

**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

\_\_\_\_\_

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 \_\_\_\_\_

\_\_\_\_\_ ,  
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 \_\_\_\_\_, 19 \_\_\_\_\_.



*Pete T. Cenarrusa*

SECRETARY OF STATE

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

JAN 28 3 35 PM '80  
ARTICLES OF INCORPORATION  
SECRETARY OF STATE  
OF

MARLAR CONSTRUCTION, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, each being a natural person of full age and a citizen of the United States of America, have voluntarily and do hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, Idaho Code, Title 30, Chapter 1, and we do hereby certify and adopt the following Articles of Incorporation.

ARTICLE I.

The name of this corporation shall be MARLAR Construction, Inc.

ARTICLE II.

The period of existence and duration of the life of this corporation shall be perpetual.

ARTICLE III.

The location of the registered office of this corporation shall be Meridian, Idaho, and the address of this corporation shall be 635 McGlinchey, Meridian, Idaho, 83642. *LARRY F. ALLOMAN (REGISTERED AGENT)*

ARTICLE IV.

The nature of the business and the object and purpose of the corporation shall be as follows:

(a) Primarily to erect, construct, fabricate and otherwise deal in the general business of contracting and building of structures of all types, kinds and uses, along with purchasing or acquiring and selling or otherwise disposing of

stock, supplies, equipment, accessories and appurtenances of said business.

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

(c) To acquire, by purchase or otherwise, the goodwill, business, property rights, franchises and assets of every kind, with or without undertaking, either wholly or in part, the liabilities of any person, firm, association or corporation; and to acquire any property or business as a going concern or otherwise (i) by purchase of the assets thereof wholly or in part, (ii) by acquisition of the shares or any part thereof, or (iii) in any manner, and to pay for the same in cash or in shares or bonds or other evidences of indebtedness of this corporation, or otherwise; hold, maintain, and operate, or in any manner dispose of, the whole or any part of the goodwill, business rights and property so acquired, and 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 management of such business.

(d) To take, purchase, and otherwise acquire, own, use, sell, assign, transfer, exchange, lease, mortgage, convey in trust, pledge, hypothecate, grant licenses in respect of and otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks, and trade names, and governmental, state, territorial, county, and municipal grants and concessions of every character which this corporation may deem advantageous in the prosecution of its business or in the maintenance, operation, development or extension of its properties.

(e) To enter into, make, perform, and carry out contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association or corporation, municipality, county, parish, state, territory, government or other municipal or governmental subdivision.

(f) To become a partner (either general or limited, or both) and to enter into agreements of partnership, joint venture, or other arrangements for sharing profits and otherwise participating in any enterprise, with one or more other persons or corporations, for the purpose of carrying on any business whatsoever which this corporation may deem proper or convenient in connection with any of the purposes herein set forth or otherwise, or which may be calculated, directly or indirectly, to promote the interests of this corporation or to enhance the value of its property or business.

(g) From time to time to apply for, purchase, acquire by assignment, transfer or otherwise, exercise, carry out and enjoy any benefit, right or privilege, prerogative or power conferred by, acquired under, or granted by any statute, ordinance, order, license, power, authority or governmental agency or corporation, or other public body, may be empowered to enact, or make or grant; to pay for, aid in, and contribute toward carrying the same into effect, and to appropriate any of this corporation, or other public body, may be empowered to enact, make or grant; to pay for, aid in, and contribute toward carrying the same into effect, and to appropriate any of this corporation's shares, bonds and/or assets to defray the costs, charges and expenses thereof.

(h) To subscribe, or cause to be subscribed for, and to take, purchase and

otherwise acquire, own, hold, use, sell, assign, transfer, exchange, distribute and otherwise dispose of, the whole or any part of the shares of the capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, evidences of indebtedness, notes, goodwill, rights, assets and property of any and every kinds, or any part thereof, of any other corporation or corporations, association or associations, firm or firms, or person or persons, together with shares, rights, units or interest in, or in respect of any trust estate now or hereafter existing, and whether created by the laws of the State of Idaho or any other state, territory, or country; and to operate, manage and control such properties, or any of them, either in the name of such other corporation or corporations, or in the name of this corporation, and while the owner of any of said shares of capital stock, to exercise all the rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with power to designate some person or persons for that purpose from time to time, and to the same extent as natural persons might or could do.

(i) To promote, or to aid in any manner financially or otherwise, any person, firm, corporation or association of which shares of stock, bonds, notes, debentures or other securities or evidences of indebtedness are held, directly or indirectly, by this corporation; and for this purpose to guarantee the contracts, dividends, shares, bonds, debentures, notes and other obligations of such other persons, firms, corporations or associations; and to do any other acts or things designed to protect, preserve, improve or enhance the value of such shares, bonds, notes, debentures or other securities or evidences of indebtedness.

(j) To borrow and lend money, but nothing herein contained shall be construed as authorizing the business of banking, or as including the business purpose of a commercial bank, savings bank or trust company.

(k) To issue bonds, notes, debentures or other obligations of this corporation from time to time for any of the objects or purposes of this corporation, and to secure the same by mortgage, deed of trust, pledge or otherwise, or to issue the same unsecured; to purchase, hold, sell and transfer the shares of its own capital stock to the extent and in the manner provided by the laws of the State of Idaho as the same are now in force, or may be hereafter amended.

(l) To purchase, acquire, take, hold, own, use and enjoy, and to sell, lease, transfer, pledge, mortgage, convey, grant, assign, or otherwise dispose of and, generally, to invest, trade, deal in and with oil royalties, mineral rights of all kinds, mineral bearing lands and hydrocarbon products of all kinds, oil, gas, and mineral leases, and all rights and interests therein and, in general, products of the earth and deposits, both subsoil and surface, of every nature and description.

(m) To carry on any business whatsoever, either as principal or as agent, or both, or as a partnership, which this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated, directly or indirectly, to promote the interests of this corporation or to enhance the value of its property or business; to conduct its business in this state and other states; in the District of Columbia, in the territories and colonies of the United States and in foreign countries.

(n) To have, exercise, use and employ the authority specified in Section 30-114, Idaho Code, and to have, exercise, use and employ any or all of the same, and any or all of the objects, purposes, powers, privileges, authority and rights therein and herein set forth, both within and without the State of Idaho and the United States of America; and to have one or more corporate or business offices, and to have and operate one or more agencies or other places of business within and without said State, and within or without said United States of America.

#### ARTICLE V.

That the total authorized number of par value shares of this corporation shall be Five Thousand (5,000) shares, each of a par value of One and No/100 Dollars (\$1.00), and of the aggregate par value of Five Thousand and No/100 Dollars (\$5,000.00), which said shares shall be common stock and shall not be subject to assessment.

#### ARTICLE VI.

That the names and post office address of each of the incorporators, and *Directors* and the number of shares subscribed by each set opposite their respective names are:

| <u>Name</u>        | <u>Address</u>                  | <u>Shares</u> | <u>Amount</u> |
|--------------------|---------------------------------|---------------|---------------|
| Marvin E. Hurless  | 3954 Barstow Ct. , Boise, Idaho | 2299          | \$2,299.00    |
| Marilyn R. Hurless | 3954 Barstow Ct., Boise, Idaho  | 1             | 1.00          |
| Larry F. Allphin   | 635 McGlinchey, Meridian, Idaho | 2299          | \$2,299.00    |
| Betty K. Allphin   | 635 McGlinchey, Meridian, Idaho | 1             | 1.00          |

#### ARTICLE VII.

The first Board of Directors shall consist of three (3) directors, but during their 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; provided, however, that the number of directors constituting a Board shall not be less than three (3) nor more than seven (7).

#### ARTICLE VIII.

The power to repeal and amend the By-Laws and adopt new By-Laws is hereby conferred upon the directors, as well as upon the shareholders, to be exercised by such vote of said directors, or of the allotted shares, as the case may be, not less, however, than a majority thereof, as may be fixed by the By-Laws.

#### ARTICLE IX.

All or any meetings of the shareholders, or of the Board of Directors may be held within or without the State of Idaho.


#### ARTICLE X.


No shareholder of the corporation shall, because of his ownership of stock, have a preemptive or other right to purchase, subscribe for, or take any part of any stock or any part of the notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase stock of the corporation issued, optioned, or sold by it after its incorporation. Any part of the capital stock and any part of the notes, debentures, bonds, or other securities convertible into or carrying options or warranties to purchase stock of the corporation authorized by these Articles of Incorporation or by any amended article duly filed, may at any time be

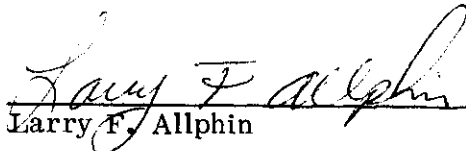



issued, optioned for sale, and sold or disposed of by the corporation pursuant to a resolution of its Board of Directors to such persons and upon such terms as may to such Board seem proper without first offering such stock or securities or any part thereof to existing shareholders.

IN WITNESS WHEREOF, We have signed in triplicate these Articles this  
28 day of January, 1980.

  
Marvin E. Hurless

  
Marilyn R. Hurless

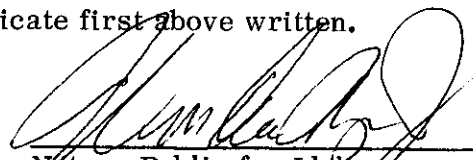
  
Larry F. Allphin

  
Betty K. Allphin

STATE OF IDAHO     )  
                              ) ss.  
County of Ada         )

On this 28<sup>th</sup> day of JANUARY, 1980, before me,  
the undersigned, a Notary Public in and for said State, personally appeared  
MARVIN E. HURLESS and MARILYN R. HURLESS, Husband and Wife, known to  
me to be the persons whose names are subscribed to the foregoing Articles of  
Incorporation, and acknowledged to me that they have executed the same.

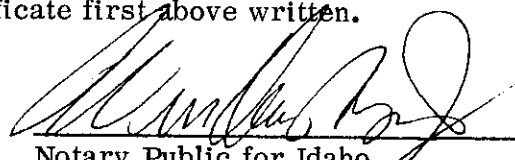
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my  
official seal the day and year in this certificate first above written.

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at ~~Boise~~, Idaho  
MERTON

STATE OF IDAHO     )  
                              ) ss.  
County of Ada         )

On this 28<sup>th</sup> day of JANUARY, 1980, before me,  
the undersigned, a Notary Public in and for said State, personally appeared  
LARRY F. ALLPHIN and BETTY K. ALLPHIN, husband and wife, known to me  
to be the persons whose names are subscribed to the foregoing Articles of In-  
corporation, and acknowledged to me that they have executed the same.

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

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at ~~Boise~~, Idaho  
MERTON