

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

HIGHLAND ENTERPRISES, INC.

was filed in the office of the Secretary of State on the 5th day of April A.D., One Thousand Nine Hundred Seventy Six and will be / duly recorded on ~~Film~~ ~~Name~~ 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 existence from the date hereof, with its registered office in this State located at Grangeville, Idaho in the County of Idaho .

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 5th day of April , A.D., 19 76 .

ARTICLES OF INCORPORATION

OF

HIGHLAND ENTERPRISES, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, **EDITH K. BLEWETT, ROBERT W. BLEWETT, DONALD R. BLEWETT,** and **CARLA R. BLEWETT**, being four (4) natural persons of full age, who are full citizens of the United States, have this day associated themselves voluntarily for the purposes of forming a private domestic corporation under the laws of the State of Idaho, and to that end hereby adopt Articles of Incorporation as follows:

FIRST: Corporate Name: The name of the corporation shall be Highland Enterprises, Inc.

SECOND: Corporate Existence: The period of existence and duration of this corporation shall be perpetual.

THIRD: Registered Office: The location of the registered office of this corporation shall be Grangeville, County of Idaho, State of Idaho, and the address of the registered office of the corporation shall be 738 Maple Street, Grangeville, Idaho 83530.

FOURTH: Corporation Purposes: The nature of the business, objects and purposes of this business is to be transacted, promoted and carried on are to do any or all of the following things herein mentioned, as full and to the same extent as that the natural persons might or could do and in any part of the world, viz:

1. To engage, in the general speculative home-building business, including erecting homes, flats, and apartments; to operate a contracting business; to purchase, own, hold, and sell real property, improved and unimproved, or any interest therein or easement thereon; to purchase lands and to sub-divide the same into subdivisions or lots; to loan money upon real property and to accept secured and unsecured notes as collateral for the same; to execute

be done by a contractor and builder, speculative builder, sub-divider, or real property developed; to invest in and hold for investment real property, shares of stock, bonds, government, private or corporate; and to exchange and enter into agreements of exchange of one parcel of real property for another parcel of real property.

2. To act as the general contractor for the construction, repairing, excavation, and re-modeling, of building, of public works, and private works, and all types of excavation work 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, convenient for or incidental to the furtherance or carrying out of the purposes or powers herein mentioned.

3. To engage in and operate a general hardware store, at wholesale or retail, and to deal in, buy, sell general hardware, electrical, gas supplies, housewares, toys general merchandise including paints and painting supplies, and all other building materials of every kind and description, including, but not limited to other articles of merchandise sometimes dealt with by hardware establishments and to engage in the buying, selling and manufacturing of plumbing and heating supplies of every kind, nature, and description, both domestic and industrial, both at wholesale and at retail, and engage in the buying and selling of all building supplies and equipment thereto related of any kind, nature or description, whatsoever.

4. To do all of the things necessary and incidental to all of the purposes and things set forth in the preceding paragraph as may be deemed necessary and reasonable by the Board of Directors.

5. To have and to exercise all the powers now or hereafter conferred by the laws of the State of Idaho, upon corporations organized pursuant to the laws under which this corporation is organized and any and all acts amendatory thereof and supplemental thereof.

6. To invest the assets of the corporation in property of every kind

action, securities, stocks, bonds, warrants, mortgages, notes, and other obligations and evidences of interest indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof. That the corporation shall have the power to deal in real estate of all forms regardless of whether it be the leasing, owning outright, investing in, or sale of any real property wherever situated.

7. To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining, and act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.

8. To let concessions to others to do any of the things that this corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm, association or corporation, or any government or authority or subdivision or agency thereof.

Nothing herein contained shall be construed as giving the corporation any rights, powers, or privileges not permitted to it by law, but the occurrence in any of the foregoing clauses of this article of any purpose, power, or object prohibited by the laws of the State of Idaho, or the United States of America, or any other state or district, in which the corporation may carry on business shall not invalidate any other purpose, power, or object not prohibited, by reason of contiguity or apparent association therewith.

9. To acquire, and to make payment therefore in cash, for the stocks or bonds of this corporation or by undertaking or assuming any obligations and liabilities of the transferor, or in any other way goodwill, rights and property, the whole or any part of the assets, tangible or intangible, and to undertake or sue the liabilities of any person, firm, association or corporation; to hold or in any manner dispose of the whole or any part of the property so purchased; to conduct any lawful manner the whole or any part of the business so acquired and to exercise all of the powers necessary or convenient for the

powers conferred by statute, the Board of Directors is expressly authorized to:

1. To make and alter by-laws of this corporation, to fix the amount to be reserved as working capital over and above its capital stock paid in, and to authorize and cause to be executed mortgages and liens upon the real property and personal property of this corporation.

2. Pursuant to the affirmative vote of the holders of at least a majority of the stock issued and outstanding, having voting power, when authorized by the written consent of at least two-thirds (2/3) majority of the holders of the voting stock issued and outstanding, the Board of Directors shall have the power and authority at any meeting to sell, lease or exchange all of the property and assets of this corporation, including its goodwill and corporate franchise, upon such terms and conditions as its Board of Directors deems expedient and for the best interests of the corporation.

SIXTH: Capital Stock: The capital stock of this corporation shall be Fifty Thousand Dollars (\$50,000.00) divided into Five Thousand Shares of Stock at par value of Ten Dollars (\$10.00) per share. No distinction shall exist between the shares of this corporation and all such shares shall have the same right in the corporation.

SEVENTH: Capitalization: All or any portion of the capital stock may be issued for cash or payment for real or personal property, services, or any other right or thing of value, for the uses of the corporation, and when so issued, shall become and be fully paid, the same as though paid for in cash at par; and the directors shall be the sole judges of the value of any property, thing or right acquired in exchange for the capital stock.

EIGHTH: Increased Capitalization: From time to time the capital stock may be increased according to law, and may be issued in such amounts and proportion as shall be determined by the Board of Directors and may be permitted by law.

NINTH: Incorporators: The name and the post office address of each of the incorporators and a statement of the number of shares subscribed for by

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>	<u>Amount</u>
Edith K. Blewett	Grangeville, Idaho	400	\$4,000.00
Robert W. Blewett	Grangeville, Idaho	300	\$3,000.00
Donald R. Blewett	Craigmont, Idaho	150	\$1,500.00
Carla R. Blewett	Craigmont, Idaho	150	\$1,500.00

TENTH: Amendment of Articles: This corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by the statute, and all rights conferred upon stock holders herein are granted, subject to this resolution.

ELEVENTH: Limitation of Liability: The private property of the stock holders shall not be subject to the payment of any corporate debts to any extent whatsoever.

We, the undersigned, being each one of the original subscribers to the capital stock hereinafter named for the purpose of forming a corporation to do business both within and without the State of Idaho, in pursuance of the laws of the State of Idaho, do make and file these Articles of Incorporation, hereby declaring and certifying the facts stated are true, and we respectfully agree to take the number of shares hereinbefore set opposite our names and accordingly have hereunto set out hands and seals this 2 day of April, 1976.


EDITH K. BLEWETT


ROBERT W. BLEWETT


DONALD R. BLEWETT


CARLA R. BLEWETT


STATE OF IDAHO)

County of Idaho)
ss

On this 2 day of April, 1976, before me, the undersigned, a Notary Public for the said County and State, personally appeared EDITH K. BLEWETT, ROBERT W. BLEWETT, DONALD R. BLEWETT and CARLA R. BLEWETT, all known to me to be the persons whose names are subscribed to the within instrument, the ARTICLES OF INCORPORATION OF HIGHLAND ENTERPRISES, INC., and severally acknowledged to me that they executed the same.

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

(NOTARY SEAL)


Notary Public for the State of Idaho,
Residing at Grangeville, therein.