



CERTIFICATE OF INCORPORATION  
OF

**PROTECTIVE COATINGS, 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: **February 10, 1987**



*Pete T. Cenarrusa*

SECRETARY OF STATE

by:

*[Signature]*

ARTICLES OF INCORPORATION  
OF  
PROTECTIVE COATINGS, INC.

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KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, being natural persons of full age, citizens of the United States and residents of the State of Idaho, in order to form a corporation do hereby voluntarily associate ourselves together under and pursuant to the laws of the State of Idaho and do hereby certify and declare as follows:

ARTICLE I

NAME

The name of this corporation to be used in all its dealings and transactions is PROTECTIVE COATINGS, INC.

ARTICLE II

PURPOSE

The purpose of the corporation is for maintenance and repair of asphalt and other road surfaces, and to further engage in any and all lawful business for which corporations may be organized under the Idaho Business Corporation Act.

ARTICLE III

DURATION

The corporation is to have perpetual existence.

#### ARTICLE IV

##### REGISTERED OFFICE AND REGISTERED AGENT

The address of the corporation's initial registered office in the State of Idaho is Star Route, Box 9, Hammett, County of Elmore, State of Idaho 83627. The name of the corporation's initial registered agent is Marjorie Harlan, Star Route, Box 9, Hammett, ID 83627.

#### ARTICLE V

##### STOCK

The total authorized number of par value shares of stock is 10,000. The aggregate par value of the total authorized number of par value shares is \$10,000.00.

#### ARTICLE VI

##### CLASS OF STOCK

The Corporation is authorized to issue only one class of stock and all issued stock shall be held of record by not more than two (2) persons. Stock shall be issued and transferable only to natural persons who are not nonresident aliens; however the stock shall be nonassignable.

#### ARTICLE VII

##### INCORPORATORS

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

NAMES	ADDRESSEES	SHARES
Marjorie Harlan	Star Route, Box 9 Hammett, ID 83627	2,500
Don E. Harlan	Star Route, Box 9 Hammett, ID 83627	2,400

#### ARTICLE VIII

##### DIRECTORS

The number of directors constituting the initial board of directors is two and the names and addresses 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:

Marjorie Harlan  
Star Route, Box 9  
Hammett, ID 83627

Don E. Harlan  
Star Route, Box 9  
Hammett, ID 83627

#### ARTICLE IX

##### TRANSFER OF SHARES

No stock of this corporation shall be issued or transferred to any person who is not an officer or director of this corporation, except with the consent of the board of directors evidenced by a resolution duly passed at a regular meeting of the board or at a special meeting called for that purpose. Every shareholder who for any reason shall cease to be an officer or director, his personal representatives, legatees or assigns shall be required to offer in writing to sell to the board of directors the number of shares of the

capital stock held by them to such person or persons as the board of directors shall designate by a resolution duly passed at and for the same sum per share as is determined by the parties to be the net worth of the corporation divided by the number of shares issued for the said corporation.

#### ARTICLE X

##### POWERS

The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred hereon on stockholders, directors and officers are subject to this reserved power.

#### ARTICLE XI

##### OFFICERS

Until the first annual meeting of the stockholders and the election and qualification of the officers, the following persons shall serve as the officers:

President: Marjorie Harlan

Vice-President: Don E. Harlan

Treasurer: Don E. Harlan

Secretary: Marjorie Harlan

IN WITNESS WHEREOF, We have hereunto set our hand  
and seals this 12 day of February, 1987.

Marjorie Harlan  
Marjorie Harlan

Don E. Harlan  
Don E. Harlan

STATE OF IDAHO,                     )  
  ) ss.  
County of Elmore.                   )

ON THIS 10<sup>th</sup> day of February in the year 1987,  
before me, the undersigned, a Notary Public in and for said  
State, personally appeared MARJORIE HARLAN and DON E. HARLAN,  
known to me to be the persons whose names are subscribed to  
the foregoing instrument, and acknowledged to me that they  
executed the same.

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

Joyce M. Keith  
NOTARY PUBLIC FOR IDAHO  
Residing at: mtn. Home, Idaho  
My Commission Expires: 6-30-91