

# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

#### **ACTION HOMES INC.**

was filed in the office of the Secretary of State on the **Twenty-sixth** day of **March** A.D. One Thousand Nine Hundred **Sixty-five** and **will be** / duly recorded on ~~Film No.~~ microfilm of Record of Domestic Corporations, of the State of Idaho, 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,** 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 **26th** day of **March**, A.D., 1965 .

**ARNOLD WILLIAMS**  
Secretary of State

By Deputy Secretary of State.

IN THE OFFICE OF THE SECRETARY OF STATE

STATE OF IDAHO

\* \* \* \* \*

In the Matter of the )  
Incorporation of )

ACTION HOMES INC., )

A Domestic Corporation )  
for Profit )

ARTICLES OF INCORPORATION

\* \* \* \* \*

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned persons, all of whom are natural persons of full age, and at least two-thirds of whom are citizens of the United States of America, do hereby voluntarily associate ourselves together for the purpose of forming a general business corporation for profit, and in compliance with the laws and statutes of the State of Idaho, we do hereby certify and declare as follows:

ARTICLE FIRST

The name of this corporation shall be ACTION HOMES INC.

ARTICLE SECOND

The duration of this corporation shall be perpetual, but nothing herein contained shall prevent the sooner winding up of the corporation under the laws and statutes of the State of Idaho, if such winding up thereof be deemed advisable.

ARTICLE THIRD

The registered office of this corporation shall be 3827 Overland Road in Boise City, Ada County, State of Idaho, but nothing herein contained shall prohibit the change of the registered office of this corporation to different locations in the future.

ARTICLE FOURTH

The purposes and powers of this corporation shall be as follows:

1. To conduct and carry on the business of builders and contractors for the purpose of building, erecting, altering, repairing

or doing any other work in connection with any and all classes of building and improvements of any kind and nature, whatsoever, including the building, rebuilding, alteration, repairing or improvement of houses, factories, buildings, works or erections of every kind and description whatsoever, including the locating, laying out and constructing of roads, avenues, docks, slips, sewers, bridges, wells, walls, canals, railroads or street railways, power plants, and generally in all classes of buildings, erections and works, both public and private, or integral parts thereof, and to perform engineering and architectural work, including the preparation of plans and specifications in expert work, as acting and consulting and superintendent engineers and architects, and generally to do and perform any and all works as builders and contractors, and with that end in view to solicit, obtain, make, perform and carry out contracts covering the building and contracting business and the work connected therewith.

2. To manufacture, buy, sell, trade and deal in all and every kind of material, product, manufactured or unmanufactured, iron, steel, wood, brick, cement, granite, stone and other products and materials, including the quarrying of stone, to buy, acquire, hold, use, employ, mortgage, convey, lease, and dispose of patent rights, letters patent, processes, devices, inventions, trademarks, formulas, goodwill and other rights; to take, acquire, buy, hold, own, maintain, work, develop, sell, convey, lease, mortgage, exchange, improve and otherwise deal in and dispose of real estate and real property or any interest or rights therein without limit as to the amount; to lend money on bonds, secured by mortgage and real property and to make advances from time to time on bonds secured by mortgage for future advance on real estate, but nothing herein set forth shall give or be construed to give said corporation any banking powers.

3. To purchase, acquire, hold and dispose of stocks, bonds and other obligations including judgments, interest, accounts or debts of any corporation, domestic or foreign owning or controlling any articles which are or might be or become useful in the business of this company, and to purchase, acquire, hold and dispose of stocks, bonds or other obligations including judgments, interests, accounts or debts of any corporation, domestic or foreign engaged in a business similar to that of this company, 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 company, or in which, or in connection with which, the manufactured articles, product or property of this company may be used, or of any corporation with which this corporation is or may be authorized to consolidate according to law, and this company may issue in exchange therefor the stock, bonds or other obligations of this company.

4. To purchase, take and lease, or in exchange, hire or otherwise acquire any real or personal property, rights or privileges suitable or convenient for any of the purposes of this business, and to purchase, acquire, erect and construct, make improvement of buildings or machinery stores or works, in so far as the same may be appurtenant to or useful for the conduct of the business as above specified, but only to the extent to which the company may be authorized by the statutes under which it is organized.

5. To acquire and carry on all or any part of the business or property of any company engaged in a business similar to that authorized to be conducted by this company, or with which this company is authorized under the laws of this state to consolidate, or whose stock the company under the laws of this state and the provisions of this certificate is authorized to purchase and to undertake in conjunction therewith, any liabilities of any person, firm, association or company described as aforesaid, possessing of property suitable for

any of the purposes of this company, or for carrying on any business which this company is authorized to conduct, and as for the consideration for the same to pay cash or to issue shares, stocks or obligations of this company.

6. Subject to the limitations herein prescribed and the statutes of this state, to purchase, subscribe for or otherwise acquire and to hold the shares, stocks or obligations of any company organized under the laws of this state or of any other state, or of any territory of the United States, or of any foreign country, and to sell or exchange the same, or upon the distribution of assets or divisions of profits, to distribute any such shares, stocks, or obligations or proceeds thereof among the stockholders of this company.

7. Subject to the limitations herein prescribed and the requirements of the statutes of this state, to borrow or raise money for any purposes of the company, 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 company now owned or hereafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

8. Subject to the limitations herein prescribed and the requirements of the statutes of this state, to guarantee the payment of dividends or interest on any shares, stocks, debentures or other securities issued by, or any other contract or obligation of, any corporation described as aforesaid, whenever proper or necessary for the business of the company, and provided the required authority be first obtained for that purpose, and always subject to the limitations herein prescribed.

9. And further to do and perform and cause to be done or performed each, any and all of the acts and things above enumerated, and any and all other acts and things in so far as the same may be incidental to or included in any or all of the general powers given, always provided on the grant of the foregoing enumerated powers is

upon the express condition precedent, that the various powers above enumerated shall be exercised by said company only in case the same are authorized to be exercised by the acts above recited under which said company is organized, and the same shall be exercised by said company only in the manner and to the extent that the same may be authorized to be exercised under the said acts above recited under which it was organized. The said corporation may perform any part of its business outside the state of Idaho and in other states of the United States, its possessions and foreign countries.

#### ARTICLE FIFTH

The capitalization of this corporation shall be in the sum of \$25,000.00.

This corporation shall have but one class of stock, to be known and designated as "Common Stock," totaling 25,000 shares at one dollar (\$1.00) par value per share. All shares when issued shall have equal voting rights, and shall, when issued, be fully paid and nonassessable.

#### ARTICLE SIXTH

The names of the incorporators, together with a statement of the number of shares subscribed by each, and their post office addresses, are as follows:

<u>Name</u>	<u>Address</u>	<u>Number of Shares</u>
MICHAEL H. MORRISON	3030 Barr St., Boise, Idaho	5,000
MELVIN R. KILLINGSWORTH	Route 3, Boise, Idaho	5,000
MAX L. PEDERSEN	2815 Gavin St., Boise, Idaho	5,000

#### ARTICLE SEVENTH

The management of this corporation shall be vested in a Board of not less than three (3) directors, who shall be elected by the stockholders at the annual meeting of the stockholders. The number of members upon the Board may be expanded or diminished from time to time by a two-thirds vote of the directors at any regular or special meeting called for that purpose.

The Board of Directors shall convene at least once a year immediately following their election to office, but may from time

to time assemble for special meetings, either with or without notice, either within or without the State of Idaho, as often as said Board of Directors may be called into session by the President of said corporation.

Nothing in these Articles of Incorporation shall require any director or officer to be a stockholder in said corporation.

At all meetings of the Board of Directors a majority vote shall be required to pass any official act of the corporation, except wherein a different requirement is imposed by the statutes of the State of Idaho. At the first annual meeting of the Board of Directors, said directors shall elect officers of said corporation. The officers of this corporation shall be as follows: President, Vice-President and Secretary-Treasurer, but nothing herein specified shall prevent the Board itself to divide the office of Secretary-Treasurer into two offices and/or to create additional offices of the corporation.

#### ARTICLE EIGHTH

Until the first annual meeting of the corporation, the officers and directors of this corporation shall be as follows:

MICHAEL H. MORRISON, President and Director

MELVIN R. KILLINGSWORTH, Vice-President and Director

MAX L. PEDERSEN, Secretary-Treasurer and Director

#### ARTICLE NINTH

The annual meeting of the stockholders of this corporation shall be held on the first Monday in April of each year, commencing with the year 1966; provided, however, that in the event the first Monday of April of any year shall fall upon any legal holiday, then said annual meeting of said stockholders shall be held on the next business day.

At each annual meeting of the stockholders, such stockholders, in addition to any other business to be transacted at such meeting, shall elect directors to serve for the ensuing year; provided, however, that nothing herein contained shall prevent the stockholders or directors to increase or decrease the number of directors, as provided in the By-Laws or the laws and statutes of the State of Idaho.

ARTICLE TENTH

Within thirty (30) days next following the filing of these Articles of Incorporation, the stockholders and directors shall adopt a code of By-Laws for its government, which shall not be inconsistent with the laws and statutes of the State of Idaho.

The By-Laws of this corporation may be amended or repealed, or any By-Law may be adopted at any annual or special meeting of the stockholders or any regular or special meeting of the directors; provided, however, that such call for such meeting to adopt, repeal or to amend the By-Laws states such purpose. The amendment of By-Laws may be by a majority vote.

IN WITNESS WHEREOF, We have hereunto set our hands and seals and caused these Articles of Incorporation to be executed in triplicate this 25th day of March, 1965.

Michael H. Morrison (SEAL)  
MICHAEL H. MORRISON

Melvin R. Killingsworth (SEAL)  
MELVIN R. KILLINGSWORTH

Max L. Pedersen (SEAL)  
MAX L. PEDERSEN

STATE OF IDAHO    )  
                          ) ss.  
County of Ada    )

This is to certify that on this 25th day of March, 1965, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared MICHAEL H. MORRISON, MELVIN R. KILLINGSWORTH, and MAX L. PEDERSEN, each known to me to be the persons whose names are subscribed to the within instrument, and before me and in my presence they acknowledged to me that they executed the same.

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

John H. Fairchild  
Notary Public for the State of Idaho  
Residence: Boise, Idaho