07**

**TO PURCHASE OR OTHERWISE ACQUIRE, OWN, HOLD, MORTGAGE, PLEDGE, SELL, ASSIGN, TRANSFER OR OTHERWISE DISPOSE OF SHARES OF**

THE CAPITAL STOCK OF THIS CORPORATION OR EVIDENCES OF INDEBTEDNESS OF ANY KIND OR ANY KIND OR NATURE CREATED BY ANY CORPORATION OR CORPORATIONS, WHEREVER ORGANIZED, WHETHER PUBLIC OR PRIVATE.

#### SECTION 2.08

TO EXERCISE GENERALLY THE POWERS CUSTOMARILY EXERCISED BY BUSINESS CORPORATIONS AND PARTICULARLY THE POWERS PROVIDED BY THE LAWS OF THE STATE OF IDAHO REFERRING ESPECIALLY TO SECTION 30-1-4 OF THE IDAHO CODE IN ANY STATE OF THE UNITED STATES AND THROUGHOUT THE WORLD.

#### SECTION 2.09

TO CARRY ON ANY OTHER BUSINESS OR TO DO ANYTHING IN CONNECTION WITH THE OBJECTS AND PURPOSES ABOVE MENTIONED THAT MAY BE NECESSARY OR PROPER TO ACCOMPLISH SUCCESSFULLY OR PROMOTE THE SAID OBJECTS AND PURPOSES. THE FOREGOING CLAUSES, BY REASON OF THE SPECIFIC ENUMERATION OF POWERS, SHALL NOT BE HELD TO RESTRICT THE POWER OF THE CORPORATION TO DO ANY OF THE THINGS WITHIN THE PURVIEW OF ITS GENERAL PURPOSE.

#### ARTICLE 3.

##### CORPORATE DURATION

THE DURATION OF THE CORPORATION SHALL BE PERPETUAL.

#### ARTICLE 4.

##### REGISTERED OFFICE AND AGENT

#### SECTION 4.01

##### REGISTERED OFFICE

THE LOCATION OF THE REGISTERED OFFICE OF THE CORPORATION IN THE STATE OF IDAHO IS 338 CARMEN DRIVE, MC CALL, IDAHO 83638 AT POST OFFICE BOX 221, MC CALL, IDAHO 83638.

#### SECTION 4.02

##### REGISTERED AGENT

THE REGISTERED AGENT OF THIS CORPORATION IN THE STATE OF IDAHO IS THOMAS J. HAYNES, WHOSE ADDRESS IS 338 CARMEN DRIVE, MC CALL, IDAHO, P.O. BOX 221, MC CALL, IDAHO 83638.

#### ARTICLE 5.

##### CAPITAL STOCK

THE TOTAL AUTHORIZED NUMBER OF PAR VALUE SHARES IS ONE

THOUSAND (1,000). THE AGGREGATE PAR VALUE OF THE TOTAL AUTHORIZED NUMBER OF SHARES IS TEN THOUSAND AND NO/100 DOLLARS (\$10,000.00), WHICH IS NON-ASSESSABLE. PAR VALUE SHALL BE TEN DOLLARS (\$10.00) PER SHARE.

ARTICLE 6.

CLASSES OF STOCK

THE STOCK OF THE CORPORATION IS DIVIDED INTO 1,000 SHARES OF COMMON STOCK ALL WITH EQUAL RIGHTS AND PRIVILEGES AND PREEMPTIVE RIGHTS.

ARTICLE 7.

DIRECTORS

THE AFFAIRS OF THE CORPORATION WILL BE MANAGED BY A BOARD CONSISTING OF ONE DIRECTOR OR MORE IF SPECIFIED BY THE BY-LAWS. DIRECTORS OF THE CORPORATION SHALL BE ELECTED AT THE ANNUAL MEETING OF THE SHAREHOLDERS IN THE MANNER DETERMINED BY THE BY-LAWS. DIRECTOR VACANCIES SHALL BE FILLED IN THE MANNER PROVIDED BY THE BY-LAWS. THE INITIAL BOARD OF DIRECTORS SHALL CONSIST OF THE INCORPORATOR HEREOF, WHO IS TO SERVE AS A DIRECTOR UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL ANY SUCCESSOR BE ELECTED AND QUALIFIES.

ARTICLE 8.

INCORPORATORS

THE NAME AND POST OFFICE ADDRESS OF EACH OF THE INCORPORATORS AND THE NUMBER OF SHARES FOR WHICH EACH SUBSCRIBED IS:

THOMAS J. HAYNES  
338 CARMEN DRIVE  
MC CALL, IDAHO 83638 1 SHARE

ANDREE L. LAMOTHE  
338 CARMEN DRIVE  
MCCALL, IDAHO 83638 1 SHARE

DATED THIS 25TH DAY OF MARCH, 1995.


  
THOMAS J. HAYNES

  
ANDREE L. LAMOTHE

STATE OF IDAHO,                    )  
                                      ( SS.  
COUNTY OF VALLEY.

ON THIS 25TH DAY OF MARCH, 1995, BEFORE ME, THE  
UNDERSIGNED, A NOTARY PUBLIC IN AND FOR SAID STATE, PERSONALLY  
APPEARED THOMAS J. HAYNES AND ANDREE L. LAMOTHE, KNOWN TO ME TO  
BE THE PERSONS WHO EXECUTED THE ABOVE AND FOREGOING ARTICLES OF  
INCORPORATION AND ACKNOWLEDGED TO ME THAT THEY EXECUTED THE SAME  
AS THEIR OWN FREE ACT AND DEED.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED  
MY OFFICIAL SEAL AS OF THE DAY AND YEAR IN THIS CERTIFICATE FIRST  
ABOVE WRITTEN.

  
\_\_\_\_\_  
NOTARY PUBLIC FOR IDAHO  
RESIDING IN MC CALL, IDAHO  
MY COMMISSION EXPIRES 11/23/99