



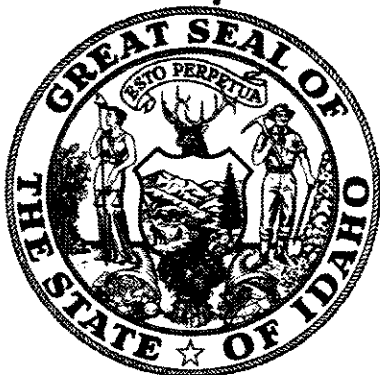
CERTIFICATE OF INCORPORATION
OF

CARROLL ENTERPRISES, 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 the above named corporation, 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: **June 16, 1987**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Sandra M. Heston*

ARTICLES OF INCORPORATION

OF

CARROLL ENTERPRISES, INC.

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SECRETARY OF STATE

The undersigned, natural persons acting as incorporators in order to form a corporation under the provisions of the Idaho Business Corporation Act, adopt the following Articles of Incorporation:

Article 1. Name. The name of the corporation is Carroll Enterprises, Inc.

Article 2: Purposes and Objects. The purposes and objects for which the corporation is formed are:

a) To act as general contractor for the construction, repairing, and remodeling of buildings and public works of all kinds, and for the improvement of real estate, and the doing of any and all other business and contracting incidental thereto, or connected therewith, and the doing and performing of any and all acts or things necessary, proper or convenient for or incidental to the furtherance or the carrying out of the powers or purposes herein mentioned.

b) To sue and be sued, complain and defend, in its corporate name;

c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced;

d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated;

e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets;

f) To lend money and use its credit to assist its employees.

g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in or obligations or, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental

district or municipality or of any instrumentality thereof;

h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge all or any of its property, franchises and income;

i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

j) To conduct its business, carry on its operations and have offices and exercise the powers granted by this Act, within or without this state;

k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation;

l) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the

administration and regulation of the affairs of the corporation;

m) To make donations for the public welfare or for charitable, scientific or educational purposes;

n) To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

o) To pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees;

p) To be a promoter, partner, member, associate, or manager of any partnership, joint venture, trust or other enterprise;

q) To have and exercise all powers necessary or convenient to effect its purposes.

The foregoing clauses are to be construed both as objects and 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 and permit the corporation to carry on any business or to exercise any power

or to do any act which under the Act hereinbefore referred to, or any amendment thereof or supplement thereto, or substitute therefor, the corporation may not at the time lawfully carry on or do. It is the intention that the purposes, objects and powers specified in each of the subparagraphs (a) to (q), inclusive, of paragraph Second of these Articles of corporation shall, except as otherwise expressly provided, and in no wise be limited or restricted by reference to, or inference from, the terms of any other subparagraph, clause or paragraph of these Articles of Incorporation.

Article 3. Duration. The corporation is to have perpetual existence.

Article 4. Registered Office and Agent. The location and street address of the initial registered office of the corporation is 12055 Hidden Valley Rim, Boise, Idaho 83709. The initial registered agent of the corporation shall be Joseph F. Carroll who conducts business at the above address.

Article 5. Aggregate Shares. The aggregate number of shares which the corporation shall have the authority to issue is 50,000 shares of \$1.00 par value.

Article 6. Initial Incorporators: The names and post office addresses of the incorporators are as follows:

<u>Name</u>	<u>Post Office Address</u>
Joseph F. Carroll	12055 Hidden Valley Rim Boise, ID 83709
Michael F. Carroll	2606 Madison Boise, ID 83702

Article 7. Initial Directors. The number of directors constituting the initial Board of Directors of the corporation shall be and is two. The names and post office addresses of the initial Directors, who are to serve until the first annual meeting of the stockholders and until their successors are elected and shall qualify, are as follows:

<u>Name</u>	<u>Post Office Address</u>
Joseph F. Carroll	12055 Hidden Valley Rim Boise, ID 83709
Michael F. Carroll	2606 Madison Boise, ID 83702

Article 8. Preemptive Rights. Stockholders of the corporation shall have preemptive and preferential rights of subscription of any shares of stock of the corporation whether now or thereafter authorized or to any obligations convertible to stock of the corporation and any such stock or obligation issued by the corporation shall first be offered to the stockholders of the corporation.

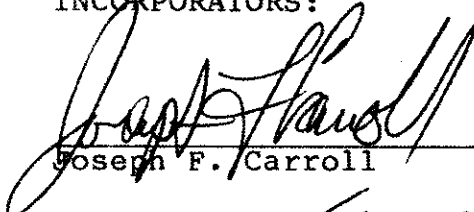
Article 9. Amendment of Articles and By-Laws. The initial By-Laws of the corporation shall be adopted by the majority of the Board of Directors. A majority of the Board

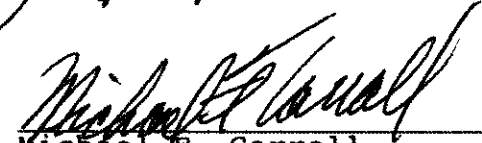
ARTICLES, P. 6

of Directors of shareholders shall have the power to alter, amend or repeal the By-Laws or adopt new By-Laws. The corporation reserves the right to amend, alter or repeal these Articles of Incorporation in the manner prescribed by law, by a majority vote the stockholders.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 29th day of May, 1987.

INCORPORATORS:


Joseph F. Carroll


Michael F. Carroll