



CERTIFICATE OF INCORPORATION  
OF

RAINBOW CONSTRUCTION, INC.

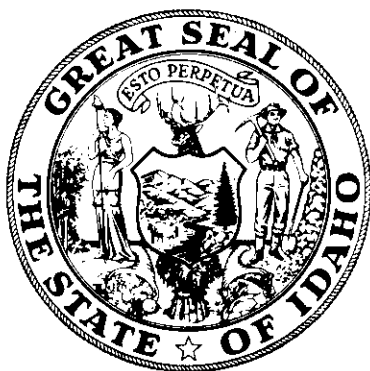
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

RAINBOW 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: **June 21, 1984**



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Denise Hiner*

ARTICLES OF INCORPORATION

of

RAINBOW CONSTRUCTION, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States of America, in order to form a business corporation for the purposes hereinafter stated, pursuant to the Idaho Business Corporation Act, do hereby certify as follows:

ARTICLE I.

The name of this Corporation is: RAINBOW CONSTRUCTION, INC.

ARTICLE II.

The purposes and objects for which this Corporation are formed and the general powers which this Corporation may exercise are:

(a) To carry on and conduct the general business of construction.

(b) Further, to carry on any or all activities appertaining or relating to any or all of the business activities enumerated above in sub-paragraph (a) of this Article.

(c) To purchase, acquire, own, hold, lease (either as lessor or lessee), sell, exchange, and create liens upon any and all types of equipment, supplies, tools, machinery, crops, and/or other personal property wherever located.

(d) To purchase, acquire, own, lease (either as lessor or lessee), and operate offices, buildings, structures, storage

facilities, shops, or any other facilities necessary to conduct the business of the corporation.

(e) To acquire, own, improve, sell, lease (either as lessor or lessee), and deal in any real property or improvements thereon; and to mortgage and otherwise create liens upon the real property.

(f) To invest in or advance or lend money or to negotiate loans on the security of property, real, personal or mixed, or upon the security of accounts, policies of insurance, bonds, debentures, bills of exchange, notes, letters of credit or other collateral obligations or on mortgages, trust deeds, bills of sale, bills of lading, delivery orders, warehouse certificates, dock warrants, pledges or other interest of title to or interests in property, real, personal, or mixed, or goods, wares, and merchandise, whether existing or to come into being in the future; and to do and perform all acts permitted by law for the assignment, transfer, collection or enforcement thereof.

(g) To borrow money for any purpose of this Corporation without limit as to amount, and to issue bonds, debentures, notes or other evidences of indebtedness, secured or unsecured, of this Corporation for the money so borrowed, or in payment for property acquired, or for any other objects or purposes of this Corporation or in connection with its business; and to secure payment of such debentures, notes, or other obligations by mortgages or deeds of trust or pledges or other liens upon any or all of the property of this Corporation, wheresoever located.

(h) To purchase, hold, sell and transfer the shares of its own capital stock; provided, however, it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided further, that the shares of its own capital stock owned by it shall not be voted upon, directly or indirectly.

(i) To acquire and hold all or any part of the capital stock, assets or good will of any business, of any person, firm, association or Corporation engaged in any business in whole or in part similar to that of this Corporation, and to hold, utilize and in any manner dispose of the whole or any part of the stocks, assets, good will and rights so acquired, and to conduct in any lawful manner, in whole or in part, any business so acquired, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association, or corporation engaged in the business so acquired.

(j) To enter into, make, perform and carry out contracts, of every sort and kind, which may be necessary or desirable for the furtherance of the business of this Corporation, with any persons, firms, Corporations, associations, any state, territory or municipality of the United States, or any foreign country, government, or body politic.

(k) To adopt, apply for and register, purchase, lease or otherwise acquire, and to use, maintain, protect, and to sell, assign, or grant licenses or other rights in respect to any trade marks, trade names, patents, patent rights, copyrights, inventions, formulas, processes and rights analogous thereto.

(l) To carry out all or any part of the foregoing objects or purposes as principal or agent or otherwise, either alone or in conjunction with any person, association or other Corporation and in any part of the world; and in carrying on its business and for the purpose of attaining any of its objects or purposes, to make and perform such contracts of any kind and description, to do such things and such acts and to exercise any and all such powers as a natural person could lawfully make, perform, do or exercise, provided that the same be not inconsistent with the objects or purposes of this Corporation or of the statutes of the State of Idaho.

(m) To conduct its business in all or any of its branches in the States of Idaho and in any and all other states, territories, possession, colonies and dependencies of the United States and in the District of Columbia, and in any or all other foreign countries, and to have one or more offices within or outside of the State of Idaho.

(n) To transact any and all lawful business for which a corporation may be incorporated in the State of Idaho.

(o) The objects as specified herein shall, except or otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause or paragraph of these Articles. The objects, purposes and powers specified in each of the clauses or paragraphs in these Articles shall be regarded as independent objects, purposes and powers.

The foregoing shall be construed as objects and powers and the enumeration thereof shall not be held to limit or restrain in

any manner the general powers now or hereafter conferred on this Corporation by the statutes of the State of Idaho.

#### ARTICLE III.

The period of existence and duration of the life of this Corporation shall be perpetual.

#### ARTICLE IV.

The location and post office address of the registered office of this Corporation in the State of Idaho, shall be 404 Martin Street, Twin Falls, Idaho 83301. The registered agent of this Corporation shall be Dan Romans at such address.

#### ARTICLE V.

Section 1. This Corporation shall be authorized to issue one class of shares of capital stock to be designated "common stock". The total number of shares of common stock with this Corporation shall be authorized to issue is 1,000 shares with no par value.

Section 2. The common stock of this Corporation shall be non-assessable; and the private property of shareholders in this Corporation shall not be liable for the debts, obligations or liabilities of this Corporation.

#### ARTICLE VI.

A. The activities and affairs of the Corporation shall be managed by the Board of Directors. The number of Directors which shall constitute the whole Board shall be such as the exact number may from time to time be specified by the By-Laws. When the By-Laws do not specify the exact number, the number of

Directors shall be 4. The number of directors constituting the initial Board of Directors shall be 4.

B. The Board of Directors shall be elected by the members at the annual meeting of the Corporation to be held on such a date as the By-Laws may provide and shall hold office for such terms as the By-Laws may provide, or until their successors are respectively elected and qualified. Except as may otherwise be required by the law, the vacancies in the Board of Directors or newly created directorships resulting in the increase in the authorized number of directors may be filled by the majority of the directors then in office though less than a quorum.

C. At all elections of Directors of this Corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which he would be entitled to cast for the election of directors with respect to this shares, multiplied by the number of directors to be elected and he may cast all such votes for a single director or may distribute them among the number to be voted for or any two or more than as he may see fit.

D. Unless the By-Laws shall otherwise specifically provide, more than one-half of the directors shall be necessary to constitute a quorum of the Board for the transaction of business at a meeting but a lesser number may adjourn the meeting before taking action, even if those directors present and necessary to make up a quorum, are disqualified from voting.

E. A Director of the Corporation shall not in the absence of fraud be disqualified by his office from dealing, or contracting with the Corporation either as a vendor, purchaser or

otherwise. Nor in the absence of fraud and otherwise insofar as permitted by statute, shall any transaction or contract of the Corporation be void, or voidable, or affected by reason of the fact that any director, or any firm of which any director is a member, or any corporation of which any director is an officer, director or shareholder, is in any way interested in such a transaction or contract. The provisions of this Article VI, paragraph E, shall be subject to the following proviso, namely, that at the meeting of the Board of Directors or of the committee thereof, if any, having authority in the premises to authorize or confirm such a contract or transaction, the interest of such a director, firm or corporation is disclosed or made known, and there shall be present a quorum of the Board of Directors or of the directors constituting such a committee and such contract or transaction shall be approved by a majority of such a quorum which majority shall consist of directors not so interested or connected. No director shall be liable to account to the Corporation for any profit realized by him from or through any transaction or contract of the Corporation ratified or approved as herein provided by reason of the fact that he, or any firm of which he is a member, or any corporation of which he is a stockholder, director or officer, was interested in such transaction or contract. Directors so interested may be counted when present at the meeting for the Board of Directors or of such a committee for the purposes of determining the existence of a quorum. Any contract, transaction or act of the Corporation or Board of Directors or of any committee which shall be ratified by



a majority in interest of the quorum of the shareholders having voting power shall be as valid and as binding as though ratified by every shareholder of the Corporation, but this shall not be construed as requiring the submission of any contract to the shareholders for approval.

F. The Corporation may indemnify a director or officer or one who has served as a director or officer against all expenses including all amounts paid upon judgments, counsel fees and all amounts paid in settlement before or after suit is commenced actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, actions, suit or proceeding in which they or any of them are made parties or are a party which must be served against them or any of them by reason of being or having been directors or officers or as a director or officer of the Corporation, under the terms and conditions of, and pursuant to the provisions set forth in Idaho Code, Section 30-1-5, or its successor statute, if any.

G. Directors may be removed for cause by the holders of shares of the Class or series, voting as a class which are entitled to elect such directors, provided that no director may be removed when the votes cast against his removal would be sufficient to elect him if voting cumulatively at the election of the directors at which the same total of votes were cast, and the entire class of directors were then being elected.

H. The Corporation or Board of Directors may elect such officers as the By-Laws may specify who shall subject to the

provisions contained herein, have such titles and exercise such duties as the By-Laws may provide.

I. The Board of Directors is expressly authorized to make, alter, amend or repeal the By-Laws of this Corporation. The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate an Executive Committee, or other committees as provided in Idaho Code, Section 30-1-42, or its successor statute.

J. When and as authorized by the affirmative vote of the holders of three-quarters of the shares issued and outstanding having voting power given at a shareholders meeting duly called for the purpose, or when authorized by the written consent of the holders of three-quarters of the voting shares issued and outstanding, the Board of Directors is expressly authorized to sell, lease or exchange all property and assets of the Corporation including its good will and its corporate franchises upon such terms and conditions and for such consideration which may be in whole or in part shares in or other securities of any other corporation, or corporations, as the Board of Directors shall deem expedient and in the best interest of the Corporation if the Corporation can meet its liabilities then matured.

K. A member of the Board of Directors of this Corporation or an officer of this Corporation, may, but shall not be required to be a holder of any of the shares of common stock of this Corporation.

#### ARTICLE VII.

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

<u>Name</u>	<u>Address</u>
Bud Holladay	335 7th Avenue E. Twin Falls, Idaho 83301
Dan Romans	404 Martin Twin Falls, Idaho 83301
Paul Garrett	Route 1 Filer, Idaho 83328
William Blake	1412 8th Avenue E. Twin Falls, Idaho 83301

#### ARTICLE VIII.

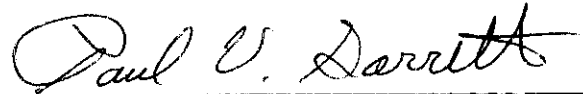
The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon members herein are granted subject to this reservation.

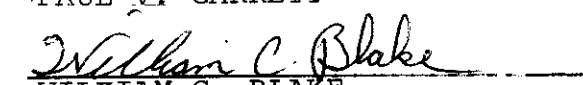
#### ARTICLE IX.

The names and post office addresses of each of the incorporations of this Corporation and the number of shares of common stock subscribed by each of these incorporators are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares Subscribed</u>
Paul V. Garrett	Route 1	
	Filer, Idaho 83328	One
William C. Blake	1412 8th Avenue E.	
	Twin Falls, Idaho 83301	One

IN WITNESS WHEREOF, for the purpose of forming this corporation under the statutes of the State of Idaho, we, the undersigned, constituting the incorporators of this corporation, have executed these Articles of Incorporation the 19 day of June, 1984.

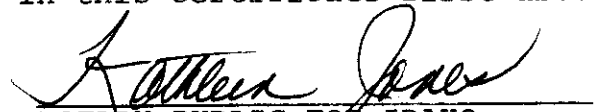
  
 PAUL V. GARRETT

  
 WILLIAM C. BLAKE

STATE OF IDAHO                    )  
   )    ss:  
 County of Twin Falls            )

On this 19 day of June, in the year 1984, before me, a Notary Public in and for said State of Idaho, personally appeared PAUL V. GARRETT, known or identified to me, or proved to me on oath, to be the person whose name is subscribed to the within 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: Twin Falls, Idaho

STATE OF IDAHO

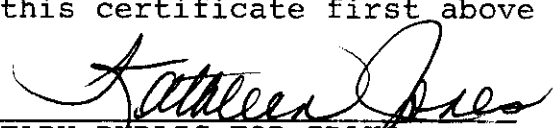
County of Twin Falls

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ss:

On this 19 day of June, in the year 1984,  
before me, a Notary Public in and for said State of Idaho,  
personally appeared WILLIAM C. BLAKE, known or identified to me,  
or proved to me on oath, to be the person whose name is  
subscribed to the within 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: Twin Falls, Idaho