

State of Idaho



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

NORTHWEST CONSTRUCTION CORPORATION

was filed in the office of the Secretary of State on the twenty-third day of September A.D., One Thousand Nine Hundred seventy-four and will be recorded on ~~Film~~ Nonmicrofilm 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, Idaho 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 23rd day of September, A.D., 19 74 .

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION
OF
NORTHWEST CONSTRUCTION CORPORATION

NAME: The Name of this Corporation is:
NORTHWEST CONSTRUCTION CORPORATION

DURATION: The period of its duration is perpetual.

PURPOSE: Its purpose is to engage in all business not forbidden by law including 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 convey real and personal property situated out of this state, and particularly to residential and commercial construction.

REGISTERED OFFICE: The location and post office address of its registered office in this state is:

1705 North Cole Road, Boise, Idaho 83704

CAPITAL STOCK: The Corporation shall have the authority to issue 5,000 shares of a single class of common stock. Each share shall have a par value of \$1.00 and the total par value for all the shares shall be \$5,000.00.

RESTRICTION ON TRANSFERABILITY OF STOCK: The holders of the stock of this Corporation shall be entitled to sell their shares of stock on the open market subject to the following conditions:

FIRST: Before the stock is offered for sale on the open market, the stock must first be offered to the Corporation at a price not exceeding the fair value of the stock;

SECOND: If the corporation does not purchase the stock so offered, the stock must be offered to the remaining shareholders at a price not exceeding the fair value of the stock;

THIRD: The Corporation has the right to redeem the stock of a deceased shareholder at a price not exceeding the fair value of the stock at the end of the month preceding the month in which the shareholder died;

FOURTH: If the Corporation does not redeem the stock of a deceased shareholder, the remaining shareholders shall have the right to purchase the stock at a price not exceeding the fair value of the stock at the end of the month preceding the month in which the shareholder died.

INDEMNIFICATION OF DIRECTORS AND OFFICERS: Every director and officer of this Corporation shall be indemnified against all liabilities, civil and criminal, incurred in relation to his duties, including all reasonable expenses of defense, except to the extent that he shall have been finally adjudged to be liable for negligence or misconduct in the matters out of which the liability arises.

LIMITED LIABILITY: The private property of the shareholders shall not be subject to the payment of any debts of this Corporation.

SHARES NONASSESSABLE: The shares of this Corporation shall not be subject to assessment for the purpose of paying expenses, conducting the business or paying the debts of this Corporation.

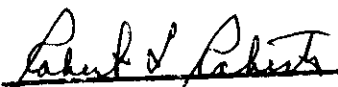
AMENDING BYLAWS: The Board of Directors of this Corporation is authorized to make, amend and repeal the bylaws of this Corporation except those sections of the bylaws specifically designated by the shareholders as not to be amended or repealed by the Board of Directors.

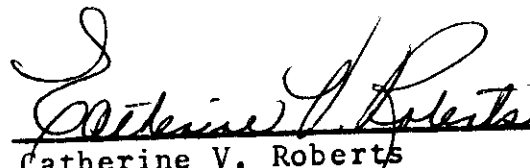
INCORPORATORS: The names and addresses of the incorporators and the number of shares subscribed for by each incorporator is:

NAME	ADDRESS	SHARES SUBSCRIBED
Robert L. Roberts,	1705 North Cole Road, Boise ID 83704	one
Catherine V. Roberts,	1705 North Cole Road, Boise ID 83704	one
Alonzo B. Leavell,	P.O. Box 7652, Boise ID 83707	one

We are the incorporators of this Corporation. Each of us is 21 years old or older. The facts stated in these articles of incorporation are true. We each agree to take the number of shares of stock set opposite our names.

DATED: September 21, 1974


Robert L. Roberts


Catherine V. Roberts



Alonzo B. Leavell

STATE OF IDAHO, ADA COUNTY) ss

On the date shown below the following persons known to me to be the persons whose names are subscribed to these Articles of Incorporation personally appeared before me and each acknowledged the execution in triplicate of these Articles of Incorporation:

ROBERT L. ROBERTS, CATHERINE V. ROBERTS, ALONZO B. LEAVELL

DATED: SEPTEMBER 21, 1974


Notary Public for Idaho
Residing at Boise Idaho
Commission expires 5/29/77

SEAL