

FILED EFFECTIVE  
2004 MAR 18 AM 8:33  
CLERK OF STATE  
STATE OF IDAHO

ARTICLES OF INCORPORATION  
OF  
ROOD CONSTRUCTION, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, in order to form a corporation for the purposes hereinafter stated, pursuant to the Idaho Business Corporation Act, do hereby adopt the following articles of incorporation, to-wit:

I.

NAME

The name of this corporation shall be Rood Construction, Inc.

II.

PURPOSES

The purposes for which this corporation is formed are as follows:

- (a) To engage in the business of a general contractor, and,
- (b) To own property, enter into contracts, and carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objectives of the corporation, and to do every other act and thing incidental to such purposes that is not prohibited by the laws of the State of Idaho or by these articles of incorporation.

III.

DURATION

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

IV.

REGISTERED OFFICE

The initial location of the principal place of business and registered office of the corporation shall be 1850 North 5<sup>th</sup> East, Mountain Home, Idaho, and the mailing address shall be 1850 North 5<sup>th</sup> East, Mountain Home, Idaho 83647. The name of the registered agent at the above address shall be Eric C. Rood.

ARMING SECRETARY OF STATE  
03/18/2004 05:00  
CK: 19001 CT: 5421 BH: 733947  
1 @ 100.00 = 100.00 CORP # 2

C153698

V.

CAPITAL STOCK

Its capital stock shall consist of One Hundred Thousand (100,000) shares of common stock with no par value.

VI.

INCORPORATORS

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

NAME	POST OFFICE ADDRESS	NO. OF SHARES
Eric C. Rood	1850 North 5 <sup>th</sup> East Mountain Home, ID 83647	One

VII.

GOVERNING BODY

The governing body of the corporation shall consist of a board of two directors, who shall be elected annually as provided by the by-laws. The number of the board of directors may be changed from time to time as prescribed by the by-laws, but shall be not less than one nor more than five. The names and post office addresses of those who are selected to act as directors until the first annual election are as follows:

NAME	POST OFFICE ADDRESS
Eric C. Rood	1850 North 5 <sup>th</sup> East Mountain Home, Idaho 83647
Thongbai Rood	1850 North 5 <sup>th</sup> East Mountain Home, Idaho 83647

## VIII.

### ELIMINATION OF PERSONAL LIABILITY OF DIRECTORS

The directors of this corporation are not liable to the corporation or to its shareholders for monetary damages for any action taken, or failure to take any action, as a director, except liability for the following:

- (1) The amount of a financial benefit received by a director to which he is not entitled;
- (2) An intentional infliction of harm on the corporation or the shareholders;
- (3) A violation of Idaho Code § 30-1-833, or
- (4) An intentional violation of criminal law.

## IX.

### INDEMNIFICATION OF DIRECTORS AND OFFICERS

The corporation shall indemnify and hold harmless each director for liability, as defined in Idaho Code § 30-1-850(5), to any person for any action taken, or any failure to take any action, as a director, except for:

- (1) Receipt of a financial benefit to which he or she is not entitled;
- (2) An intentional infliction of harm on the corporation or the shareholders;
- (3) A violation of Idaho Code § 30-1-833; or
- (4) An intentional violation of criminal law.

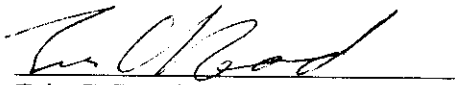
## X.

### POWERS OF THE BOARD OF DIRECTORS

In addition to other powers, the board of directors is authorized to make, alter or amend the by-laws of the corporation, to fix the amount of capital stock to be reserved as working capital or treasury stock, over and above its capital stock paid in, and to authorize and cause to be executed mortgages, liens or other encumbrances on the real and personal property of the corporation.

The undersigned, being the original subscribers to the capital stock hereinbefore mentioned, for the purpose of forming a corporation to do business within the State of Idaho, and pursuant to the laws of the State of Idaho, make and file these articles of incorporation and respectively agree to take the number of shares of stock hereinbefore set opposite their names.

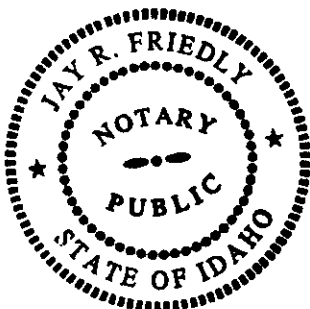
IN WITNESS WHEREOF, the undersigned has hereunto set his hand in the City of Mountain Home, County of Elmore, State of Idaho, this 17<sup>th</sup> day of March, 2004.

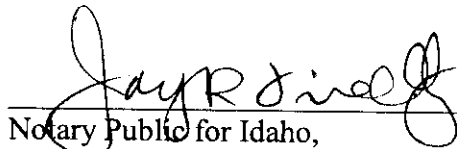
  
Eric C. Rood

STATE OF IDAHO,                     )  
  ) ss.  
COUNTY OF ELMORE,            )

On this 17<sup>th</sup> day of March, 2004, before me, the undersigned, a Notary Public in and for said State, personally appeared Eric C. Rood, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he 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.



  
Notary Public for Idaho,  
Residing at Mtn. Home, ID.  
My commission expires: 5-29-09