

# State of Idaho

## Department of State.

### CERTIFICATE OF INCORPORATION OF

FLOREA & GOODSON CONSTRUCTION CO.

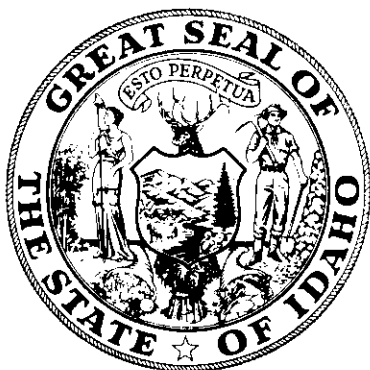
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

FLOREA & GOODSON CONSTRUCTION CO.

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 30, 1982.



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Muriel E. Artich*

ARTICLES OF INCORPORATION  
OF  
FLOREA & GOODSON CONSTRUCTION CO.

The undersigned, for the purpose of forming a corporation under the laws of the State of Idaho, hereby adopt the following:

ARTICLES OF INCORPORATION

I.

The name of the corporation is FLOREA & GOODSON CONSTRUCTION CO.

II.

The general nature of the business proposed is: building construction;

To deal in the purchase and sale of various evidences of indebtedness in connection with real and personal property; further,

To manufacture, produce or otherwise acquire, mortgage, pledge, assign, transfer, or otherwise dispose of, and to invest, trade, deal in and with, goods, wares, merchandise, real and personal, of every class and description, and to engage in any commercial, industrial, or agricultural enterprise adjudicated to be profitable to this corporation and in conformity with the laws of the State of Idaho;

To issue stocks and/or bonds, to raise necessary capital to carry out the effect thereof; to own, buy, sell, lease, mortgage, pledge, and hypothecate, or in any way to encumber real and/or personal properties; to execute and deliver instruments necessary therefor; to borrow money; to buy, sell, trade or in any way deal with stock of this corporation or of any other corporation; and

To engage in all and any business contemplated and within the purview of Idaho Code 30-101 and subsequent sections to Title 30, Idaho Code.

III.

The duration of this corporation shall be perpetual.

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IV.

The location and post office address of the registered office of this corporation in the State of Idaho is 4815 Ezy Street, Coeur d'Alene, Idaho 83814. The name of the registered agent of the corporation at that address is C. Warren Goodson.

V.

The total number of par value shares authorized is twenty-five thousand (25,000) shares of non-assessable, voting common stock having a par value of One (\$1.00) dollar per share. The aggregate par value of the total authorized number of par value shares is Twenty-five Thousand (\$25,000.00) Dollars. The company is permitted to purchase its own stock.

VI.

The holders of shares of any class of the corporation's stock shall have the first right, during a reasonable time to be fixed by the board of directors, to purchase shares of the same class authorized for sale by the corporation, in proportion to their respective holdings of shares of such class at a price to be fixed by the board of directors.

VII.

The name and post office address of each incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
C. Warren Goodson	4815 Ezy Street Coeur d'Alene, ID 83814
Emmett T. Florea	4975 Anne Street Coeur d'Alene, ID 83814

VIII.

The following provisions are adopted for the purpose of further defining, limiting and regulating the business of the corporation, its directors and stockholders:

(a) The Board of Directors herein named is expressly authorized to adopt the initial Bylaws of this corporation. Thereafter, the Board of Directors is authorized, without the consent of the stockholders, to alter, amend and rescind the bylaws of the corporation; provided, however, that it is not empowered to alter, amend or rescind any bylaws relative to the

JUDD & JUDD, P.A., LAWYERS  
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Post Falls, Idaho 83854  
[208] 773-4516

number of directors of this corporation, their qualifications,  
the method and manner of voting for their selection, the terms of  
their offices or their compensation, and it shall not abrogate  
the shareholders' right to exclusive control of these matters.

(b) Additional powers may be conferred upon the board  
of directors of the corporation from time to time by its bylaws  
or by vote of a majority of the stockholders at a regular or  
special meeting called for that purpose, and any powers so given  
may be revoked in the same manner, except insofar as they may  
have been exercised before revocation.

(c) Directors and officers of the corporation need not  
be residents of the State of Idaho nor shareholders of the corp-  
oration.

IX.

The name and address of each of the initial Board of  
Directors who shall serve as a Board of Directors until the first  
annual meeting of the shareholders or until successors are duly  
elected and qualified, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
C. Warren Goodson	4815 Ezy Street Coeur d'Alene, ID 83814
Emmett T. Florea	4975 Anne Street Coeur d'Alene, ID 83814

IN WITNESS WHEREOF, these Articles of Incorporation are  
executed this 26 day of MARCH, 1982.

C. Warren Goodson  
C. Warren Goodson

Emmett T. Florea  
Emmett T. Florea

STATE OF IDAHO )  
 ) ss.  
County of Kootenai )

On this 26<sup>th</sup> day of March, 1982, before me,  
a Notary Public, personally appeared C. WARREN GOODSON, known to  
me to be the person whose name is subscribed to the foregoing  
instrument and acknowledged to me that he executed the same.

Barbara M. North  
Notary Public for Idaho  
Residing at Post Falls  
Commission expires: Life

1 STATE OF IDAHO )  
2 )ss.  
3 County of Kootenai )

4 On this 26<sup>th</sup> day of March, 1982, before me,  
5 a Notary Public, personally appeared EMMETT T. FLOREA, known to  
6 me to be the person whose name is subscribed to the foregoing  
7 instrument and acknowledged to me that he executed the same.  
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Pamela M. Antz  
Notary Public for Idaho  
Residing at Post Falls  
Commission expires: Life