

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

ARROWHEAD CONSTRUCTION, 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 _____
ARROWHEAD CONSTRUCTION, 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: February 22, 1982



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Penny Gurse*

ARTICLES OF INCORPORATION
OF
ARROWHEAD CONSTRUCTION, INC.

The undersigned incorporators, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be Arrowhead Construction, Inc.

ARTICLE II

The purpose and objects for which the corporation is formed are:

A. To engage in the business of planning, designing, and building structures of all types, including but not limited to, residential, commercial, and industrial buildings.

B. To purchase, or in anywise, lands contracts for the purchase or sale of lands, buildings, improvements, and any other real property of any kind or nature, or any interest therein and to manage, improve, develop, and turn to account any land or contracts for purchase or sale of lands acquired by the corporation or in which the corporation is interested. To finance the purchase, improvements, development and construction of land and buildings belonging to or to be acquired by the corporation, or any other persons, firm or corporation;

C. To apply for, procure, and take out patents of the United States of America and the State of Idaho, upon any lands in which the corporation may have any interest.

D. To lend money and negotiate loans either with or without security or on the security of real or personal property; to draw, accept or endorse, buy and sell discount and rediscount bills of exchange, notes, drafts, bonds, and choses in action and securities of all kinds both as principal and their agents;

to accept as security for any loans, liens, conditional sales of and pledges of real and personal property;

E. To acquire, manage, work, develop, lease, mortgage, sell, dispose of and otherwise deal with property of all kinds, including compromise and settlement of demands, accounts and claims of all kinds; to organize, finance, develop and improve business firms, partnerships and corporations;

F. To enter into contracts, obligations of any kind or kinds essential, necessary or proper to the transaction of its ordinary affairs or for the purpose of the coporation;

G. To appoint and employ agents, sub-agents, laborer, and specialists of every name, kind and nature and to enter into all necessary contracts with said agents, sub-agents, laborers or specialists;

H. To borrow money or otherwise incur indebtedness without limit as to amount and to draw, make, accept, endorse, transfer, guarantee, execute and issue bonds, debentures, notes, checks, drafts, bills of exchange, negotiable instruments and all other instruments for the payment of money, negotiable or nonnegotiable and whether secured or unsecured;

I. To purchase or otherwise acquire, lease, assign, mortgage, pledge or otherwise dispose of any trade names, trademark concessions, investments, formulas, improvements, process of any nature whatsoever, copyrights, and letters patent of the United States and foreign countries;

J. To cause to be formed, merge, or reorganize and to promote and aid in any way permitted by law the formation, merger, or reorganization of any business concern, firm, association or corporation, domestic or foreign; to acquire the good will, rights, property, in the whole of any part of the assets, tangible or intangible, and to undertake or in any way assume the liabilities of any persons, firm, association or corporation; to pay for the said good will, rights, property and assets in cash, the stock of this company, bonds or

otherwise or by undertaking the whole or any part of the liabilities of the transferor; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired and to work and to exercise all powers necessary and expedient in or about the conduct and management of said business;

K. To purchase and so far as the same may be done without impairing the capital of the corporation, except as otherwise permitted by law, and to hold pledge and reissue shares of its own capital stock, but such stock so acquired and held shall not be entitled to vote nor to receive dividends;

L. To have, exercise and enjoy all of the powers now or hereafter granted to corporations organized under the laws of the State of Idaho and particularly in the powers and privileges granted to corporations by Chapter 1 of Title 30 of the Idaho Code and any present and/or future amendments thereto, and to do any act or thing necessary or convenient for the transaction of the aforesaid objects and purposes;

M. All of the foregoing provisions of this Article II are to be construed both as objects and powers, and it is hereby expressly provided that the enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation; provided, however, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do any act which corporations formed under the laws of Idaho now or hereafter existing, may not at the time lawfully carry on or do. It is the intention that the purposes, objects and powers specified in each of the paragraphs of this Article of the Articles of Incorporation shall, except as otherwise provided, in no wise

be limited to or restricted by reference to or inference from the term of any other cause or paragraph of this paragraph contained or of any other provisions of these Articles of Incorporation shall be regarded as independent purposes, objects and powers specified in these Articles of Incorporation shall be regarded as independent purposes, objects and powers.

N. To have, exercise and enjoy all of the rights powers, and privileges of a minority business enterprise and to bid and perform any and all contracts, agreements and work acquired on the basis of a minority business enterprise.

ARTICLE III

The period of duration of a corporation is perpetual.

ARTICLE IV

The address of the corporations initial registered office in the State of Idaho is 803 Lindsay Boulevard, Idaho Falls, Idaho 83402, and the name of the registered agent is Melvin G. Murdock.

ARTICLE V

The amount of the authorized capital stock of this corporation shall be divided into Fifty Thousand (50,000) shares of common stock at the par value of one (1) dollar per share. Before any of the capital stock of this corporation may be soled or transfered by any of its members or shareholders, the corporation itself must be given a thirty (30) day option to repurchase the stock, provided, however, that should the corporation desire not to purchase any stock to be sold or transfered, the remaining shareholders and members of the corporation shall be given a thirty (30) day option to repurchase said stock after receiving notice, in writing, that the corporation will not repurchase said stock itself. Capital stock of this corporation may be exchanged by the corporation

through the Board of Directors for stock in other corporations.

ARTICLE VI

That the amount of the capital stock which has been subscribed and paid for is the sum of share, and following are the names of the persons, their addresses, and numbers of shares by whom the same have been subscribed, and the initial stockholders, shareholders and initial directors are as follows:

<u>Name</u>	<u>Address</u>	<u>Number of Shares</u>	<u>Amount</u>
Melvin G. Murdock	3550 Jill Street Idaho Falls, Idaho	51	\$51.00
Myrlin D. Ogden	Route 2, Box 202 Idaho Falls, Idaho	25	\$25.00
C. Jon Perkins	1915 Carmel Drive Idaho Falls, Idaho	24	\$24.00

ARTICLE VII

The number of directors constituting the intial Board of Directors is three (3) and the names and address 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:

<u>Name</u>	<u>Address</u>
Melvin G. Murdock	3350 Jill Street Idaho Falls, Idaho 83401
Myrlin D. Ogden	Route 2, Box 202 Idaho Falls, Idaho 83401
C. Jon Perkins	1915 Carmel Drive Idaho Falls, Idaho 83402

The Directors shall be elected at the annual meeting of the stockholders, to be held at the general office of this corporation in the City of Idaho Falls, County of Bonneville, State of Idaho, on the 15th day of the first month after the close of the taxable year of each year, at the time to be determined by the Bylaws or at such other time and place as

the Directors may so designate, and until such election, the officers and directors of said corporation shall be the said.

The management of this corporation shall be vested in a Board of Directors of not less than three (3) nor more than nine (9) as may be fixed by the Bylaws.

ARTICLE VIII

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Melvin G. Murdock	3550 Jill Street Idaho Falls, Idaho 83401
Myrlin D. Ogden	Route 2, Box 202 Idaho Falls, Idaho 83401
C. Jon Perkins	1915 Carmel Drive Idaho Falls, Idaho 83402

ARTICLE IX

The power to repeal and amend Bylaws and adopt new Bylaws is hereby conferred upon the Directors as well as the shareholders to be exercised by such vote for such directors or of the allotted share as the case may be, not less, however, than the majority thereof as may be fixed by the Bylaws.

ARTICLE X

No contract or other transaction between the corporation or any other corporation whether or not a majority of the shares of the capital stock of such corporation is owned by the corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in, any contract or transaction of the corporation provided that the fact that he or such firm is of interest shall be disclosed or shall have been disclosed to the Board of Directors, or a majority thereof; and any Director of the

