

## Department of State.

### CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

**LEWIS CONSTRUCTION, INC.**

was filed in the office of the Secretary of State on the **12th** day of **March** A.D., One Thousand Nine Hundred **seventy-five** and **will be** duly recorded on ~~File 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** from the date hereof, with its registered office in this State located at **Jerome, Idaho** in the County of **Jerome**

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 **12th** day of **March**, A.D., 19**75**.

Pete T. Cenarrusa  
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION

OF

LEWIS CONSTRUCTION, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, Lewis Allen Rowland, Kathleen Terese Rowland, and Dorothy Hackett, all being citizens of the United States of America and over the age of 21 years, do hereby voluntarily associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we do hereby make, sign, acknowledge and file this certificate for that purpose, as follows:

ARTICLE I.

The name of this corporation is and shall be:

LEWIS CONSTRUCTION, INC.

ARTICLE II.

That said corporation is formed for the following purposes:

A. To act as a general contractor for the construction, repairing, and remodeling of buildings and 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.

B. To engage in any commercial, industrial, agricultural,

enterprise calculated or designed to be profitable to this corporation and in conformity with the laws of the State of Idaho.

C. To generally engage in, do and perform, any enterprise, act or vocation that a natural person might, or could do or perform.

D. To engage in the manufacture, sale, purchase, importing and exporting of merchandise and personal property of all manner and description, to act as agents for the purchase, sale and handling of goods, wares and merchandise of any and all types and descriptions for the account of the corporation or as factor, agent procurer, or otherwise for or on behalf of another.

E. To receive, own, acquire, hold, purchase, dispose of, convey, mortgage and/or lease, real and personal properties; to dispose of, sell, lease, sign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the corporation, other than its franchise of being a corporation, and to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, pledge and/or otherwise dispose of and deal in shares, bonds, securities, and debentures and other evidences of indebtedness of its own and of other corporations, domestic or foreign.

F. To conduct business in this state, other states, District of Columbia, territories and colonies of the United States and in foreign countries, and to have one or more offices or places of business out of this state, and to acquire, receive, hold, purchase lease, mortgage, dispose of, and/or convey real and personal property situate out of this state.

G. 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, municipality, state or government, or any subdivision, district or department thereof.

H. To carry on any other lawful business whatsoever in connection with the foregoing or which is calculated directly or indirectly to promote the interest of the corporation or to enhance the value of its properties and to have and exercise all right, powers and privileges which are now or may hereafter be conferred by the State of Idaho upon corporation; to execute from time to time, general or special powers of attorney to persons, firms, associations or corporations and to revoke same when the Board of Directors may determine; and to do any or all of the things herein set forth to the same extent as natural persons might or could do.

I. Any and all of the rights, powers, privileges or restrictions in these Articles of Incorporation granted and contained, conferred or imposed may be enlarged, amended, altered, changed in any manner and to any extent, or repealed by articles of amendment made, executed, authorized by the laws of the State of Idaho.

J. To do any and all such other acts, things, business or business 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 to carry on its purpose, or for the purpose

of attaining or furthering in any of its business.

K. To lend money and negotiate loans; to draw, accept, endorse, discount, sell and deliver bills of exchange, promissory notes, bonds, obligations, securities of any government or authority or company; to form, promote, subsidize and assist companies, firms, and partnerships of all kinds; to act as surety and guarantor in any and all types of engagements, including the power to execute, endorse and deliver contracts and to guarantee the prompt and faithful performance and payment of debts, notes, and agreements, contracts and undertakings of any other person, firm, partnership or corporation; and including also the power to act as an accommodation co-maker or guarantor of obligations either as a primary or secondary obligor; to enter into any arrangements with any authorities, municipal, local or otherwise conducive to the company's objects or any of them, and to obtain from any such government or authority any rights, privileges and concessions which the company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangement, right, privilege, and concession. Generally to carry on and undertake any business, undertaking, transaction, or operation commonly carried on or calculated directly or indirectly to enhance the value of, or render profitable, any of the company's property or rights.

L. 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, except where otherwise expressed, be in any way limited or restricted by reference to

or inference from the terms of any other clause, but shall be regarded as independent purposes and powers.

#### ARTICLE III.

That the location and post office address of the corporation shall be at Jerome, Idaho 83338.

#### ARTICLE IV.

That subject to dissolution in the manner provided by law, the duration of this corporation shall be perpetual.

#### ARTICLE V.

That the amount of the corporation shall be \$25,000.00 divided into 25,000 shares of common stock with the par value of \$1.00 per share.

#### ARTICLE VI.

That the names and post office address of each of the incorporators and the number of shares subscribed by each is as follows:

<u>NAME OF INCORPORATOR</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. OF SHARES SUBSCRIBED</u>
Lewis Allen Rowland	Route 2, Box 243 Jerome, Idaho 83338	1
Kathleen Terese Rowland	Route 2, Box 243 Jerome, Idaho 83338	1
Dorothy Hackett	Route 2 Jerome, Idaho 83338	1

#### 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 in the By-Laws, provided the number of directors of the corporation shall not be less than three (3). In case of any increase in the number of directors, 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.

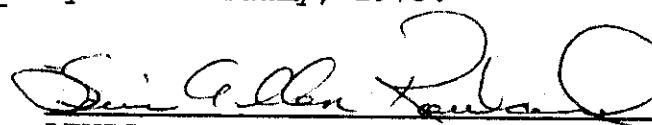
All the officers of the corporation shall be stockholders, except that the secretary-treasurer may, but need not be stockholders, and any two or more offices may be held by the same one person. The term of office of the officers, except as in these articles otherwise expressly provided, shall be for one year and until their successors shall be elected and qualified, unless sooner removed or resigned, as herein provided.

#### ARTICLE IX.

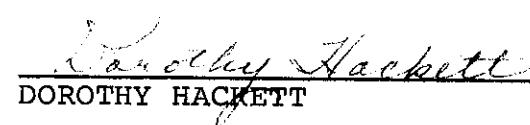
A majority of the board of directors shall constitute a quorum and shall have power to transact the business and exercise the corporate powers of the corporation, and, except as otherwise provided herein, may mortgage, pledge, sell or otherwise dispose of real or personal property of the corporation for the purpose of carrying on the business of the corporation. The board of directors shall have power to appoint agents and servants of the corporation, prescribe their duties and remove

them at pleasure and may fix the compensation of the officers, agents and servants of the corporation, and shall have power to vote and grant to themselves and any officer or director may join in granting to himself such salary, commission or compensation for their services as officer or director, or both as they may determine. The board of directors of the stockholders may, by a majority vote, adopt by-laws for the regulation of the affairs of the corporation and by a majority vote amend or repeal the same, provided that such by-laws shall not conflict with these Articles of Incorporation. The by-laws adopted by the directors shall provide the time and place of directors' meetings and the manner of calling the same, which meeting may be held within or without the State of Idaho.

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands this 6th day of March, 1975.

  
LEWIS ALLEN ROWLAND

  
KATHLEEN TERESE ROWLAND

  
DOROTHY HACKETT

STATE OF IDAHO )  
:ss.  
County of Jerome )

On this 7th day of March, 1975  
before me, the undersigned, a Notary Public in and for said  
County and State, personally appeared Lewis Allen Rowland and

Kathleen Terese Rowland, 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 seal the day and year in this certificate first above written.

(SEAL)

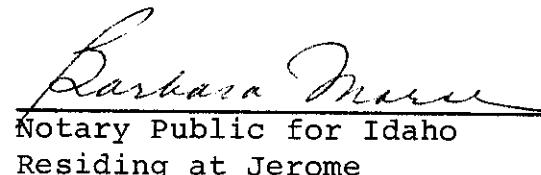


Notary Public for Idaho  
Residing at Jerome

STATE OF IDAHO )  
:ss.  
County of Jerome )

On this 7th day of March, 1975 before me, the undersigned, a Notary Public in and for said County and State, personally appeared Dorothy Hackett, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she executed the same.

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



Notary Public for Idaho  
Residing at Jerome