



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

GEM STATE CONTRACTORS, 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 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: October 05, 1990



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Elizabeth M. Zavala*

ARTICLES OF INCORPORATION

OF  
GEM STATE CONTRACTORS, INC.

90 OCT 5 1983

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, M. Stanley Sloan and Gene R. Krings, of lawful age and citizens of the United States, for the purpose of forming a corporation pursuant to the provisions of the Idaho Business Corporation Act (Title 30, Idaho Code) do hereby certify as follows:

I.

The name of the corporation shall be:

GEM STATE CONTRACTORS, INC.

II.

The corporation is to have perpetual existence.

III.

The purposes and objects for which this corporation is organized are as follows:

(A) The corporation shall have the capacity to act the same as a natural person, but shall have authority to perform only such actions as are necessary and proper to accomplish its purposes and which are not repugnant to law. All of the purposes and objectives which are set forth below shall be construed in the broadest sense.

(B) To buy, sell and develop real property.

(C) To include the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act (Title 30, Idaho Code).

(D) To conduct and carry on its business, or any part thereof, and to have one or more offices, and to exercise all or any of its corporate powers and rights in the State of Idaho, and in the various states, territories, colonies and dependencies of the United States, in the District of Columbia, and in all or any foreign countries or country.

IV.

The aggregate number of shares which the corporation shall have authority to issue is 1,000. Such shares are to consist of one class only. The par value of each of such shares shall be One Dollar (\$1.00), which stocks shall not be issued until fully paid for, and once so issued shall be non-assessable.

V.

All of the shares of stock issued shall be common stock, and all shares shall have equal value, without preferences, limitations or differences in relative rights with respect to other shares.

VI.

Stockholders of the corporation shall have preemptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, or to obligations of the corporation convertible into stock. Any stock or obligations issued by the corporation shall first be offered to the stock holders of the corporation.

VII.

The address of the initial registered office of the corporation is: E. 865 Crystal Bay Road, Post Falls, Idaho 83854.

The name of the corporation's initial registered agent at such address is: M. Stanley Sloan.

VIII.

The number of directors constituting the initial Board of Directors is two (2).

The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors be elected and qualify are:

Gene R. Krings, President  
W. 1715 Ponderosa Dr.  
Spokane, WA 99204

and M. Stanley Sloan, Secretary/Treasurer  
E. 865 Crystal Bay Road  
Post Falls, Idaho 83854

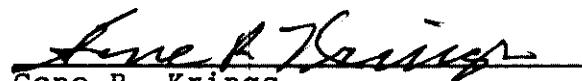
IX.

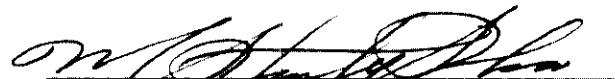
The names and addresses of both incorporators are:

M. Stanley Sloan  
E. 865 Crystal Bay Road  
Post Falls, Idaho 83854

and Gene R. Krings  
W. 1715 Ponderosa Dr.  
Spokane, Washington 99204.

IN WITNESS WHEREOF, we have hereunto set our hands  
and seals this 3rd day of October, 1990.

  
Gene R. Krings,  
President

  
M. Stanley Sloan,  
Secretary/Treasurer

STATE OF IDAHO )  
County of Idaho - Kootenai ) ss.  
                                  )

On this 3rd day of October, 1990, before me,  
the undersigned, a Notary Public in and for said state,  
personally appeared:

M. Stanley Sloan and Gene R. Krings,  
known to me to be the persons whose names are subscribed

to the within and foregoing instrument, and acknowledged to me that they executed the same, and that they were persons of lawful age and citizens of the United States of America.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

*Debra Green*  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at:  
My Commission expires:

NOTARY PUBLIC FOR THE STATE OF IDAHO  
RESIDING AT POST FALLS, IDAHO 83854  
MY COMMISSION EXPIRES 05-28-94

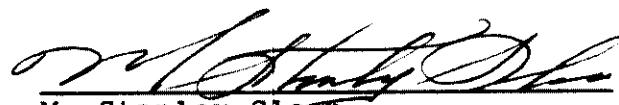
CONSENT TO SERVE AS REGISTERED AGENT

I, M. Stanley Sloan, hereby consent to serve as Registered Agent, in the State of Idaho, for the following corporation:

GEM STATE CONTRACTORS, INC.

I understand that as agent for the corporation, it will be my responsibility to receive service of process in the name of the corporation; to forward all mail to the corporation; and to immediately notify the office of the Secretary of State in the event of my resignation, or of any changes in the registered office address of the corporation for which I am agent.

DATED this 3<sup>rd</sup> day of Oct, 1990.



M. Stanley Sloan

E. 865 Crystal Bay Road  
Post Falls, Idaho 83854