

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

BVW, INCORPORATED  
File number C 114281

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 the above named corporation, 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: March 25, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Anna Seib*

**ARTICLES OF INCORPORATION**  
**OF**  
**BVW, INCORPORATED**

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THE UNDERSIGNED Incorporator, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I**

The name of the corporation is: BVW, INCORPORATED

**ARTICLE II**

The purposes and objects for which the corporation is formed are to do any and all of the things hereafter set forth, to the same extent as natural persons might, or could do, namely:

a. To buy, process and otherwise acquire, store, distribute, sell at wholesale and retail and otherwise dispose of, insulation and insulation materials of all kinds, lumber, masonry, steel, glass, stone, hardware, fixtures and building materials and supplies of all kind and descriptions.

b. To install and contract for installation of insulation and insulating materials, to design, to prepare and to provide plans and specifications for such contracts and installations and to submit bids thereon; to prepare estimates and bids and contracts for any such contracts and

installations; to furnish and provide materials, equipment, labor and supplies in the performance of such installations and contracts.

c. To provide and install protective coatings and coverings for pipes, conduits, fittings, special parts or appurtenances for pipes and conduits, and protective coatings and linings for such other fixtures, equipment and installations as shall be necessary, convenient or desirable in connection with such business.

d. To carry on and conduct the construction business for the constructing and repairing, altering or otherwise engaging in all types and kinds of contracting on building and public works, and all acts or things necessary, proper or convenient thereto.

e. To purchase, acquire, own, improve, develop, lease as lessee or lessor, exchange, sell, dispose of or otherwise deal in real estate; to purchase, lease as lessee or lessor, build, construct, erect, occupy and manage buildings of every kind and character whatsoever; to finance the purchase, acquisition, development, improvement and construction of land and buildings belonging to or to be acquired by this corporation or any other person, firm or corporation.

f. To buy and sell, discount and rediscount, notes, drafts, bills of exchange, stocks, bonds, securities as chosen in action of all kinds, both as principal and as agent; also to buy and sell liens on real and personal property.

g. To draw, make, accept, endorse, execute, issue, discount and have discounted, and to deal in every lawful manner in promissory notes, bills of exchange, trade acceptances, conditional sales, warehouse receipts, warrants and other negotiable or transferable instruments; and to borrow money and to incur indebtedness as may be determined expedient.

h. To purchase, lease as lessee, or otherwise acquire, and to hold for investment, improve, maintain and operate the business properties and other real estate, automotive vehicles, fixtures, and supplies, stock in this and other corporations, and any other personal property, and to sell, assign, convey, lease as lessor, manage, pledge, mortgage or otherwise dispose of or encumber lands, buildings, structures, vehicles, equipment, fixtures, supplies and any other real or personal property, tangible or intangible, which shall be deemed necessary, convenient or appropriate; and to do everything necessary or conducive to the full accomplishments of the foregoing objects in this Article II.

i. To engage in any or all of the purposes or powers enumerated in this Article II as a partner or joint venture in such transaction.

j. To acquire and to hold, develop, improve, subdivide, lease, construct, exchange, mortgage, sell, convey, finance or otherwise dispose of or deal in, real estate.

k. To borrow or raise money for any of the purposes of the corporation and in connection therewith to grant collateral or other security, either alone or jointly with any other person, firm, or corporation and to make and issue promissory notes, drafts, bonds, debentures, and other evidences of indebtedness; and to lend and advance money, extend credit, take notes, open accounts, and every kind of evidence of indebtedness and collateral security in connection therewith.

l. To buy, sell, and own any class of stock in other corporations.

And in general, to do any and all things and to exercise any and all powers which now or hereafter might be lawful for a corporation to do or exercise, under and in pursuance of the Business Corporations Act of the State of Idaho, or of any other law which now or hereafter might be applicable to this corporation.

### **ARTICLE III**

The period of duration of the corporation is perpetual.

### **ARTICLE IV**

The address of the corporation's initial registered office in the State of Idaho is 945-A East Lincoln, Idaho Falls, Idaho 83401. The name of the corporation's initial registered agent at such address is BERYL V. WATERS.

### **ARTICLE V**

The authorized capital stock of this corporation is 20,000 shares, with \$5.00 par value, designated as common stock. Before any of the capital stock of this corporation may be sold or transferred by any of its shareholders, the corporation itself must be given a thirty-day option to repurchase the stock; provided, however, that should the corporation desire not to repurchase any of its capital stock to be sold or transferred, the remaining shareholders of the corporation shall be given a thirty-day option to purchase said capital stock after receiving notice in writing that the corporation will not repurchase said stock itself; and provided, upon a shareholder's death, his/her shares may be transferred to his/her heirs without such restrictions. The capital stock of this corporation may be exchanged by the corporation through the Board of Directors for stock in other corporations. Nothing herein contained shall prevent the corporation from entering into stock purchase agreements with its shareholders for the purpose of repurchasing or redeeming its capital stock. Nothing herein shall prevent the shareholders entering into stock purchase agreements between themselves for the purchase of capital stock of the corporation,

provided that any such agreement between the shareholders must receive prior written consent of the corporation. Any such sales shall be subject to the provisions of the By-Laws.

#### **ARTICLE VI**

The amount of capital stock which has been subscribed and paid for is the sum of 200 shares, and following are the names of the persons, their addresses and numbers of shares by whom the same have been subscribed, to wit:

<u>Name</u>	<u>Address</u>	<u>Number of Shares</u>
Beryl V. Waters	1415 Presto, #5 Idaho Falls, ID 83402	200

#### **ARTICLE VII**

The management of this corporation shall be vested in a Board of not less than two nor more than five directors, as may be fixed by the By-Laws. 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 20th day of the first month after the close of the taxable year of each year, at a time to be determined by the By-Laws, 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 as follows:

BERYL WATERS  
1415 Presto, #5  
Idaho Falls, ID 83402

President and Director

JOHN WATERS  
1415 Presto. #5  
Idaho Falls, ID 83402

Vice President and Director

JERRY BOLTON  
2000 Curlew Drive  
Ammon, ID 83406

Secretary and Treasurer

BRAD PRATT  
4110 East Lance  
Idaho Falls, ID 83401

Director

CHUCK WATERS  
1415 Presto, #5  
Idaho Falls, ID 83402

Director

### **ARTICLE VIII**

The power to enact, repeal and amend the By-Laws of the corporation and to adopt new By-Laws is hereby conferred upon the directors as well as the shareholders to be exercised by such vote of such directors or of the allotted shares as the case may be, not less, however, than the majority thereof as may be fixed by the By-Laws.

### **ARTICLE IX**

All or any meetings of the shareholders or of the Board of Directors may be held within or without the State of Idaho as provided by the By-Laws.

### **ARTICLE X**

No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such corporation is owned by this 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 or are directors or officers of any such other corporation; any directors individually or any firm of which such director may be a member, may be a party to or may be pecuniarily or otherwise

interested in any contract or transaction of the corporation, provided that the fact that such shareholder or such firm is so interested in any such transaction or contract shall be disclosed or shall have been so disclosed to the Board of Directors or a majority thereof; and any director of the corporation who is also a director or officer of any such other corporation or who is so interested may be counted in determining the existence of a quorum at a meeting of the Board of Directors of the corporation which shall authorize such contract or transaction and may vote thereat to authorize such contract or transaction with a like force and effect as if he were not such director or officer of any other corporation or not so interested therein.

EXECUTED This FEB 21, 1996.

Beryl V. Waters  
BERYL V. WATERS

STATE OF IDAHO            )  
                                  ) ss  
County of Bonneville    )

On this FEB. 21, 1996, 1996, before me personally appeared BERYL V. WATERS, known to me to be the person whose name is subscribed on the foregoing instrument, and acknowledged to me that she executed the same.

Jerry Bolton  
NOTARY PUBLIC For Idaho  
Residing at: IDAHO FALLS, IDAHO  
My commission expires: 06-16-96