



CERTIFICATE OF INCORPORATION  
OF

DRIGGS BUILDERS & DRIGGS PLUMBING & HEATING, INC.

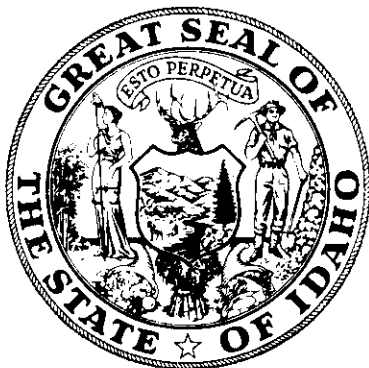
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

DRIGGS BUILDERS & DRIGGS PLUMBING & HEATING, INC.

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: **July 1, 1983**



SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION

OF

DRIGGS BUILDERS & DRIGGS PLUMBING & HEATING, INC.

\* \* \* \* \*

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, natural persons of the age of twenty-one or more, for the purpose of organizing a corporation pursuant to the Idaho Business Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

Name of Corporation

The name of the corporation is DRIGGS BUILDERS & DRIGGS PLUMBING & HEATING, INC.

ARTICLE II

Existence

The existence of the corporation shall be perpetual unless dissolved according to law.

ARTICLE III

Purpose

The general nature of the business to be transacted by the corporation and the purposes for which the corporation is organized are as follows:

(a) To engage in the business of repairing, erecting or altering, under contract or otherwise, houses, churches, school houses, office buildings, manufacturing plants, public buildings, and all other buildings of whatever name or nature; to engage in the business of installing, repairing, or altering, under contract or otherwise, any and all enclosed water supply and conveyance systems or water or waste disposal or drainage systems generally associated with the trade of plumbing; to make estimates for itself and for others, and to bid upon, enter into, and carry out contracts for the construction of such buildings and the installation of plumbing; to do every act and thing commonly done by building contractors and plumbers; and to buy, sell and deal in

all building and plumbing materials, whether wholesale or retail.

(b) To engage in any and all activites, render any and all services, and handle and deal in all materials, supplies, and products incidental or related to or connected with any and every phase of the building and construction and plumbing trades; and to acquire, use, employ, sell and deal in all suitable means, apparatus, machinery, contrivances, equipment, and facilities for prosecuting its business.

(c) To acquire by purchase, lease or otherwise, to hold, own, deal in or with, and otherwise manage and operate, sell, transfer, rent, lease, mortgage, pledge, and otherwise dispose of, or encumber any and all classes of property whatsoever, whether real or personal, or any interest therein, as principal, agent, broker or dealer.

(d) To acquire by purchase, assignment, grant, license or otherwise, to apply for, secure, lease or in any manner obtain to develop, hold, own, use, exploit, operate, enjoy and introduce, rights of all kinds in respect thereof, or otherwise dispose of to secure to it the payment of agreed royalties or other consideration, and generally to deal in and with and turn to account for any or all purposes, either for itself or as nominee or agent for others:

(1) Any and all inventions, devices, processes, discoveries and formulas, and improvements and modifications thereof and rights and interests therein;

(2) Any all all letters patent or applications for letters patent of the United States of America or any other country, state, or locality or authority and any and all rights, interests and privileges connected therewith or incidental or appertaining thereto;

(3) Any and all copyrights granted by the United States or any other country, state, locality or authority, and any and all rights, interests, and privileges connected therewith or appertaining thereto; and

(4) Any and all trademarks, trade names, trade symbols, labels, designs and other indicators of origin and ownership granted by or recognized under the laws of the United States of America or any other country, state, locality or authority, connected therewith or incidental or appertaining thereto.

(e) To acquire by purchase, subscription, or otherwise,

and to receive, hold, own, guarantee, sell, assign, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, script, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all things and acts necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

(f) To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, and the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

(g) To borrow or raise moneys for any of the purposes of the corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or nonnegotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and any of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

(h) To loan to any person, firm or corporation, any of its surplus funds, either with or without security.

(i) To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

(j) To have one or more offices, to carry on all of or any of its operations and business and without restriction or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of, real and personal property of every class and description in any of the states, districts, or territories of the United States, in any and all foreign countries, subject to the laws of such states, districts, territories, or countries.

(k) To enter into joint ventures and partnerships with individuals, associations and/or other corporations.

(l) In general to do any and all things that are incidental and conducive to the attainment of any above object and purpose, to the same extent as natural persons might or could do, which now or hereafter may be authorized by the laws of the United States and the state of Idaho, as the Board of Directors may deem to the advantage of the corporation, and to engage in any other business which can lawfully be carried on by a corporation under the Idaho Business Corporation Act.

#### ARTICLE IV

##### Capital Stock

The aggregate number of shares which this corporation shall have authority to issue is 50,000 shares of common voting stock, no par value. All stock of the corporation shall be of the same class and have the same rights and preferences.

#### ARTICLE V

##### Preemptive Rights

In the event of the increase in the amount of authorized or

issued shares of the corporation, the owners of the shares of the corporation, at that time outstanding, shall have the right to subscribe in proportion to their ownership for the additional shares to be issued.

#### ARTICLE VI

##### Registered Office and Agent

The address of this corporation's initial registered office and the name of its original registered agent at such address is:

Harold J. Driggs  
P.O. Box 26  
Driggs, Idaho 83422

#### ARTICLE VII

##### Initial Board of Directors

The number of directors constituting the initial board of directors of the corporation is three (3) and the names and addresses of persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Harold J. Driggs	P.O. Box 26 Driggs, Idaho 83422
David Driggs	Route #2, Box 1272 Driggs, Idaho 83422
Joseph C. Driggs	Route #2, Box 1274 Driggs, Idaho 83422

#### ARTICLE VIII

##### Officers

Officers of this corporation shall include a President, one or more Vice-Presidents, a Secretary and a Treasurer. The President, Vice-President or Vice-Presidents, the Secretary and the Treasurer shall be elected by the Board of Directors and may, but need not be, elected from the members of the Board. The offices of Secretary and Treasurer may be filled simultaneously by the same person.

## ARTICLE IX

### Non-Assessability of Stock

Shares of stock of this corporation shall be issued fully paid and shall be non-assessable for any purpose. The private property of the stockholders shall not be liable for the debts, obligations or liabilities of this corporation.

## ARTICLE X

### Section 1244 Stock

Shares of stock of this corporation authorized and issued pursuant to these Articles and to any Plan adopted by the Board of Directors are, for purposes of the Internal Revenue Code authorized and issued in compliance with and as prescribed by Section 1244 of the Internal Revenue Code as amended, and shall be known as "Section 1244 Stock".

## ARTICLE XI

### Indemnification

Any person made a party to or involved in any civil, criminal or administrative action, suit or proceeding by reason of the fact that he or his testator or intestate is or was director, officer, or employee of the corporation, or of any corporation which he, the testator, or intestate serves as such at the request of the corporation shall be indemnified by the corporation against expenses reasonably incurred by him or imposed on him in connection with or resulting from the defense of such action, suit, or proceeding and in connection with or resulting from any appeal therein, except with respect to matters as to which it is adjudged in such action, suit, or proceeding that such officer, director, or employee was liable to the corporation, or to such other corporation, for negligence or misconduct in the performance of his duty. As used herein the term "expense" shall include all obligations incurred by such person for the payment of money, including without limitation attorney's fees, judgments, awards, fines, penalties, and amounts paid in satisfaction of judgment or in settlement of any such action, suit, or proceeding, except

amounts paid to the corporation or such other corporation by him. A judgment or conviction whether based on plea of guilty or nolo-contendere or its equivalent or after trial shall not of itself be deemed an adjudication that such director, officer, or employee is liable to the corporation, or such other corporation, for negligence or misconduct in the performance of his duties. Determination of the rights of such indemnification and the amount thereof may be made at the option of the person to be indemnified pursuant to procedure set forth from time to time in the By-Laws or by any of the following procedures:

(a) Order of the Court or administrative body or agency having jurisdiction of the action, suit, or proceeding;

(b) Resolution adopted by a majority of the quorum of Board of Directors of the corporation without counting in such majority a quorum any directors who have incurred expenses in connection with such action, suit or proceeding;

(c) If there is no Quorum of Directors who have not incurred expenses in connection with such action, suit, or proceeding, then by resolution adopted by a majority of the committee of stockholders and directors by the Board of Directors;

(d) Resolution adopted by a majority of the quorum of the Directors entitled to vote at any meeting; or

(e) Order of any Court having jurisdiction over the corporation. Any such determination that a payment by way of indemnity should be made will be binding upon the corporation; such right of indemnification shall not be exclusive of any other right which such directors, officers, and employees of the corporation and the other persons above-mentioned may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any By-Laws, Agreements, vote of stockholders, provision of law, or otherwise as well as their rights under this Article. The provisions of this Article shall apply to any member of any committee appointed by the Board of Directors as fully as though



such persons had been a director, officer or employee of the corporation.

## ARTICLE XII

### Incorporators

The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Harold J. Driggs	P.O. Box 26 Driggs, Idaho 83422
David Driggs	Route #2, Box 1272 Driggs, Idaho 83422
Joseph C. Driggs	Route #2, Box 1274 Driggs, Idaho 83422

## ARTICLE XIII

### Internal Affairs

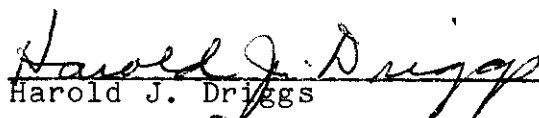
Provisions for the regulation of the internal affairs of the corporation are:

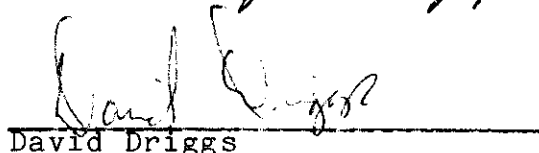
(a) That provisions for the regulation of the internal affairs of the corporation shall be set forth in the By-Laws of the corporation adopted by its Board of Directors.

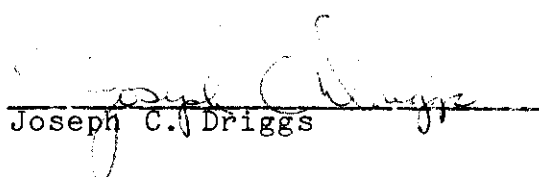
(b) That the said By-Laws may be adopted, altered or amended only with the approval of the Board of Directors and the approval of at least two-thirds (2/3) of the Shareholders.

(c) That these Articles may be amended only with the unanimous approval of the Board of Directors and the approval of at least two-thirds (2/3) of the Shareholders.

IN WITNESS WHEREOF, we the undersigned original incorporators hereinabove named, have hereunto set our hands this 13<sup>th</sup> day of May, 1983.

  
Harold J. Driggs


  
David Driggs

  
Joseph C. Driggs

STATE OF IDAHO                    )  
  : ss.  
COUNTY OF TETON                )

On the 13<sup>th</sup> day of <sup>June</sup>~~May~~, 1983, personally appeared before me HAROLD J. DRIGGS, who being by me first duly sworn, severally declared that he is the person who signed the foregoing instrument and that the statements therein contained are true.

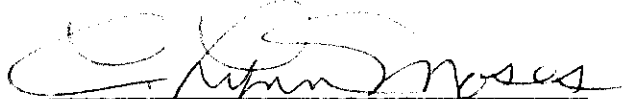
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 13<sup>th</sup> day of <sup>June</sup>~~May~~, 1983.

  
Notary Public  
Residing at: Driggs  
My Commission expires: life

STATE OF IDAHO                    )  
  : ss.  
COUNTY OF TETON                )

On the 13<sup>th</sup> day of <sup>June</sup>~~May~~, 1983, personally appeared before me DAVID DRIGGS, who being by me first duly sworn, severally declared that he is the person who signed the foregoing instrument and that the statements therein contained are true.


IN WITNESS WHEREOF, I have hereunto set my hand and seal this 13<sup>th</sup> day of <sup>June</sup>~~May~~, 1983.

  
Notary Public  
Residing at: Driggs  
My Commission expires: life

STATE OF IDAHO                    )  
  : ss.  
COUNTY OF TETON                )

On the 13<sup>th</sup> day of <sup>June</sup>~~May~~, 1983, personally appeared before me JOSEPH C. DRIGGS, who being by me first duly sworn, severally declared that he is the person who signed the foregoing instrument and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 13<sup>th</sup> day of <sup>June</sup>~~May~~, 1983.

  
Notary Public  
Residing at: Driggs  
My Commission expires: life