

## Department of State

### CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

**A & R CONSTRUCTION, INC.**

was filed in the office of the Secretary of State on the **2nd** day of **February** **Will be** A.D., One Thousand Nine Hundred **Seventy-two** and **Microfilm** duly recorded on Film No. 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 **Lewiston** in the County of **New Perce**

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 **2nd** day of **February**, A.D., 19 **72**.

Pete T. Cenarrusa  
Secretary of State.

Ass't. Corporation Clerk.

ARTICLES OF INCORPORATION

OF

A & R CONSTRUCTION, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being natural persons of legal age, and at least two-thirds of them being citizens of the United States, in order to form a corporation for the purposes hereinafter stated pursuant to the Business Corporation Act of Idaho, do hereby certify as follows:

FIRST:

The name of the corporation is A & R CONSTRUCTION, INC.

SECOND:

The purposes for which said corporation is formed are:

To carry on and conduct a general engineering, contracting, construction business, including therein the designing, constructing, enlarging, repairing, remodeling, removing, improving, or otherwise engaging in any work upon commercial buildings, industrial buildings or residences, roads, highways, dams, bridges, piers, docks, dikes, mines, shafts, waterworks, railroads, railway structures, channel improvement and realignment, and all iron, steel, wood, masonry and earth construction, and to extend and receive any contracts or assignments of contracts therefor or in relation thereto or connected therewith, and to manufacture and furnish the building materials and supplies connected therewith.

To engage in and carry on a general contracting and constructing business including grading, paving, constructing and repairing roads, streets, alleys and sidewalks, and erecting, altering and repairing of buildings, and any and all classes of construction; to manufacture, buy, sell, quarry, process and deal in brick, stone, lumber, cement, sand, rock, asphalt and all related materials and derivatives; to dig, dredge, mine, quarry, manufacture and refine sand, asphalt, limestone and other stones and materials; to manufac-

ture, sell, produce, apply and supply asphalt, asphalt materials and derivatives and by-products, cut-back asphalts, bituminous emulsions and similar products used in waterproofing and construction operations and to manufacture, purchase, own, hold, lease, sell or otherwise dispose of and deal in all necessary machinery, fixtures, plants, shops, buildings, apparatus, tools and equipment necessary to carry on said business.

To buy, sell, deal in, exchange or otherwise acquire or dispose of any part of or all of the capital stock or assets of any corporation, partnership or sole proprietorship, or to undertake to guarantee the obligation of any corporation, partnership or sole proprietorship.

To lend money, either without any collateral security or on the security of real or personal property, and to enter into, make, perform and carry out, or cancel and rescind contracts of every kind and for any lawful purpose with any person, firm, association, corporation, syndicate, governmental, municipal or public authority, domestic or foreign, or others.

To make, execute and enter into contracts with, and to take and receive contracts or assignments of contracts from any and all persons, firms, co-partnerships, associations and corporations, for doing any or all of the acts or things that this corporation is, or may be, authorized to do; and to carry out and perform, assign or sublet to others in whole or in part, any or all such contracts, whether originally made and entered into by this corporation, or acquired by assignment from others.

To be appointed and to act as the agent or representative, or both, of any corporation, firm or individual in any and all parts of the world, in such capacity and on such terms and conditions as may from time to time be mutually determined upon.

To conduct a general agency business, to employ, engage, hire, and to appoint corporations, firms and individuals in any and all

parts of the world; to act as agents and/or sub-agents for this company in such capacity and on such conditions as may be determined from time to time by the board of directors.

To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign, and transfer, or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares and merchandise and personal property of every class and description.

To acquire, and pay for in cash, stocks or bonds of this corporation or otherwise, the good will, rights, capital stock, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To borrow or raise moneys for any of the purposes of the corporation, and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness for any of the objects or purposes of the corporation, and to secure payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

To endorse, guarantee and secure the payment and satisfaction of bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations and evidences of indebtedness, and also to guarantee and secure the payment or satisfaction of interest on obligations and of dividends on shares of the capital stock of other corporations, also to assume the whole or any part of the liabilities existing or prospective of any person, corporation, firm or association and to aid in any manner any other person, firm or association with which it has business dealings or whose stock, bonds, or other obligations

are held or are in any manner guaranteed by the corporation, and to do any other acts and things for the preservation, protection, improvement or enhancement of the value of such stocks, bonds or other obligations.

To have one or more offices, to carry on all or any of its operations and business, and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, pledge, sell, convey or otherwise dispose of such real and personal property as the purposes of this corporation may require, in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country.

To engage in any of the activities enumerated herein either alone or in conjunction with other persons, firms or corporations by joint lease, joint venture, or other forms of joint enterprise.

In general to carry on any other 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 the rights, powers and privileges which are now or may hereafter be conferred by the laws of Idaho, to execute from time to time general or special powers of attorney to persons, firms, associations or corporations, either in the United States or in any other country, state or locality, and to revoke the same as and when the board of directors may determine, and to do any and all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in no wise limited or restricted by reference to, or inference from the terms of any other clause in these Articles of Incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

THIRD:

The location and post office address of the registered office of the corporation is 2041 First Avenue North, Lewiston, Nez Perce County, Idaho.

FOURTH:

The total authorized number of par value shares is 1,000 shares of the par value of \$100.00 per share, aggregate par value, \$100,000.00.

FIFTH:

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

Alvin F. Connerley	2041 1st Avenue N. Lewiston, Idaho	1 share
Luana Connerley	2041 1st Avenue N. Lewiston, Idaho	1 share
Wynne M. Blake	P. O. Drawer 285 Lewiston, Idaho	1 share.

SIXTH:

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

SEVENTH:

The board of directors shall consist of three directors or such other number as shall be established by the By-Laws of the corporation. Any vacancies occurring in the office of any director, however occasioned, may be filled by the remaining members of said board. On failure of the board to elect, a special meeting of the stockholders shall be called to fill the vacancy.

EIGHTH:

The existence of this corporation is to be perpetual.

NINTH:

The directors shall have the power to make and to alter or amend the by-laws, to fix the amount to be reserved as working capital and to authorize and cause to be executed mortgages and liens without limit as to the amount upon the property and franchise of this corporation.

TENTH:

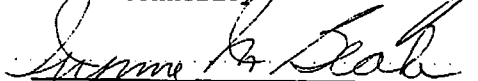
This corporation shall indemnify any and all of its directors or officers or former directors or officers or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any by-law, agreement, vote of stockholders, or otherwise.

We, the undersigned, for the purpose of forming a corporation under the laws of the State of Idaho, do make, file and record this certificate and do hereby certify that the facts herein stated are true; and we have accordingly hereunto set our respective hands and seals.

DATED at Lewiston, Idaho, this 3/24 day of January, 1972.

  
Alvin F. Connerley (SEAL)

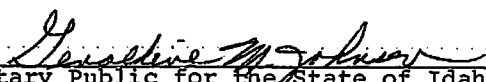
  
Luana Connerley (SEAL)

  
Wynne M. Blake (SEAL)

STATE OF IDAHO            )  
                              ) ss.  
County of Nez Perce     )

BE IT REMEMBERED that on this 31st day of January, 1972,  
personally appeared before me ALVIN F. CONNERLEY, LUANA CONNERLEY  
and WYNNE M. BLAKE, parties to the foregoing certificate of incorpora-  
tion, known to me personally to be such, and I have first made  
known to them, and each of them, the contents of said certificate,  
and they did each severally acknowledge that they signed, sealed  
and delivered the same as their voluntary act and deed, and each  
deposes that the facts therein stated were truly set forth.

Given under my hand and seal of office the day and year  
aforesaid.

  
Notary Public for the State of Idaho  
Residing at Lewiston therein.  
My Commission expires: Aug 15, 1975