

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

WALKING A CONSTRUCTION, 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: December 21, 1992



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *[Signature]* *[Signature]*

ARTICLES OF INCORPORATION

OF

WALKING A CONSTRUCTION, INC.

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IDAHO SECRETARY OF STATE

The undersigned persons of the age of twenty-one years or more, as incorporators of a corporation (hereinafter referred to as "Corporation") under the provisions of the Idaho Business Corporations Act (hereinafter referred to as the "Act"), adopt the following Articles of Incorporation.

ARTICLE I

The name of the Corporation is Walking A Construction, Inc.

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The objects and purposes for which this corporation is formed are: as principal, agent or otherwise, to do in any part of the world any and all things hereinafter set forth to the same extent as natural persons might or could do in furtherance thereof, but not in limitation of the general powers conferred by the laws of the State of Idaho. We expressly provide that this Corporation shall have power:

- (a) To engage in the business of general building construction and contracting, and to acquire or operate, lease and dispose of alike business and to hold permits as are expedient to conduct said business.
- (b) For the purpose of buying, selling, jobbing or otherwise dealing in, either in wholesale, or retail, both on its own account or as agent for other persons or corporations on commission or otherwise, real property and personal property of all types and descriptions.
- (c) To process, deal in, manufacture, install, store, handle, transport, or otherwise work in or with building materials and fixtures of all kinds and any and every other material, appurtenance, or process useful in, necessary for, or convenient in building, construction, engineering, and

maintenance.

(d) To engage in, conduct and carry on, as principals, agents, or any capacity whatever, the business of dismantlers and excavators, including the construction, erecting, enlarging, extending, altering, repairing, completing, dismantling, removing, wrecking, or otherwise engaging in any work upon any and all kinds of property both real and personal, wheresoever situated.

(e) To engage in the rental, loan and lease of automobiles, trucks, tractors, trailers, and, without limitation, all types of motor vehicles, and, in connection therewith, to purchase and sell motor vehicles and equipment, vehicle parts, articles and accessories, and to perform repairs and services in connection with the leasing, loaning, or rental of such vehicles, and to acquire, hold, and own any and all licenses, permits, and franchises necessary or useful in connection with the business.

(f) To engage in the business of warehousing, moving, and storage of property and do all acts necessary to carry on said business.

(g) To receive, acquire, hold, purchase, dispose of, convey, mortgage, and/or lease, real and personal properties; to dispose of, sell, lease, sign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the Corporation, other than its franchise of being a corporation, and to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, pledge and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidences of indebtedness, of its own and of other corporations, domestic and/or foreign.

(h) To conduct business in this State, other States, District of Columbia, territories and colonies of the United States and in foreign countries, and to have one or more offices and places of business out of this State, and to acquire, receive, hold, purchase, lease, mortgage, dispose of, and/or convey real and personal property situate out of this State.

(i) To enter into, make, perform, and carry out contracts of

every kind and for any lawful purpose, without limit as to amount, with any person, firm, association, corporation, municipality, state, government, or any subdivision, district or department thereof.

(j) To carry on any lawful business whatsoever in connection with the foregoing or which is calculated directly or indirectly to promote the interest of the Corporation or to enhance the value of its properties and to have and exercise all right, powers and privileges which are now or may hereafter be conferred by the State of Idaho upon corporations; to execute from time to time general or special powers of attorney to persons, firms, associations or corporations and to revoke same as and when the Board of Directors may determine; and to do any or all of the things herein set forth to the same extent as natural persons might or could do.

(k) Any and all of the rights, powers, privileges or restrictions in these Articles of Incorporation granted and contained, conferred or imposed may be enlarged, amended, altered, changed in any manner and to any extent, or repealed by Articles of Amendment made, executed, authorized by the laws of the State of Idaho.

(l) To do any and all such other acts, things, business or businesses in any manner connected with or necessary, incidental, convenient or auxiliary to any of the objects hereinbefore enumerated, or calculated, directly or indirectly to promote the interest of the corporation and to carry on its purposes, or for the purposes of attaining or furthering in any of its businesses.

(m) To lend money and negotiate loans; to draw, accept, endorse, discount, sell and deliver bills of exchange, promissory notes, bonds, obligations, securities of any government or authority or company; to form, promote, subsidize and assist companies, firms, and partnerships of all kinds; to act as surety and guarantor in any and all types of engagements, including the power to execute, endorse and deliver contracts and to guarantee the prompt and faithful performance and payment of debts, notes, agreements, contracts and

the undertaking of any other person, firm, partnership or corporation; and including also the power to act as an accommodation co-maker or guarantor of obligations either as a primary or secondary obligor; to enter into any arrangements with any authorities, municipal, local or otherwise conducive to the company's objects or any of them, and to obtain from any such government authority any rights, privileges and concessions which the company may think is desirable to obtain, and to carry out, exercise and comply with any such arrangements, right, privileges, and concessions. Generally to carry on and undertake any business, undertaking, transaction, or operation commonly carried on or calculated directly or indirectly to enhance the value of, or render profitable, any of the Corporation's property or rights.

(n) The several clauses contained in this statement of purpose shall be construed, as both purposes and powers, and the statements contained in each clause shall, except where otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause, but shall be regarded as independent purposes and powers.

#### ARTICLE IV

The address of the registered office of the Corporation is 1445 Mtn. View Drive, Gooding, Idaho 83330 and the name of the registered agent at that address is Amy Claudette Brown.

#### ARTICLE V

The Corporation will not commence business until the consideration has been received for the initial capital stock subscriptions.

#### ARTICLE VI

Section 1. Authorized Shares. The total authorized capital stock of the Corporation shall be divided into One Hundred (100) shares of common stock with a par value of One Dollar (\$1.00) per share.

Section 2. Stock Non-assessable. The private property of the stockholders of this Corporation shall not be subject to the payment of corporate debts of any extent whatsoever.

Section 3. Voting Power. The entire voting power of the election of directors and for all other purposes shall be vested exclusively in the holder of said common stock, who shall be entitled to one vote for each share of common stock held by them on record.

Section 4. Dividends. The holders of the capital stock shall be entitled to receive, when and as declared by the Board of Directors, out of the unreserved earned surplus of the Corporation as defined in the Idaho Business Corporation Act, dividends payable either in cash, in property, or in shares of the capital stock of the Corporation.

Section 5. From time to time, the capitalization of the Corporation may be increased or decreased as provided by law and if the capitalization is increased such amendment may provide for different classes of stock with voting or dividend rights or privileges as may be provided in such amendment.

#### ARTICLE VII

Section 1. Meetings of Shareholders. Meetings of the shareholders of the Corporation may be held at such place, within or without the State of Idaho, as may be provided in the Code of By-laws. In the absence of any such provisions, all meetings shall be held at the registered office of the Corporation.

Section 2. Meeting of Directors. Meetings of the Board of Directors of the Corporation, regular or special, may be held either within or without the State of Idaho.

Section 3. Code of By-Laws. The initial By-laws of the Corporation shall be adopted by its Board of Directors. The power to alter, amend or repeal the By-laws, or to adopt new By-laws, shall be vested in the Board of Directors. The By-laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the Act or these Articles of Incorporation.

#### ARTICLE VIII

Section 1. Initial Board of Directors. The initial Board of

Directors, shall consist of the two (2) incorporators hereinafter named in Article XI of these Articles of Incorporation, which directors shall serve until the first election of directors.

Section 2. Number of Directors. The number of directors of the Corporation shall be two (2), unless and until otherwise determined by vote of a majority of the entire Board of Directors. The number of Directors shall not be less than two, unless all of the outstanding shares are owned beneficially and of record by less than two shareholders, in which event the number of directors shall not be less than the number of shareholders permitted by statute.

#### ARTICLE IX

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 in any way be affected or invalidated by the fact that any of the Directors of the Corporation are pecuniarily or otherwise interested in, or are Directors of or officers of, such other corporation and Director individually, or any firm of which a Director may be a member, may be pecuniarily or otherwise interested 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 any Director of the Corporation who is also a Director of or officer of such other corporation or who is 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 any such contract or transaction with like force and effect as if he were not such Director or officer of such other corporation or not so interested.

#### ARTICLE X

After the initial subscription of shares as indicated by signed subscription agreements, of the Corporation's authorized shares have been

issued, each holder of shares in this Corporation shall have the first right to purchase shares of this Corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this Corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty days of receipt of notice in writing from the Corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his pre-emptive rights.

ARTICLE XI

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

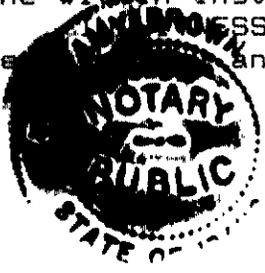
Timothy E. Brown	1445 Mtn. View Dr Gooding, ID 83330	Twenty-four shares
Dale E. Adams	1206 E 4100 N Buhl, ID 83316	Twenty-four shares
Amy C. Brown	1445 Mtn. View Dr Gooding, ID 83330	Fifty-two shares

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 18<sup>th</sup> day of December, 1992.

Timothy E. Brown  
Dale E. Adams  
Amy Brown

STATE OF IDAHO )  
 )ss.  
County of Gooding )

On this 18<sup>th</sup> day of December, 1992, before me, the undersigned, a Notary Public in and for said State, personally appeared Timothy E. Brown and Dale E. Adams, 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 affixed my official seal and year in this certificate first above written.



Amy Brown  
 Amy Brown  
 Notary Public State of Idaho  
 Residing at Gooding, ID  
 Commission Expires 08-29-94

STATE OF IDAHO )  
 )ss.  
County of Gooding )

On this 18<sup>th</sup> day of December, 1992, before me, the undersigned, a Notary Public in and for said State, personally appeared Amy C. Brown, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she 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.

*Walter C. Nelson*  
Notary Public of Idaho  
Residing at Gooding, ID  
Commission Expires: 1-20-93