

**ARTICLES OF INCORPORATION  
OF  
BAR S&J CONSTRUCTION CORP.**

2014 JUL 21 PM 12:40

SECRETARY OF STATE  
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of legal age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, pursuant to the laws of the State of Idaho, do hereby certify as follows:

**I.**

**NAME**

The name of the corporation shall be BAR S&J CONSTRUCTION CORP.

**II.**

**REGISTERED OFFICE**

The location and post office address of the registered office of the corporation shall be 11756 W. Roosevelt Avenue, Nampa, Idaho 83686.

**III.**

**REGISTERED AGENT**

The name of the registered agent of the corporation is Jeffrey Dale Pierce.

**IV.**

**DURATION**

The period of existence and duration of the corporation shall be perpetual.

IDAHO SECRETARY OF STATE

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V.

**CORPORATE PURPOSE**

The purpose for which the corporation is organized shall be the transaction of any and all lawful business for which corporations may be incorporated under the laws of Idaho.

VI.

**AUTHORIZED CAPITAL STOCK**

The corporation shall have 1,000 shares of no par value common stock. Each share shall have the same rights, privileges and voting power and shall be non-assessable.

VII.

**INCORPORATOR**

The name and post office address of the incorporator is as follows:

<u>Names</u>	<u>Post Office Addresses</u>
Jeffrey Dale Pierce	11756 W. Roosevelt Ave, Nampa, ID 83686

VIII.

**DIRECTOR**

There shall be one (1) director of the corporation, but the number of directors may be increased or decreased from time to time as provided by the bylaws. The name and post office address of the initial director, named by the incorporator, is as follows:

<u>Names</u>	<u>Post Office Addresses</u>
Jeffrey Dale Pierce	11756 W. Roosevelt Ave, Nampa, ID 83686

The initial director shall serve until the first election of the directors.

**IX.**

**BYLAWS**

The Board of Directors, by a majority vote, shall have the power to adopt bylaws, and to repeal and amend bylaws.

**X.**

**NO IMPOSITION OF PERSONAL LIABILITY UPON SHAREHOLDERS**

There shall be no imposition of personal liability on shareholders of this corporation for the debts of this corporation other than to pay the consideration for the shares authorized to be issued to the shareholder and for any personal liability imposed under law by reason of the shareholder=s own acts or conduct.

**XI.**

**PREEMPTIVE RIGHTS**

This corporation elects to have preemptive rights.

**XII.**

**LIMITATION OF LIABILITY OF DIRECTORS TO SHAREHOLDERS**

The Directors of this corporation shall not be liable to the shareholders for money damages for any action taken, or any failure to take any action, as a director except for action taken, or any failure to take any action, as a director and the director received financial benefit to which he was not entitled and limited to that amount and/or the intentional infliction of harm to this corporation or its shareholders and/or a violation of Section 30-1-833 Idaho Code and/or an intentional violation of criminal law.

### **XIII.**

#### **INDEMNIFICATION OF DIRECTORS FOR LIABILITY**

It is obligatory for this corporation to indemnify director liability to any person for any action taken, or any failure to take any action as a director, except for liability for receipt by the director of a financial benefit to which the director is not entitled, and/or an intentional infliction of harm to this corporation or its shareholders, and/or a violation of Section 30-1-833 Idaho Code and/or an intentional violation of criminal law.

### **XIV.**

#### **DIRECTOR CONFLICTS OF INTEREST**

No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation, shall be in any way affected or invalidated by the fact that any of the directors' interest in that of the corporation are pecuniary or otherwise interested in, or are directors or officers of such other corporation; any director individually, or any firm of which such director may be a member, may be a party to, or may have pecuniary or other interest in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors; and the director of the corporation who is also so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

**IN WITNESS WHEREOF**, the undersigned incorporators of said corporation  
have executed these Articles of Incorporation this 21<sup>st</sup> day July, 2014.



Jeffrey Dale Pierce

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