

**FILED/EFFECTIVE**

JAN 29 4 46 PM '01

SECRET  
STANDARD

ARTICLES OF INCORPORATION  
OF

RIVER ROCK DRYWALL & ACOUSTICAL INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, being natural persons of full age, citizen of the United States and residents of the State of Idaho, in order to form a corporation do hereby voluntarily associate ourselves under and pursuant to the laws of the State of Idaho and do hereby certify and declare as follows:

ARTICLE I  
NAME

The name of this corporation to be used in all its dealings and transactions is RIVER ROCK DRYWALL & ACOUSTICAL INC.

ARTICLE II  
PURPOSE

The purpose of the corporation is for the business of new construction of residential and commercial buildings and to further engage in any and all lawful business for which corporations may be organized under the Idaho Business Corporation Act.

ARTICLE III  
DURATION

The corporation is to have perpetual existence.

ARTICLE IV  
REGISTERED OFFICE AND REGISTERED AGENT

The address of the corporation's initial registered office in the State of Idaho is P.O. Box 580, City of Mountain Home, County of Elmore, State of Idaho, 83647. The name of the corporation's initial registered agent is Mitchell L. Egusquiza.

Physical Address for the registered office is 700 N 3rd East St Mtn Home ID 83647

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ARTICLE V  
STOCK

The total authorized number of no par shares of stock is 1,000 with 100 shares issued.

ARTICLE VI  
CLASS OF STOCK

The Corporation is authorized to issue only one class of stock and all issued stock shall be held of record by not more than fifteen (15) persons. Stock shall be issued and transferable only to natural persons who are not nonresident aliens; however the stock shall be nonassignable.

ARTICLE VII  
INCORPORATORS

The names and post office address of the incorporator and the number of shares subscribed are as follows:

NAMES	ADDRESSEES	SHARES
Ronald E. Douthit	2298 W. Santa Clara Dr. Meridian, Idaho 83642	50
Mike J. Douthit	6489 Poplar Street Boise, Idaho 83704	50

ARTICLE VIII  
DIRECTORS

The number of directors constituting the initial board of directors is two (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualify are:

Ronald E. Douthit  
2298 W. Santa Clara Dr.  
Meridian, Idaho 83642

Mike J. Douthit  
6489 Poplar Street  
Boise, Idaho 83704

ARTICLE IX  
TRANSFER OF SHARES

No stock of this corporation shall be issued or transferred to any person who is not an officer or director of this corporation, except with the consent of the board of directors evidenced by a resolution duly passed at a regular meeting of the board or at a special meeting called for that purpose. Every shareholder who for any reason shall cease to be an officer or director, his personal representatives, legatees or assigns shall be required to offer in writing to sell to the board of directors the number of shares of the capital stock held by them to such person or persons as the board of directors shall designate by a resolution duly passed at and for the same sum per share as is determined by the parties to be the net worth of the corporation divided by the number of shares issued for the said corporation.

ARTICLE X  
POWERS

The 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 law, and all rights and powers conferred hereon on stockholders, directors and officers are subject to this reserved power.

ARTICLE XI  
OFFICERS

Until the first annual meeting of the stockholders and the election and qualification of the officers, the following persons shall serve as the officers:

President:

Ronald E. Douthit

Vice-President:

Mike J. Douthit

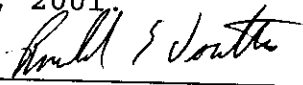
Secretary:

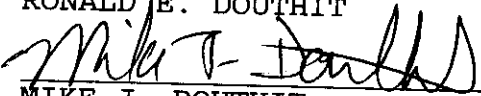
Mike J. Douthit

Treasurer:

Ronald E. Douthit

IN WITNESS WHEREOF, We have hereunto set our hand and  
seals this \_\_\_\_ day of January, 2001.

  
RONALD E. DOUTHIT

  
MIKE J. DOUTHIT

STATE OF IDAHO       )  
                              : ss  
COUNTY OF \_\_\_\_\_)

On this \_\_\_\_ day of January, 2001, before me, the undersigned notary public, in and for said county and state, personally appeared RONALD E. DOUTHIT, the Incorporator of River Rock Drywall & Acoustical Inc., known or identified to me that he is the person subscribed to the within instrument, and acknowledged to me that he 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.

\_\_\_\_\_  
Notary Public for Idaho  
Residing at:  
Commission Expires:

STATE OF IDAHO       )  
                              : ss  
COUNTY OF \_\_\_\_\_)

On this \_\_\_\_ day of January, 2001, before me, the undersigned notary public, in and for said county and state, personally appeared MIKE J. DOUTHIT, the Incorporator of River Rock Drywall & Acoustical Inc., known or identified to me that he is the person subscribed to the within instrument, and acknowledged to me that he 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.

\_\_\_\_\_  
Notary Public for Idaho  
Residing at:  
Commission Expires: