

## Department of State.

### CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

McKAY CONSTRUCTION CO., INC.

was filed in the office of the Secretary of State on *July 29th*, 19 *77*

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 *Boise, Idaho* in the county of *Ada*

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 *29th* day of *July*, A.D., 19 *77*.

Pete T. Cenarrusa

Secretary of State.

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF INCORPORATION  
OF  
McKAY CONSTRUCTION CO., INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being three or more natural persons of full age, at least two-thirds of whom are citizens of the United States or of its territories or possessions, do hereby voluntarily associate ourselves together for the purpose of becoming a private corporation under the laws of the State of Idaho, by and under the provisions of the Statutes of the State of Idaho, providing for the formation of a general domestic business corporation, and we do hereby certify as follows:

ARTICLE I

The name of this corporation shall be:

McKAY CONSTRUCTION CO., INC.

ARTICLE II

The general nature of the business, objects and purposes proposed to be transacted and carried on by this corporation, to the same extent as natural persons might or could do, shall be to engage in any lawful activity, including but not limited to the following:

1. To carry on, engage in, construct, execute, carry out, equip, improve, work, develop, administer, manage, control, maintain and otherwise conduct a general construction and contracting business, including all private and public works construction which shall include, without limitation, any work upon streets, roads, highways, waterworks, earth construction, buildings, subdivisions, canals, reservoirs, embankments,

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Boise, Idaho*

irrigation systems, reclamation, improvement, sewage systems, drainage systems, sanitation and solid waste systems, power supply works, and all such construction incidental thereto.

2. To buy, lease, or otherwise acquire, build, construct, erect, maintain and sell, mortgage or convey any and all types of buildings and structures, and all appurtenances thereto or related thereto, including such buildings and structures as modular, sectional, mobile, component, pre-built, pre-formed, or pre-assembled, including both vehicular and non-vehicular.

3. To design, draft, produce and re-produce any and all drawings and sketches pertaining to the formation and construction of any and all types of buildings and structures.

4. To design, draft, produce and reproduce any and all machine drawings and other mechanical components, equipment and machinery.

5. To manufacture builders' supplies of every kind and nature including lime, cement, plaster, construction supplies, and hardware, and to deal in all kinds of builders' supplies and lumber and lumber by-products either at wholesale or retail, or on commission, or as a broker, or otherwise.

6. To organize and conduct the business of hauling of any and all commodities and materials, both intrastate and interstate, and to transport such commodities and materials of every description by means of motor vehicles, airplanes, and vehicles of every kind however propelled, and to do generally all and every other thing necessary and incident to the business of a transportation company.

7. To engage in the business of transporting property and substances of all descriptions as a private carrier or for hire by motor vehicle or other means of conveyance as a common carrier

or contract carrier, and to acquire, own, operate, lease and dispose of like businesses; and to purchase, acquire, lease, trade, sell, or otherwise dispose of any and all types of transportation permits for intrastate and interstate transportation, including all public utility permits and all interstate commerce permits and interstate commerce certificates of public convenience and necessity.

8. To purchase, acquire, manufacture, lease, use, operate, sell, transport, distribute and otherwise dispose of any and all types of machinery and equipment of any nature, type or description which shall or might enhance the objects of this corporation.

9. To purchase, acquire, improve, maintain, develop, divide, subdivide, lease, mortgage, exchange, trade, sell, barter, dispose of, and otherwise deal in any and all real property and any and every estate and interest therein, and choses in action secured thereby, judgments resulting therefrom, and other personal collateral thereto, in making or obtaining loans upon such property, in supervising, managing and protecting such property and loans and all interests in and claims affecting the same, in effecting insurance against fire and liability and all other risks thereon, and in managing and conducting any legal actions, proceedings and business relating to any of the purposes herein mentioned or referred to; to purchase, lease, build, construct, erect, occupy, and manage buildings or machinery sheds, stores or works of every kind and character whatsoever; to finance the purchase, improvement, development, and construction of land and buildings belonging to or to be acquired by this corporation, or any other person, firm or corporation.

10. To purchase, handle, acquire, lease, exchange, trade, sell, barter, transport, distribute, dispose of, and otherwise

deal in any and all personal property of every kind, type and description whatsoever.

11. To purchase, handle, acquire, exchange, lease, trade, sell, barter, transport, distribute, dispose of, deal in and generally trade in, store, carry and warehouse any and all kinds of goods, wares, merchandise, provisions and supplies incident to or connected with or to do all things necessary or convenient which are incident to or connected with the general business of this corporation.

12. To carry on the business of exercising, performing, developing, manufacturing, producing, obtaining, promoting, selling and distributing rights, services, goods, wares and merchandise of all kinds, including, but not by way of limitation, those in the chemical, mineral, pharmaceutical, biological, medical, agricultural, mechanical, electrical and structural fields.

13. To purchase, acquire, hold and dispose of stocks, bonds and other obligations of indebtedness of any corporation, domestic or foreign, owning or controlling any articles which are or might be or become useful in the business of this corporation, and to purchase, acquire, hold and dispose of stocks, bonds, or other obligations of indebtedness of any corporation, domestic or foreign, engaged in any business similar to that of this corporation, or engaged in the manufacture, use or sale of property, or in the construction or operation of works necessary or useful in the business of this corporation, or in which, or in connection with which, the manufactured articles, products or property of this corporation may be used, or of any corporation with which this corporation is or may be authorized to consolidate according to law, and this corporation may issue in exchange therefor the stock, bonds or other obligations of this corporation.

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Boise, Idaho*

14. To purchase, subscribe for or otherwise acquire and to hold the shares, stock, bonds, or other obligations of indebtedness of any corporation, domestic or foreign, and to sell or exchange the same, upon the distribution of assets or division of profits, to distribute any such shares, stocks, bonds, or other obligations of indebtedness or proceeds thereof among the shareholders of this corporation.

15. To borrow or raise money for any purpose of this corporation, and to secure the same and interest, or for any other purpose, to mortgage all or any part of the property corporeal or incorporeal rights or franchises of this corporation now owned or hereafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes, security agreements, security interests, or other obligations or negotiable instruments.

16. To purchase, lease, or otherwise acquire, hold, own, use, employ, mortgage, convey, and dispose of patent rights, letters patent, processes, devices, inventions, trademarks, formulas, goodwill, franchises, and property and rights of every kind, and to take over the whole or any part of the assets or liabilities of any person, firm, association or corporation engaged in or authorized to be conducted by this corporation, or owning property necessary or suitable for its purposes, and to pay for same in cash, in the stock or bonds of this corporation, or otherwise; to hold or in any manner dispose of the whole or any part of the business or property so acquired, and to exercise all the powers necessary or incidental to the conduct of such business.

17. To employ, terminate, and in any manner acquire employment of persons, or to contract with independent contractors, for the purpose of effecting the objectives of this corporation.

18. To execute, make and enter into any contracts or obligations of any type or kind essential, necessary or proper to the transaction of its ordinary affairs or for the obligations of this corporation.

19. To exercise generally the powers customarily exercised by business corporations, and particularly the powers provided by the laws of the State of Idaho, referring especially to Section 30-114 of the Idaho Code, in any State of the United States and throughout the world.

20. To carry on any other business or do anything in connection with the objectives and purposes above mentioned that may be necessary or proper to accomplish successfully or promote the said objectives and purposes.

The foregoing clauses by reason of the specific enumeration of powers, shall not be held to restrict the power of this corporation to do any of the things within the purview of its general powers.

### ARTICLE III

This corporation shall have a perpetual existence.

### ARTICLE IV

The principal office of this corporation shall be located in the City of Boise, Ada County, State of Idaho; and Lloyd A. McKay shall be the resident agent for this corporation in the State of Idaho for any and all purposes required by law until a Board of Directors should decide otherwise. 7877 Bogart

### ARTICLE V

The amount of authorized capital stock of this corporation shall be FIFTY THOUSAND DOLLARS (\$50,000.00) divided into FIVE THOUSAND (5,000) shares of common stock of the par value of TEN DOLLARS (\$10.00) per share.

The stock, as above mentioned, shall be of one class, namely, common stock, and shall all be voting.

Such stock may be issued from time to time without action by the stockholders, for such consideration as may be fixed from time to time by the Board of Directors, and shares so issued, the full consideration for which has been paid or delivered, shall be deemed fully paid stock, and the holder of such shares shall not be liable for any further payment thereon.

All shares of stock shall be issued with the understanding that any subsequent transfer of same is restricted to the extent that any stockholder desiring to sell, assign or transfer his interest in any share or shares of stock shall first offer said share or shares of stock for sale to the other existing stockholders for par value before offering same for sale, assignment, transfer or other disposition to a non-stockholder.

In the event two or more stockholders should desire to accept the offer for the sale of said stock, it is understood that the transferor may sell his stock to whomever of the stockholders he should so desire at the price then agreed upon.

#### ARTICLE VI

The capital stock of this corporation, after the value for same has been paid in, shall not be subject to assessment to pay debts of the corporation, and no paid up stock and no stock issued as fully paid shall be assessable or assessed, at any time whatsoever.

#### ARTICLE VII

The private property of the stockholders of this corporation shall not be subject to the payments of the corporate debts in any amount or to any extent whatsoever.



#### ARTICLE VIII

This corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

#### ARTICLE IX

The Board of Directors shall consist of Two (2) Directors, but this number may be increased or decreased from time to time as may be provided for in the By-laws of this corporation.

#### ARTICLE X

The Board of Directors by a majority vote shall have the power to repeal or amend the code of By-laws and to adopt a new code of By-laws.

#### ARTICLE XI

The name and post office address of each of the incorporators, and the number of shares of stock subscribed by each are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Lloyd A. McKay	Bogart Lane, Boise, Idaho	Eight
Dorothy M. McKay	Bogart Lane, Boise, Idaho	One
Vernon K. Smith	1900 Main, Boise, Idaho	One

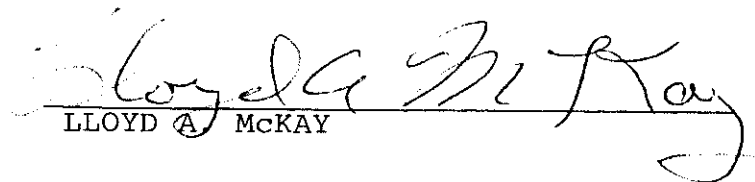
#### ARTICLE XII

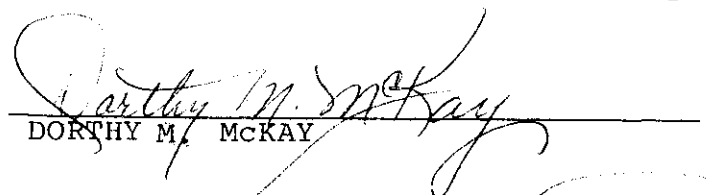
The names and addresses of the first Board of Directors are:

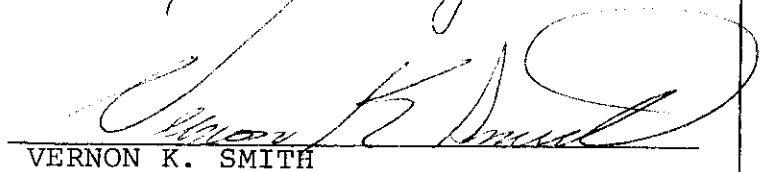
Lloyd A. McKay	Bogart Lane, Boise, Idaho
Dorothy M. McKay	Bogart Lane, Boise, Idaho

IN WITNESS WHEREOF, we, the undersigned, being each of the original subscribers to the capital stock here and above men-

tioned, do make and file this certificate, and do hereby declare and certify that the facts herein stated are true, and accordingly, have hereunto set our hand this 29th day of July, 1977.

  
LLOYD A. MCKAY

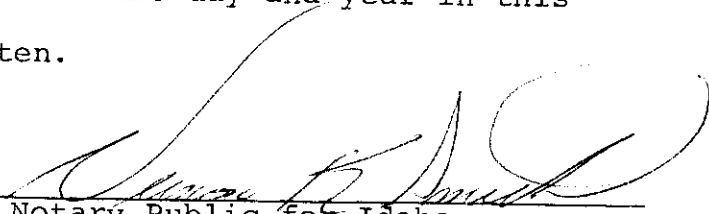
  
DOROTHY M. MCKAY

  
VERNON K. SMITH

STATE OF IDAHO     )  
                              :   ss.  
County of Ada     )

THIS IS TO CERTIFY, That on this 29th day of July, 1977,  
before me, a Notary Public in and for said State, personally  
appeared LLOYD A. McKAY, known to me to be the person whose  
name is subscribed to the within instrument, and acknowledged  
to me that he executed the same as his own free act and deed.

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

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at Boise, Idaho  
My Commission Expires:

(SEAL)

*Law Offices*

*Vernon H. Smith*

*1900 Main Street*

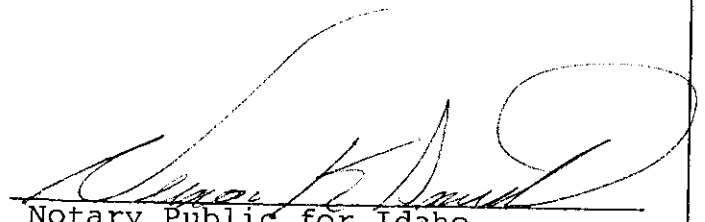
*Boise, Idaho*

ARTICLES OF INCORPORATION, P. 10

STATE OF IDAHO     )  
                              :   ss.  
County of Ada        )

THIS IS TO CERTIFY That on the 29th day of July, 1977,  
before me, a Notary Public in and for said State, personally  
appeared DORTHY M. MCKAY, known to me to be the person whose  
name is subscribed to the within instrument, and acknowledged  
to me that she executed the same as her own free act and deed.

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 Boise, Idaho  
My Commission Expires:

(SEAL)

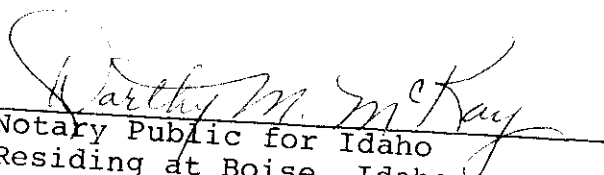
*Law Offices*

*Vernon K. Smith  
1900 Main Street  
Boise, Idaho*

STATE OF IDAHO     )  
County of Ada     :   ss.  
                          )

THIS IS TO CERTIFY That on this 29th day of July, 1977, before me, a Notary Public in and for said State, personally appeared VERNON K. SMITH, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same as his own free act and deed.

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

  
Notary Public for Idaho  
Residing at Boise, Idaho  
My Commission Expires:  
2/1/80

(SEAL)