



Department of State

CERTIFICATE OF INCORPORATION

I, IRA H. MASTERS, 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

IDAHO BRANCH, INCORPORATED, OF THE ASSOCIATED GENERAL CONTRACTORS OF AMERICA, INCORPORATED

was filed in the office of the Secretary of State on the **Twenty-fourth**
of **March** **A. D. One Thousand Nine Hundred** **54** **day**
and
is duly recorded on Film No. **84** **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 and
Sections 30-1001 to 30-1005, inclusive, 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**

and as such are subject to the rights, privileges and limitations granted to Non-Profit cooperative Associations, as provided in Chapter 10, Title 30, Idaho Code.

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

24th **day of** **March,**

A.D. 19 **54.**

Secretary of State.

ARTICLES OF INCORPORATION
OF THE
IDAHO BRANCH, INCORPORATED

ASSOCIATED GENERAL CONTRACTORS OF AMERICA, INCORPORATED

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KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all of whom are citizens of the United States and of the State of Idaho, and of full age, do hereby associate ourselves together for the purpose of forming a non-profit cooperative association under and pursuant to the provisions of Title 30, Chapter 10 of the Idaho Code, and we hereby do adopt the following Articles of Incorporation:-

ARTICLE I NAME

The name of this Association shall be Idaho Branch, Incorporated, of the Associated General Contractors of America, Incorporated. This Association is a Branch and part of the Associated General Contractors of America, Inc., and is subject to the Constitution and By-Laws of the National Association.

ARTICLE II DURATION

The duration of this corporation shall be unlimited and perpetual.

ARTICLE III TERRITORY AND REGISTERED OFFICE

The territory of this corporation shall be the State of Idaho. The location and Post Office Address of this corporation's registered office in the State of Idaho is Boise, Ada County, Idaho.

ARTICLE IV PURPOSES

The purposes for which this corporation is formed and the objects and aims thereof are as follows:

1. To advance the general welfare of General Contractors who own and operate contracting businesses within the State of Idaho, by:-
 - (a) Making membership in the Association a reasonable assurance to the public of the Skill, Integrity and Responsibility of the member;
 - (b) Maintaining the standards of the contracting business at the level necessitated by its professional character and establishing members of the Associated General Contractors of America, Inc., in the public mind as contractors who fulfill obligations in good faith;
 - (c) Providing methods and means whereby members may avail themselves of the greater power of combined effort through the Association acting as an authoritative body in securing just and honorable dealings from the public whom they serve;

- (d) Promoting more cordial and cooperative relations between General Contractors and those with whom they deal or have contact in construction;
- (e) Seeking correction of injurious, discriminatory or unfair business methods practiced by or against General Contractors;
- (f) Placing the business risks assumed by General Contractors as nearly as possible on a parity with the risks assumed by other industries of production.
- (g) Protecting the legitimate market for the services of the General Contractors against encroachment by Governmental and other Agencies;
- (h) Eliminating waste and reducing construction costs through cooperation with other agencies in construction;
- (i) Eliminating as far as possible the occurrence of injury and death to construction workmen;
- (j) Establishing various standard contracts and coordinating such contracts so that the respective interests of Owners, General Contractors, Sub-Contractors, Manufacturers and Dealers, may be properly protected;
- (k) Securing uniformity of action among the individuals forming the Association upon such principles as may be decided upon, from time to time, as being made for the good of the industry as a whole;

2. To own, lease, exchange, or to otherwise acquire and dispose of personal and real property, necessary, incidental, auxilliary or convenient to the business of this corporation and its purposes and objects.

3. To exercise and perform all rights, powers, privileges and duties granted to or imposed upon private corporations by the laws of the State of Idaho, except such as are inconsistent with the provisions of Title 30, Chapter 10 of the Idaho Code as now exist or are hereafter amended, governing non-profit cooperative associations.

ARTICLE V DIRECTORS

The number of Directors of this Corporation shall not be less than six nor more than fourteen, as may be fixed by the By-Laws, Qualifications of Directors, their remuneration, terms of office, manner of election, time, place and manner of calling meetings, and their powers and duties and other matters not inconsistent with the law in the premises, shall be prescribed by the By-Laws.

ARTICLE VI MEMBERSHIP

Section 1. This corporation is not organized for pecuniary profit, and shall not issue capital stock or distribute dividends to its members; the corporation shall issue a membership certificate to each of its members, which certificate cannot be assigned so that the transferee can by such transfer become a member of the corporation, nor otherwise, except by resolution by the Board of Directors and under such regulations as the By-Laws may prescribe.

Section 2. Membership in this corporation shall be subject to such limitations and classifications as may be prescribed by the By-Laws. The rights and interests of all members shall be equal, and no member can have or acquire a greater interest therein than any other member.

ARTICLE VII AMENDMENTS

The Board of Directors shall have the power, by two-thirds vote of the entire Board of Directors, to repeal and amend the By-Laws and to adopt new By-Laws of the corporation. By-Laws made by the Board of Directors under this power may be altered or repealed by a two-thirds vote of the members of this corporation attending the annual meeting or any meeting called specifically to consider these By-Laws.

IN WITNESS WHEREOF, We have hereunto set out hands and seals and places of residence this 16th day of JANUARY 1954.

<u>NAME</u>	<u>RESIDENCE</u>
<u>N. L. Tereling</u> PRES.	<u>Boise, Idaho</u>
<u>W. E. Arrington</u> V-PRES.	<u>Idaho Falls, Idaho</u>
<u>Wm Gramkow Jr.</u> S-TRENS.	<u>Boise, Idaho</u>
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<u>Gordon A. MacGregor</u> DIRECTOR	<u>Boise, Idaho</u>
<u>Mark A. Burggraf</u> DIRECTOR	<u>Idaho Falls, Idaho</u>
<u>Charles E. Babbitt</u> DIRECTOR	<u>Boise, Idaho</u>
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STATE OF IDAHO)
ss.
COUNTY OF ADA)

On this 22nd day of March, 1954, personally appeared before me, the undersigned, a Notary Public of the State of Idaho, N. L. TERELING, W. E. ARRINGTON, WM. GRAMKOW, JR., GORDON A. MacGREGOR, MARK A. BURGRAF, AND CHARLES E. BABBITT, whose names are subscribed to the above Articles of Incorporation, and each acknowledged that he had executed the same.

IN WITNESS WHEREOF, I have hereto set my hand and official seal this 23 day of March, 1954.

Job M. L. L. L.
Notary Public for Idaho
Residing at Boise, Idaho.
My Commission expires: My Commission expires Jan. 9, 1968