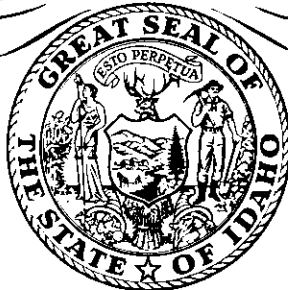


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

ASSOCIATED BUILDERS AND CONTRACTORS, INC.

was filed in the office of the Secretary of State on the **Sixth** day of **September**, A.D. One Thousand Nine Hundred **Sixty-two** and duly recorded on Film No. **120** 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, 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

Lava Hot Springs

in the County of

Bannock

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 **6th** day of **September**, A.D., 19**62**.

Secretary of State.

ARTICLES OF INCORPORATION
OF

ASSOCIATED BUILDERS AND CONTRACTORS, INC.
(A Real Estate Management and Construction Company)

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the pursuant to the laws of the State of Idaho, and we do hereby certify:

I.

That the name of the corporation shall be:

ASSOCIATED BUILDERS AND CONTRACTORS, INC.

II.

The principal office and place of business in Idaho, of this corporation, shall be located at Lava Hot Springs, Idaho.

Offices for the transaction of any business of the corporation, and where meetings of the Board of Directors and of the stockholders may be held, may be established and maintained in any other part of the State of Idaho, or in any other State, Territory, or Possession of the United States or in any foreign country.

III.

The nature of the business and the objects and purposes proposed to be transacted, promoted or carried on by the corporation are and shall continue to be:

(a) The purchase or acquisition of property, business, rights, or franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount, to incur debt, and to raise, borrow and secure the payment of money in any lawful manner including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise;

(b) To obtain, register, purchase, lease or otherwise acquire, to hold, use, own, operate, develop and introduce, to sell, assign, lease, pledge, mortgage, grant or acquire federal, state or city licenses in respect of, and otherwise deal in and with or turn to account any and all copyrights, concessions, trade marks, formulas, secret processes, devices, trade names and distinctive marks, patents, patent rights, applications for patents, and all inventions, licenses, privileges, improvements and processes used in connection with or secured under letters patent or otherwise of the United States, or of any other country, relating to or useful in connection with any lawful business of the corporation, including the good will of the same;

(c) To buy, sell, deal in, lease, hold or improve real estate, and the fixtures and personal property incidental thereto or connected therewith, and with them and in view to acquire, to purchase, lease, hire, or otherwise, lands, tenements, hereditaments, or any interest therein, and to improve the same, and generally to hold, manage, deal with and improve the property of the company, and

to sell, lease, mortgage, pledge or otherwise dispose of the lands, tenements and hereditaments or other property of the company; to construct, erect, equip, repair and improve houses, buildings, public or private roads, to take, enter into, perform and carry out contracts for constructing, altering, decorating, maintaining, furnishing, fitting up and improving buildings or every sort and kind; to advance money to, and enter into contracts and arrangements of all kinds with builders, property owners, and others; and to carry on in all their respective branches the business of builders, contractors, decorators, dealers in cement, stone, brick, timber, hardware, and other building materials or requisites;

(d) To carry on a wholesale candy, chewing gum, or other confectionery business;

(e) To purchase, take on, lease or in exchange or otherwise acquire any lands and buildings in the State of Idaho or elsewhere, and any estate or interest in, and any rights connected with, any such lands and building; to develop and turn to account any land acquired by or in which the company is interested, and in particular by laying out, subdividing and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings, and by planting, paving, draining, farming, cultivating, letting on building leases or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants, and other; to own, deal in, construct, maintain, improve, develop, work, control, operate, and manage any hotels, clubs, restaurants, bars, liquor stores, baths, places of amusement, soft drink establishments, pleasure grounds, parks, gardens, reading rooms, stores, shops, dairies, wholesale mercantile business, and other businesses and conveniences which the company may think directly or indirectly conducive to these objects, and to contribute or otherwise assist or take part in the construction, maintenance, development, working, operating, control and management thereof; and to obtain licenses therefore, including importers licenses, to carry on all or any of the following businesses, namely, decorators, merchants and wholesalers; to lend money either with or without security, and generally to such persons and upon such terms and conditions as the company may think fit, and in particular to persons undertaking to build or improve any property in which the company is interested, and to tenants, builders and contractors; to undertake and execute any trusts the undertaking of which may seem to the company desirable;

(f) To carry on the business of wholesale or retail dealers in any articles required by, or which may be convenient for smokers, and of snuff grinders, and merchants, and box merchants and to deal in any other articles and things commonly dealt in by tobaccoists; to buy and sell tobacco in all its forms, and to purchase and establish factories and establish agencies and depots for the sale and distribution of tobacco in all its forms and to transport or to cause to be transported, as an article of commerce, and to do all things incidental to the business of trading aforesaid;

(g) To carry on the business of exporters and importers as principal factors, agents or commission merchants in respect to buying, selling, trading or dealing in any kind or kinds of goods, wares and merchandise; and to do a general brokerage, commission, import, forwarding and export business;

(h) To manufacture, buy, sell, and deal in any and all kinds of merchandise;

(i) To carry on a general mercantile or merchandise business and to purchase, sell and deal in any goods, supplies or merchandise as are or may be sold in a general store;

(j) To acquire the good-will, rights, property and assets of all kinds and to undertake the whole or any part of the liabilities of any person, firm, association or corporation, on such terms and conditions as may be agreed upon, and to pay for the same in cash, stocks, bonds, debentures, or other securities of this corporation or otherwise;

To acquire and undertake all or any part of the business, assets and liabilities of any person, firm, association or corporation;

(k) To hold, purchase, or otherwise acquire, or be interested in, and to sell, assign, pledge or otherwise dispose of, shares of the capital stock, bonds or other evidences of debt incurred or created by any other corporation, whether foreign or domestic and whether now or hereafter organized; and while the holder of any such shares of stock to exercise all the rights and privileges of ownership, including the right to vote thereon, to the same extent as a natural person might or could do;

(l) The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and the statements contained in each clause, shall, except where otherwise expressed, be in no wise limited or restricted by reference to or inference from the terms of any other clause, but shall be regarded as independent purposes and powers; and none of the foregoing statements shall be construed as limiting any of the powers conferred upon corporations by the laws of the State of Idaho.

IV.

The amount of the total authorized capital stock of the corporation shall be \$250,000.00 divided as follows:

Two Hundred Forty Thousand (240,000) Shares of Class A Common Stock with a par value of One Dollar (\$1.00) per share.

One Million (1,000,000) Shares of Class B Common Stock with a par value of One Cent (1¢) per share.

Each class of common stock shall be entitled to one vote per share.

STOCKHOLDERS:

The annual meeting of the stockholders will be held on the 1st day of November of each year unless that day falls on Sunday or a holiday, and in that event it shall be held on the following day at the hour of 10:00 o'clock A.M. at the office of the company, or any other address that the Board of Directors may designate. A regular notice to the stockholders will not have to be mailed for the holding of this meeting providing the meeting is being held at the office of the company. A quorum for holding said meeting shall be twenty-five percent (25%) of the outstanding voting stock.

A special meeting of the stockholders may be held on five (5) days written notice mailed to the stockholders at their address as it appears on the books of the corporation. Any director of the corporation may have the power to call a special meeting.

VI.

The original Board of Directors shall consist of three, but the board of directors may be increased to as many as twenty-five members. The vote of the majority of directors at all times shall constitute power of action to effectuate any contract or transact any other business of the corporation.

Meetings of the Board of Directors shall be held in the office of the corporation, or in any other place determined by the majority of the members of the board, at 9:00 o'clock each Monday morning, not a holiday; and if a quorum is not present, said meeting shall be postponed until such time as a quorum may be present.

VII.

The names and postoffice addresses of the first Board of Directors and of each of the incorporators signing these articles and the number of shares subscribed by each are as follows:

<u>Name</u>	<u>Number & Class of Shares</u>	<u>Post Office Address</u>
Anson E. Bentley	10,000-Class B	1504 22nd Street, Ogden, Utah
Earl P. Cole	10,000-Class B	Franklin, Idaho
Connie Gibbons	300,000-Class B	10 South State Street, Preston, Idaho

VIII.

The capital stock, after the amount of the subscription price is paid in, shall be and remain non-assessable. The private property of the stockholders shall not be liable for the debts of or liabilities of the corporation.

IX.

This corporation is to have perpetual existence.

IN WITNESS WHEREOF, we have hereunto set our hands this 1st day of Sept., 1962.

Anson E. Bentley
Anson E. Bentley

Earl P. Cole
Earl P. Cole

Connie Gibbons
Connie Gibbons

STATE OF IDAHO)
COUNTY OF FRANKLIN) ss.

On this 1st day of Sept., 1962, personally appeared before me, a Notary Public in and for said County and State, of Franklin, State of Idaho, known to me to be the persons described in and who executed the foregoing instrument, and they acknowledged to me that they executed the same freely and voluntarily and for the uses and purposes therein mentioned.

Edward F. Gibbons
Notary Public
My Commission Expires
May 28, 1966.