



CERTIFICATE OF INCORPORATION  
OF

BITTERROOT CONSTRUCTION & SALES, INC.

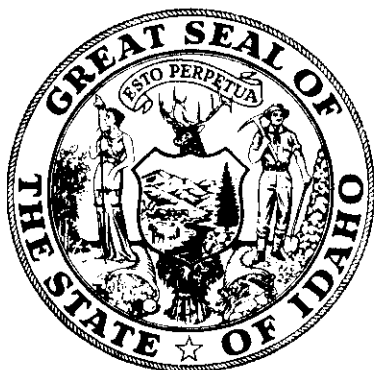
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

BITTERROOT CONSTRUCTION & SALES, INC.,

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 7, 19 80.



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

KNOW ALL MEN BY THESE PRESENTS, That we, Glenn Goddard, Star Route, North Fork, Idaho 83466, Robert W. Stricklan, Box 1488, Salmon, Idaho 83467, Glen Davis, Box 1887, Salmon, Idaho 83467, and Jay Murphy, Box 1713, Salmon, Idaho 83467, all of whom are United States citizens, and all over the age of 21 years, hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and do declare and hereby adopt the following articles of incorporation:

I

The name of the corporation shall be Bitterroot Construction & Sales, Inc.

II

The duration of this corporation shall be perpetual.

III

The registered office of this corporation shall be located at Salmon, Idaho, or any other place deemed advisable by the Board of Directors, and the post office address of its registered office shall be Box 2157, Salmon, Idaho 83467. *The registered agent is Jay Murphy.*

IV

The objects and purposes of this corporation shall be:

To deal in selling and installing equipment, including designing, manufacturing and all other allied activities in connection therewith; to engage in business of both wholesale and retail as dealers in manufacturing, installing, designing and selling. To own, operate and control chain stores, dealing in all kinds of merchandise; to produce and deal in manufacturing; to buy and sell merchandise at wholesale and retail, and conduct a general mercantile business; to construct and otherwise acquire, and to maintain and operate hotels, motels and any other form of hostelry; to buy and sell real estate, and receive rents therefrom and conduct a general real estate business.

To acquire the good will, rights, assets and property of any person, firm, association or corporation engaged in a business similar to that in which this corporation is authorized to engage, to pay for the same in cash, shares of stock of this corporation, bonds or other evidences of indebtedness, or otherwise to undertake or assume the whole or any part of the obligations or liabilities of any such business; to hold, conduct, or in any manner to dispose of the whole or any part of the property or business so acquired; to exercise any and all powers necessary or convenient in or about the conduct and management of such business, providing the same be within the powers of a corporation organized under the laws of the State of Idaho.

To purchase, take, receive, lease or otherwise acquire, and to own, hold, improve, use or otherwise deal in and with, real or personal property, or any interest therein, and to sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets.

To apply for, obtain, register, purchase, lease or otherwise acquire any patents, inventions, licenses, trade marks, trade names, copyrights, processes, formulas and the like; and to hold, use, operate, develop, grant licenses in respect of, sell or otherwise turn to account the same.

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, use, employ, sell, mortgage, lend, pledge or otherwise dispose of; and, otherwise use and deal in and with shares or other interest, in, or obligations of, other domestic or foreign corporations, associations, partnerships or individual, or direct or indirect obligations of the United States or of any government, state, territory, governmental district or municipality or of any instrumentality thereof, and while the owner or holder of the same to possess and exercise in respect thereof any and all the rights, powers and privileges of individual holders or owners, including the right to vote thereon.

To purchase, take, receive or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares of capital stock, provided that it shall not purchase its own shares of capital stock when to do so would cause any impairment of its capital, and provided further that shares of its own capital stock belonging to it shall not be voted upon, directly or indirectly.

To borrow or raise money for any of the purposes of the corporation, and it to issue notes, bonds, debentures or other obligations of any nature for moneys so borrowed or for property acquired for any of the purposes of the corporation, and to secure the payment thereof and of the interest thereon, by mortgage upon or pledge of the whole or any part of the property of the corporation, real or personal, whether at the time owned or thereafter acquired.

To lend money for its corporate purposes, invest its funds from time to time, and take and hold real and personal property as security for the payment of funds so loaned or invested.

To make and perform contracts, to do any acts and things necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any one or more of the purposes or objects herein enumerated or incidental to the powers herein specified, to the extent that the same may lawfully be done by a corporation organized under the stock corporation law of the State of Idaho.

To carry out all or any part of the aforesaid purposes and objects and conduct its business at one or more places in the State of Idaho, and, in so far as may be permitted by law, in any state, territory, district or possession of the United States, or in any foreign country.

It is intended that the foregoing clauses shall be construed both as purposes and powers and that, in addition to the foregoing powers, the corporation shall have and may exercise all the powers now or hereafter conferred by the laws of the State of Idaho and acts amendatory thereof and supplemental thereto upon corporations formed under the stock corporation law of said state. The foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the powers of the corporation.

V

The corporation shall have its principal place of business at Salmon, Idaho.

VI

The total number of shares of the corporation shall be 20,000 with a par value of \$1.00 per share, and all shares shall be of the same class and have full and equal voting powers and rights.

If a share holder at any time offers shares of this corporation for sale, the other share holders shall have the First Right of Refusal on said shares. Meaning and intending that the other share holders shall have 90 days after receiving written notice of the share holders' desire to sell corporation stock within which to purchase said stock at the offered price.

VII

The number of corporation directors shall be at least three or any odd number in excess of three as passed by a resolution of the Board of Directors. It shall not be necessary for a director to be a share holder.

VIII

At all meetings of share holders, a majority in number of shares entitled to vote at such meetings present, either in person or represented by proxy, shall constitute a quorum.

IX

The names and post office addresses of the corporation directors until the first annual meeting of the Bitterroot Construction & Sales, Inc. stockholders are as follows:

<u>NAMES</u>	<u>POST OFFICE ADDRESSES</u>
Glenn Goddard	Star Route, North Fork, Idaho 83466
Robert W. Stricklan	Box 1488, Salmon, Idaho 83467
Glen Davis	Box 1887, Salmon, Idaho 83467
Jay Murphy	Box 1713, Salmon, Idaho 83467

X

The name and post office address of each subscriber to this certificate of incorporation and the statement of the number of shares to be issued to each is:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>SHARES</u>
Glenn Goddard	Star Route, North Fork, Idaho 83466	1,000
Robert W. Stricklan	Box 1488, Salmon, Idaho 83467	1,000
Glen Davis	Box 1887, Salmon, Idaho 83467	1,000
Jay Murphy	Box 1713, Salmon, Idaho 83467	1,000

XI

The meetings of the Board of Directors of the corporation may be held within or without the State of Idaho.

XII

The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation or in any amendment thereto in the manner now or hereafter prescribed by law, and all rights conferred upon share holders in the certificate of incorporation or any amendment there to are granted, subject to this reservation.

IN WITNESS WHEREOF, We have made, signed and acknowledged this certificate this

28<sup>th</sup> day of January, 1980.

Jay Murphy  
Glen Davis  
Robert W. Stricklan  
Glenn Goddard

STATE OF IDAHO

County of Lemhi--SS

On this 6<sup>th</sup> day of Feb., 1980, before me, the undersigned, a Notary Public in and for said state, personally appeared Glenn Goddard, Robert W. Stricklan, Glen Davis and Jay Murphy, all known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

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

Ernest Stricklan

Notary Public for Idaho, residing at Salmon, Idaho