

FILED/EFFECTIVE

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

Heaps Brothers & Sons, Inc.

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned incorporators and shareholders, having formed a corporation pursuant to the Idaho Business Corporation Act, and having issued 100 shares of stock, and 100 shares of stock entitled to vote on the amendments, and those shares having voted unanimously for the amendments to Articles II, III, IV, V and for the restated articles, hereby unanimously adopt the following amended and restated articles of incorporation:

ARTICLE I - NAME

The name of the corporation shall be Heaps Brothers & Sons, Inc.

ARTICLE II - PURPOSES AND POWERS

The purposes for which said corporation is formed are:

- A. To operate a construction company in Lemhi County, Idaho.
- B. To buy, sell, mortgage, exchange, lease, let, hold for investment or otherwise, use and operate, real estate of all kinds, improved or unimproved, and any right or interest therein.
- C. To manufacture, produce, buy, sell, trade, and deal in any and all types and kinds of goods, machinery, products, merchandise, and personal property of every class and description at wholesale or retail for and on the account of the corporation, or as manufacturer, broker, factor, or agent for others.

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CLERK OF STATE
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D. To enter into, make, perform, and carry out contracts of every sort and kind with any person, firm, corporation, or other legal entity and to acquire and take over the good will, property, rights, franchises, options, and assets of every kind and the liabilities of any person, firm, association, corporation, or other legal entity, either wholly or in part, and to pay for the same in cash, stocks, or bonds of the corporation or otherwise.

E. To purchase or acquire property, business rights, or franchises, or for any other object in or about its business affairs, to incur debt and to borrow and secure the payment of money in any lawful manner, including the issue and sale of money in any lawful manner, including the issue and sale or other disposition of bonds, debentures, notes, or other evidence or indebtedness, and to acquire by purchase, gift, or otherwise, shares of its own corporate stock and cancel the same, or any part thereof, or hold all or any of such stock for resale as treasury stock, or for the purpose of making stock dividends to its shareholders and to restrict the transferability of its outstanding shares to the extent reasonably necessary to protect the rights of the corporation and its shareholders in any stock purchase, contracts, or options that may be made between themselves or any of them.

F. To act as surety or creditor in any and all types of engagement, including the power to execute, endorse, and deliver contracts, and to guarantee the prompt and faithful performance for payment of debts, notes, agreements, contracts, and undertakings of any other person, firm, partnership, or corporation, and to act as accommodation co-maker or guarantor on obligations either as primary or secondary obligator.

G. Without in any manner limiting any of the objects, purposes, or powers of the corporation, the business or purposes of said corporation shall be, from time to time, to do any one or more of all of the acts or things herein set forth.

H. The several subdivisions contained in this article of purposes shall be construed as both purposes and powers, and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on business corporations by the laws of the State of Idaho, all of which powers are hereby expressly claimed.

ARTICLE III - DURATION

Subject to dissolution in the manner provided by law, the corporation shall be perpetual.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The registered office of said corporation in the State of

Idaho shall be 818 Main Street, Suite J, P.O. Box 849, City of Salmon, County of Lemhi, 83467. The registered agent shall be Paul Bruce Withers, Withers Law Office.

ARTICLE V - CORPORATE STOCK

The aggregate number of shares the corporation shall have authority to issue is 100, all of which shall have a par value of \$1.00 per share.

ARTICLE VI - INCORPORATORS

The incorporators of this corporation are:

<u>Name and Address</u>	<u>Number of Shares</u>
Joe Heaps Box 22 Carmen, ID 83462	40
Bret Heaps Route 1, Box 55A Salmon, ID 83467	40
Brock Teller 125 Fairgrounds Rd. Salmon, ID 83467	20

ARTICLE VII - ADDRESS OF INITIAL BOARD OF DIRECTORS

The address of the initial board of directors shall be:

Heaps Brothers & Sons, Inc.
Route 1, Box 55A
Salmon, ID 83467

ARTICLE VIII - MANAGEMENT

The initial board of directors shall consist of 3 directors and shall be:

Joe Heaps
Box 22
Carmen, ID 83462

Bret Heaps
Route 1, Box 55A
Salmon, ID 83467

Brock Teller
125 Fairgrounds Rd.
Salmon, ID 83467

Thereafter the business of the corporation shall be managed by a board of at least 3 directors, except that if all of the shares of the corporation are owned beneficially and of record by either one or two stockholders, the number of directors may be less than three but not less than the number of stockholders. Directors need not be shareholders. A director shall hold office for the term for which he was named or elected and until his successor is elected and qualified.

ARTICLE IX - BY-LAWS

The power to adopt, repeal, and amend the by-laws of the corporation shall be in the stockholders, and the by-laws may be amended, adopted, or repealed by a majority vote of the stock issued and entitled to vote.

Stock Cell
Bathing
H 23 H 5425

Jeanna Withers
NOTARY PUBLIC for IDAHO
Residing at Salmon
Com. Exp. 10-1-05

