



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

_____ CONSTRUCTION, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

_____ CONSTRUCTION, INC.,
duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received
in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of
Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated _____, 19 ____.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

DEC 27 10 32 AM '79
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
E AND M CONSTRUCTION, INC.

KNOW ALL MEN BY THESE PRESENTS: That we the undersigned, being natural persons of full legal age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho, Idaho Code Section 30-1-1 et seq., the Idaho Business Corporation Act and the Acts amendatory thereof and supplemental thereto, do hereby certify as follows:

FIRST

The name of the corporation is " E AND M CONSTRUCTION, INC. "

SECOND

The purposes and objects for which this corporation is formed are:

a. To engage in contracting and sub-contracting for the construction of residences, buildings and all other types of structures of any kind and otherwise work in and engage in the contracting and sub-contracting of construction, and any and every other material appurtenance or process useful in, necessary for or convenient to said activities.

b. To transact any and all other lawful business for which a corporation may be created to conduct pursuant to the Business Corporation Act of the State of Idaho.

c. To purchase for investment or resale, and to deal in land and other property of any kind and any interest therein by way of sale, lease, trade or otherwise any property real or personal;

d. To make any improvements upon any real property for the general improvement of the land to the extent that the Board of Directors of the corporation deem advisable;

e. To buy, sell, acquire, hold, convey, mortgage, lease, assign, transfer, trade and deal in all kinds of personal property of every kind, nature and description:

f. To buy, sell, exchange, trade, acquire and to convey real and personal property of all kinds wheresoever situated to the same extent as natural persons might or could do and without limit to amount or nature of transaction;

g. To own, buy, sell, hold, assign, deal in, exchange, pledge or otherwise dispose of any shares of capital stock, script, bonds, mortgages, securities or other evidences of indebtedness, issued or created by any other corporation, public or private, and to exercise the same rights as would a natural person;

h. To make perform and carry out contracts of every kind and description for any lawful purpose with any person, association, firm or corporation and with any governmental entity;

i. To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes, and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, mortgage or pledge all or any part of the property owned by the corporation upon such terms and conditions as the Board of Director may deem proper and as may be permitted by law;

j. To acquire, sell, hold, reissue or cancel any shares of its own capital stock;

k. To organize, promote, incorporate and reorganize subsidiary corporations, associations and partnerships for any purpose allowed by law;

l. To carry on all or any part of its operations and to do all things necessary, suitable, convient or pro-

per for the accomplishment of any of the purposes or the attainment of any one or more of the objectives herein named, which shall at any time appear conducive or expedient for the protection of the corporation;

The foregoing clauses are to be construed both as objects and as powers; and it is hereby expressly provided that enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation; provided, however, that nothing contained herein shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do any act which a corporation formed under the Act heretofore referred to, or any amendment thereto, or supplement or substitute therefor, may not at the time lawfully carry on or do. It is the intention that the purposes, objectives and powers specified in each of the sub-paragraphs (a) to (l), inclusive, of Paragraph Second of these Articles of Incorporation shall in no wise be limited or restricted by reference to, or inference from the terms of any sub-paragraph, paragraph or clause of these Articles of Incorporation.

THIRD

The corporation is to have perpetual existence.

FOURTH

The location and post office address of the registered office of the corporation is as follows:

~~E and M Construction, Inc.~~ *Erick Wadsworth*
5530 Lapwai
Boise, Idaho

FIFTH

The amount of capital stock of this corporation shall be and is five thousand (50000) shares of stock of the par value of \$0.01 each, making an aggregate stock of five hundred (\$500.00) dollars, which stock shall not be issued until fully paid for and once so issued shall be nonassessable.

SIXTH

The names and addresses of the incorporators of the corporation are as follows:

- a. Erick Lynn Wadsworth
5530 Lapwai
Boise, Idaho
- b. Marilyn Rae Wadsworth
5530 Lapwai
Boise, Idaho

SEVENTH

The names and addresses of the initial Board of Directors are as follows:


- a. Erick Lynn Wadsworth
5530 Lapwai
Boise, Idaho
- b. Marilyn Rae Wadsworth
5530 Lapwai
Boise, Idaho.

There shall be two members of the Board of Directors unless said number be increased as provided by the Business Corporation Act. In case of any increase in the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

EIGHTH

The Board of Directors is expressly authorized to repeal and amend the By-Laws of the corporation and to adopt new By-Laws, and the corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter provided for by law, by a majority vote of the stockholders, represented in person or by proxy, at the annual meeting of the stockholders or at any meeting called for that purpose.

IN WITNESS WHEREOF, We have hereunto set our hands
on this 27th day of December, 1979.


ERICK LYNN WADSWORTH


MARILYN RAE WADSWORTH

STATE OF IDAHO)
) ss.
County of Ada)

On this 27th day of December, 1979, before me, the undersigned, a notary public in and for said state, personally appeared ERICK LYNN WADSWORTH and MARILYN RAE WADSWORTH known to me to be the persons whose names are subscribed to the within and foregoing instrument, and acknowledged to me that they executed the same, and that they were persons over the age of twenty-one years and citizens of the United States of America.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year in this certification first written above.



Notary Public for Idaho
Residing in Boise, Idaho