



Department of State.

**CERTIFICATE OF AUTHORITY
OF**

MILLER AND HENDERSON, GENERAL CONTRACTORS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **MILLER AND HENDERSON, GENERAL CONTRACTORS, INC.** for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to **MILLER AND HENDERSON, GENERAL CONTRACTORS, INC.** to transact business in this State under the name **MILLER AND HENDERSON, GENERAL CONTRACTORS, INC.** and attach hereto a duplicate original of the Application for such Certificate.

Dated July 27, 19 81



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Miller and Henderson, General Contractors, Inc.
2. *The name which it shall use in Idaho is Miller and Henderson, General Contractors, Inc.
3. It is incorporated under the laws of Oregon
4. The date of its incorporation is March 27, 1979 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 408 Lancaster Dr. N.E., Salem, Oregon 97302
6. The address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is CT CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
To engage in the general contracting business, including
commercial, residential and remodeling.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Robert Craig Miller</u>	<u>President/Director</u>	<u>4598 Independence Ave. SE Salem Oregon 97302</u>
<u>Charles Delbert Henderson</u>	<u>Sec./Tres/Dir.</u>	<u>6414 Mustang Ct. SE Salem Ore. 97301</u>
<u>Karen Rae Miller</u>	<u>Asst. Secretary</u>	<u>4598 Independence Ave. SE Salem Oregon 97302</u>
<u>Sherrie C. Henderson</u>	<u>Asst. Secretary</u>	<u>6414 Mustang Ct. SE Salem Ore. 97301</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>150</u>	<u>Common</u>	<u>No par value</u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
100	Common	No par value

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated July 8, 19 81

Miller and Henderson, General Contractors, Inc.

X By

Robert Craig Miller Its President

X and

Charles Delbert Henderson Its Secretary

STATE OF Oregon)

COUNTY OF Marion) ss:

I, Nancy Harmell, a notary public, do hereby certify that on this 8th day of July, 19 81, personally appeared before me Robert Craig Miller, who being by me first duly sworn, declared that he is the President of Miller and Henderson, General Contractors, Inc.

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

Nancy Harmell
Notary Public
My Commission Expires: 7-22-83

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

State of Oregon

Department of Commerce Corporation Division

I, **Frank J. Healy**, Corporation Commissioner and Custodian of the Seal of the Corporation Division of the Department of Commerce of the State of Oregon, DO HEREBY CERTIFY:

That I have carefully compared the annexed copy of the Articles of Incorporation of
.....MILLER AND HENDERSON, GENERAL CONTRACTORS, INC.

with the original thereof now on file in my office; that the same is a correct transcript therefrom and of the whole thereof; that there are no amendments to said Articles of Incorporation on file in this office; that this authentication is in due form and by the proper officer; and

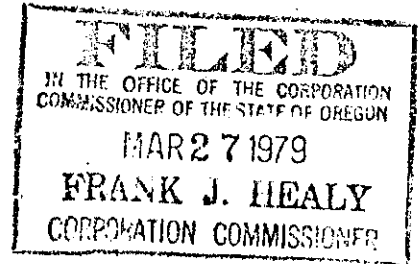
I FURTHER CERTIFY that the above corporation is, at the date of this certificate, duly authorized to transact business within this state and is in good standing as a subsisting corporation, having filed all reports and made all payments to this office that are required by the laws of this state.

In Testimony Whereof, I have hereunto set my hand and affixed hereto the seal of the Corporation Division of the Department of Commerce of the State of Oregon this 20th day of July, 19 81 .



Frank J. Healy
Corporation Commissioner

By Shirley Smith



ARTICLES OF INCORPORATION

I, the undersigned, natural person of the age of twenty-one (21) years or more, acting as incorporator under the Oregon Business Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is MILLER AND HENDERSON, GENERAL CONTRACTORS, INC., and its duration shall be perpetual.

ARTICLE II

The initial registered office of the corporation in the State of Oregon is 495 State Street, Salem, Marion County, Oregon 97301; and the initial registered agent for the corporation is Raymond M. Ramsay.

ARTICLE III

The purposes and powers of the corporation are:

1. To engage in the general contracting business including commercial, residential and remodeling.
2. To engage in any lawful activity for which corporations may be organized under Oregon Revised Statutes Chapter 57.
3. To engage in any lawful activity and to do anything in the operation of this corporation or for the accomplishment of any of its purposes, or for the exercise of any power herein set forth which shall appear necessary or beneficial to this corporation in connection therewith.

ARTICLE IV

The amount of total authorized capital of this corporation shall be:

1. 150 shares of common stock, no par value.
2. No shareholder shall have the preferential or pre-emptive right to subscribe for or purchase any stock of any class, any rights, warrants or options with respect thereto, or any obligation convertible unto or exchangeable for any such stock or other security, whether out of unissued stock or other securities, or out of stock or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.
3. Each shareholder shall have one vote for each share of record on all matters submitted for shareholder approval. No shareholder shall be entitled to cumulate his votes for election of directors.

ARTICLE V

The members of the governing board shall be known as directors, and the number thereof shall be fixed by the bylaws of this corporation. The initial board of directors shall consist of two (2) directors, whose names and residence addresses are as follows:

Robert Craig Miller, 4417 Iberis, Northeast, Salem, Oregon 97303

Charles Delbert Henderson, 6414 Mustang Court Southeast, Salem, Oregon
97301

ARTICLE VI

The corporation shall indemnify, exonerate, reimburse, or defend any present or former director, officer, employe, affiliate, agent or contractor of this corporation for expenses, claims, liabilities, indebtedness, penalties,

damage or injury incurred by or caused by them in such capacity except for their own negligence, knowing unauthorized acts or defalcations not ratified, confirmed or adopted, or the benefit thereof received by this corporation.

ARTICLE VII

The name and post office address of the incorporator signing the Articles of Incorporation is: Robert Craig Miller, 4417 Iberis Northeast, Salem, Oregon 97303.

These Articles of Incorporation have been adopted and executed on this 21ST day of March, 1979.

Robert Craig Miller
Robert Craig Miller

STATE OF OREGON)
) ss.
County of Marion)

I, Robert Craig Miller, having first been duly sworn, depose and say:

I am the incorporator named in the foregoing Articles of Incorporation and I have duly executed the same; and the statements contained therein are true as I verily believe.

Robert Craig Miller
Robert Craig Miller

SUBSCRIBED AND SWORN to before me this 21 day of March, 1979.

Charles D. Henderson
NOTARY PUBLIC FOR OREGON
My Commission Expires: 9-10-81