

State of Idaho



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

KARL WOODALL & SONS, INC.

was filed in the office of the Secretary of State on the **Twenty-ninth** day
of **March,** A.D. One Thousand Nine Hundred **Sixty-two** and
duly recorded on Film No. **118** 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 **29th** day of **March**,
A.D., 1962 .

ARTICLES OF INCORPORATION

of

KARL WOODALL & SONS, 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 purpose hereinafter stated, pursuant to the Business Corporation Act of the State of Idaho, do hereby certify as follows:

ARTICLE I

That the name of the corporation shall be: "KARL WOODALL & SONS, INC.

ARTICLE II

That the purposes for which said corporation shall be formed are:

(a) To carry on and conduct any and every kind of general contracting, construction and engineering business and do all things necessary and incidental thereto; to make and enter into subcontracts with other general and special contractors; to design, construct, repair,

purchase, trade and deal in and with any and all machinery, appliances and supplies used or incidental to the general contracting, construction and engineering business; to give estimates, make bids and proposals, execute bid bonds, performance and payment bonds and obtain insurance of all kinds as may be required by any contracts entered into for all general purposes of this corporation.

(b) To design, patent and manufacture machinery, equipment, systems and other purposes relating to the general purposes set forth in Paragraph (a); to employ engineers, workman and all other persons necessary to the performance of a contract for the construction, repair or improvement; to contract for the transportation of machinery, equipment by private contract; to enter into joint ventures and other associations with other general or special contractors for the construction, engineering, repair and improvement of highways, streets, ditches, canals, buildings and all other items as might be contemplated in a general construction business.

(c) To purchase, obtain and otherwise acquire franchises, licenses and contracts and to enter into franchise agreements, sales agreements and all other matters relating to the purposes set forth in Paragraph (a) above.

(d) To purchase or otherwise acquire, own, hold, lease, sell, exchange, assign, transfer, mortgage hypothecate, pledge or

otherwise dispose of, to guarantee, and to invest, trade and deal in and with personal property of every class and description.

(e) To purchase or otherwise acquire, own, hold, lease, sell, exchange, assign, transfer, mortgage, hypothecate or otherwise dispose of, and to invest, trade and deal in and with real property and any and all interests therein.

(f) To enter into any kind of contract or agreement, bonus or profit-sharing plan with its officers and 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 fitting.

(g) To purchase, lease or otherwise acquire, in whole or in 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, partnership 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 suitable for its purposes, and to pay for the same in cash, in stock 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.

(h) To borrow money, to issue bonds, debentures, notes and other obligations of this corporation from time to time, for any of

the objects or purposes of this corporation, and to mortgage, pledge, hypothecate or convey in trust any or all of the property of the corporation to secure the payment thereof.

(i) To acquire and pay for in cash, shares of stock or notes of this corporation or otherwise, the assets, including the good will, of any person, firm, partnership association or corporation, and to undertake or assume the whole or any part of the obligations or liabilities thereof.

(j) To enter into, make, perform and carry out contracts of every kind and for any lawful purpose, without limit as to amount, with any person, firm, association, corporation, state, municipality, government or any subdivision, district, department, agency or instrumentality thereof.

(k) To do any and all such other acts, things, business or businesses in any manner connected with or necessary, incidental, convenient or auxiliary to any of the objects hereinbefore enumerated or calculated, directly or indirectly, to promote the interest of the corporation; and in carrying on its purposes or for the purpose of attaining or furthering any of its business, to do any and all acts and things, and to exercise any and all other powers which a natural person could do or exercise and which now or hereafter may be authorized by law, and in any geographical location.

(1) The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and the statements contained in each clause shall be in no wise limited or restricted by reference to , or inference from, the terms of any other clause, but shall be regarded as independent purposes and powers; and no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive; but it is hereby declared that all other lawful powers not inconsistent herewith are hereby included.

ARTICLE III

That the location and post office address of the registered office and principal place of business of this corporation shall be: 803 Iowa Street, Boise, Ada County, Idaho.

ARTICLE IV

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

ARTICLE V

That the total number of shares of stock which this corporation shall have authority to issue is Five Thousand (5,000) shares, all of the same class and with equal rights and participation, and each such share of stock shall be of the par value of One Hundred (\$100.00) Dollars,

making a total authorized capitalization of Five Hundred Thousand \$500,000) Dollars. The capital stock of this corporation shall not be subject to assessment.

ARTICLE VI

The number of directors of this corporation shall be not less than three (3), nor more than seven (7) to be determined as provided in the By-Laws of this corporation.

ARTICLE VII

The names and post office address of each of the incorporators of this corporation, and the number of shares of stock of the corporation subscribed by each, is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Karl Woodall	Boise, Idaho	1
Ernest W. Woodall	Boise, Idaho	1
Jon K. Woodall	Boise, Idaho	1

ARTICLE VIII

No stockholder shall be liable for the debts of the corporation for any amount greater than his unpaid subscription to the capital stock as reflected upon the records of the corporation.

ARTICLE IX

No contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in, or is a director or officer, or are directors or officers of such other corporation, and any director or directors, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of this corporation or in which this corporation is interested; and no contract, act or transaction of this corporation with any person or persons, firm or association, shall be affected or invalidated by the fact that any director or directors of this corporation is a party, or are parties, to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or association, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm or corporation in which he may be in any wise interested.

ARTICLE X

The Board of Directors of the corporation shall have the power to adopt, amend and repeal the By-Laws of the corporation and the stockholders at annual or a special meeting called therefor, shall have power

to adopt, amend and repeal such By-Laws.

ARTICLE XI

This corporation reserves the right to at any time amend, alter, change or repeal any provisions contained in this certificate in the manner now or hereafter prescribed by the statutes of the State of Idaho, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals as incorporators this 23rd day of March, 1962.

Karl Woodall

Ernest Woodall

John K. Woodall

STATE OF IDAHO)
County of Ada) ss

BE IT REMEMBERED, that on this 23rd day of March, 1962, before me, the undersigned, a notary public in and for the State of Idaho, personally appeared KARL WOODALL, ERNEST WOODALL and JON K. WOODALL, who are personally known to me to be the three persons whose names are signed to and who executed the foregoing Articles of Incorporation and who, being first duly sworn, acknowledged to me that they executed the said Articles of Incorporation in triplicate for the uses therein set forth as such incorporators.

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

Russell E. Leonard
Notary Public for Idaho
Residence: Boise, Idaho