



**Department of State.**

**CERTIFICATE OF INCORPORATION**

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

**M C, INC.**

was filed in the office of the Secretary of State on the **Twenty-fourth** day of **March** A.D. One Thousand Nine Hundred **Sixty-four** and duly recorded on Film No. **127** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at **Coeur d'Alene** in the County of **Kootenai**.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **24th** day of **March**, A.D., 19**64**.

Secretary of State.

ARTICLES OF INCORPORATION

OF ,

M C, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, HAZEL I. MORBECK, RUSSEL J. MORBECK and SHIRLEY A. MORBECK, all of whom are of legal age and citizens of the United States have this day voluntarily associated ourselves and do hereby and by these Articles of Incorporation unite and associate ourselves for the purpose of forming a corporation under the laws of the State of Idaho, and we hereby acknowledge, enter into, and adopt the following Articles of Incorporation.

ARTICLE I.

The name of this Corporation shall be M C, INC.

ARTICLE II.

The period of the duration of this Corporation shall be perpetual.

ARTICLE III.

The place of business of this Corporation is Coeur d'Alene, Kootenai County, Idaho, and the Post Office Address of its registered office in the State of Idaho shall be 508 North Fourth Street, Coeur d'Alene, Idaho.

ARTICLE IV.

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Idaho, this Corporation shall have the following purposes and powers:

1. To take, lease, purchase, or otherwise acquire, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, improve, develop, divide, and otherwise handle, deal in, and dispose of real estate, real property, and any interest or right therein.

2. To transact the business of buying and selling, dealing in, leasing, renting, and managing real estate and any interests therein for its own account or for the account of others.
3. To carry on the business of developing and improving real property; to lay out for public use roads, streets, avenues, or highways, upon or through its lands; to extend, continue or connect such roads, streets, avenues, or highways upon or through other real property to be acquired; to lay out and establish such roads, streets, avenues, or highways and the extensions, continuations, or connections thereof; and to construct drains or sewers, and such bridges or culverts as may be necessary to maintain the grades of, or the extension, continuation, or connection of the roads, streets, avenues, or highways so laid out.

#### ARTICLE V.

The total capital stock of this Corporation is Ten Thousand Dollars (\$10,000.00) consisting of one hundred (100) shares of common stock of the par value of One Hundred Dollars (\$100.00) per share. There shall be only one class of stock, common stock, and each share of stock shall be equal and non-assessable.

Any and all of the stockholders of this Corporation may from time to time enter into such agreements as may seem expedient to them, relating to the shares of stock held by them, and limiting the transferability thereof and thereafter any transfer of said shares shall be made in accordance with the terms of said agreement, provided that before the actual transfer of shares on the books of the Corporation, written notice of such agreement shall be given to this Corporation by filing a copy thereof with the Secretary of the Corporation, and a reference to such agreement shall be stamped, written, or printed upon the certificate representing such shares, and the by-laws of this Corporation shall likewise include proper provisions for the making of such agreements as aforesaid.

## ARTICLE VI.

The number of directors of the Corporation shall be fixed and may be altered from time to time as may be provided by the by-laws, provided the corporation shall be managed by a Board of at least three (3) directors. The term of office, qualifications, election resignation and removal of directors, the time, place, notice of meetings, the quorum, organization, and manner of acting, and the filling of vacancies in the board of directors shall be governed by the by-laws. Directors of the Corporation shall be stockholders in the company.

## ARTICLE VII.

The by-laws may be altered or amended at any regular or special meeting of the stockholders by the affirmative vote of a majority of the holders of stock issued and outstanding and entitled to vote thereat, if notice of the proposed alteration or amendment be contained in the notice of the meeting, or by the affirmative vote of a majority of the board of directors, if the alteration or amendment be proposed at a regular or special meeting of the Board and adopted at a subsequent regular meeting; provided, however, that any change in the by-laws made as above provided by the directors shall be ratified at the next annual meeting of the stockholders, and if said change is not ratified at such meeting of stockholders then it shall be effective only up to the time of such annual meeting of stockholders and not thereafter.

## ARTICLE VIII.

The names and post office address of each of the incorporators and a statement of the number of shares subscribed by each are as follows:

