

# State of Idaho

## 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

**GREGORY DESIGN & CONSTRUCTION COMPANY, INC.**

was filed in the office of the Secretary of State on **February 6th**, 19 **78**  
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 **Eagle, Idaho** 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 **6th**  
day of **February**, A.D., 19 **78**.

**Pete T. Cenarrusa**

Secretary of State

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*Corporation Clerk*

ARTICLES OF INCORPORATION  
OF  
GREGORY DESIGN & CONSTRUCTION COMPANY, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, GREGORY BAUMGART, E DON COPPLE and MOLLY A. MALARKEY, citizens of the United States over the age of eighteen years, do hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and do hereby make, sign, acknowledge, file and adopt for that purpose the following Articles of Incorporation, and do hereby declare:

ARTICLE I

The name of this corporation shall be "GREGORY DESIGN & CONSTRUCTION COMPANY, INC."

ARTICLE II

The term of existence of this corporation shall be perpetual.

ARTICLE III

The registered office of this corporation in the State of Idaho shall be located in the County of Ada, State of Idaho, and the post office address of such registered office shall be P. O. Box 362, Eagle, Idaho 83616.

ARTICLE IV

The purposes for which this corporation is formed are:

(a) To engage in a general construction, contracting and land development business in all of its branches and to erect, construct, maintain, rebuild, enlarge, operate and control all kinds of buildings and structures on any lands owned, held or leased by the corporation, or upon any other lands, and to buy or in any manner acquire and hold and/or develop lands or interest in lands, real estate and/or personal property of any kind or nature, and to sell, subdivide, develop, plat, lease, sublet, mortgage, assign, transfer, convey, pledge or otherwise alienate or dispose of any real estate and/or personal property and any interest therein, and in general to have the capacity to act the same as possessed by natural persons.

(b) To borrow money for the furtherance of any of the purposes of the corporation, and to secure the same by obligations, pledges, mortgages, or the issuance of bonds or debentures secured by pledges, deeds of trust or

mortgages upon the whole or any part of its property. To take and receive donations of property by gift, grant, devise, or bequest.

(c) To grant, purchase, hold and sell patent rights for inventions and designs, with the right to issue licenses for the same, and to receive payment therefor. To apply for, obtain and register or otherwise acquire and hold, own, use, operate, and to sell, assign, or otherwise dispose of any trade marks, trade names, patents, inventions, improvements, and processes used in connection with or secured under letters, patents of the United States of America or elsewhere.

(d) To purchase the goodwill, business, and other property of any individual, partnership or corporation as a going concern, and to assume all of its debts, contracts and obligations.

(e) To act as agents, trustees, receivers, liquidators, managers, brokers or referees, or in other stations of trust or confidence in respect to the establishment of corporations or associations to acquire, prosecute and execute undertakings, businesses, and enterprises of the same general type as herein provided for in Idaho and elsewhere. To operate as a public utility in any line of endeavor that is in any way connected with any of the other undertakings of the company.

(f) To purchase, hold, sell, assign, transfer, mortgage, or otherwise dispose of shares of the capital stock of any other corporation or corporations, association or associations of the State of Idaho or any other state, territory or country, and while owner of such stock to exercise all of the rights, powers and privileges of ownership, including the right to vote thereon.

(g) To enter into any lawful arrangements for sharing profits, union of interest, reciprocal concession, or cooperations, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal, or public authority, domestic or foreign, in the carrying on of any business which the corporation is authorized to carry on or any business or transaction deemed necessary, convenient or incidental to carrying out of any of the purposes of the corporation.

(h) To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel or rescind any such contracts.

(i) To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either

alone or associated with others, and incidental or pertaining to, or growing out of or connected with its business or powers, provided the same be not inconsistent with the laws of the State of Idaho.

The purposes and powers specified in the clauses contained in this article are to be construed both as purposes and powers and shall, except when otherwise expressed in this article, be in nowise limited or restricted by reference to or inference from the terms of any other clause of this, or of any other article of this certificate, but each of the purposes and powers specified in this article shall be regarded as independent purposes and powers; and the specification herein contained of particular powers is not intended to be, and shall not be held to be, in limitation of the general powers herein contained, or in limitation of the powers granted to corporations under the laws of the State of Idaho, but is intended to be, and shall be held to be, in furtherance thereof.

#### ARTICLE V

The capital stock of this corporation shall be \$25,000.00 divided into 2,500 shares of the par value of \$10.00 per share, and all of said stock shall be non-assessable common stock with equal voting and other rights and privileges.

#### ARTICLE VI

The Board of Directors of this corporation shall consist of at least three and not more than five members, the number to be designated by the Bylaws consistent with this article, and all of the powers of this corporation are hereby conferred upon such Board insofar as such powers may be lawfully vested in and exercised by such Board of Directors.

#### ARTICLE VII

There shall be the following officers elected annually, whose powers, duties, removal, resignation, replacement and general authority shall be designated and granted by the By-laws of this corporation.

- (a) President
- (b) Vice President
- (c) Secretary
- (d) Treasurer

None of said officers except the President need be a director, but a Vice President who is not a director cannot succeed to or fill the office of the President. The offices of Secretary and Treasurer may be combined in one person.

Such other officers and agents as may be necessary for the business of this corporation may be appointed by the Board of Directors in the manner provided by the Bylaws.

#### ARTICLE VIII

The following are the names and residences of each of the incorporators by whom stock has been subscribed:

<u>NAME</u>	<u>RESIDENCE</u>
<i>R/A</i> GREGORY BAUMGART	P. O. Box 362 Eagle, Idaho 83616
E DON COPPLE	P. O. Box 1583 Boise, Idaho 83701
MOLLY A. MALARKEY	P. O. Box 1583 Boise, Idaho 83701

#### ARTICLE IX

The directors of the corporation have power in their discretion to reserve from the profits each year such amount thereof as they may deem necessary and advisable for the purpose of establishing a reserve fund to be used as working capital in the business of the corporation, and they may employ and use such funds for the purpose of extending the business operations of the corporation or to purchase its own stock, or to purchase stock, bonds and other obligations of other corporations which it is authorized by law to purchase.

#### ARTICLE X

No contract or transaction entered into by the corporation shall be affected by the fact that a director or officer of the corporation was personally interested in it, if at the meeting of the Board of Directors making, authorizing, or confirming such contract or transaction the interested director disclosed his interest therein and refrains from voting on such contract or transaction.

#### ARTICLE XI

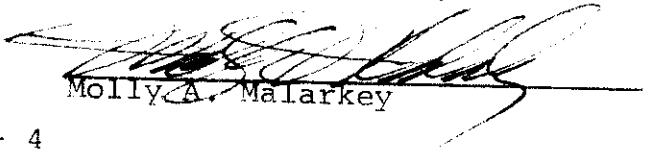
This corporation shall have the power to conduct business in any state or foreign country, and to maintain offices therein, subject to the laws of such jurisdiction.

We, the undersigned, do hereby adopt and file these Articles of Incorporation in accordance with the laws of the State of Idaho, and do hereby certify that the facts therein set forth are true.

IN WITNESS WHEREOF, We have hereunto set our hands and seals to this instrument, which is executed in triplicate, this 6th day of February, 1978.

  
Gregory Baumgart


  
E Don Copple

  
Molly A. Malarkey

STATE OF IDAHO     )  
                              : ss.  
County of Ada     )

On this 4<sup>th</sup> day of February, 1978, before me, the undersigned, a Notary Public in and for said State, personally appeared GREGORY BAUMGART, E DON COPPLE and MOLLY A. MALARKEY, 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 affixed my official seal the day and year in this certificate first above written.

  
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Notary Public for Idaho  
Residing at Boise, Idaho