

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

TYNN CORP.

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: February 18, 1992



*Pete T. Cenarrusa*

SECRETARY OF STATE

By *Augie Hake*

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ARTICLES OF INCORPORATION  
OF  
TYNN CORP.

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The undersigned, being of the age of twenty-one years or more, all of whom are residents of the State of Idaho, acting as incorporators of a corporation hereinafter referred to as the "Corporation," under the provisions of the Idaho General Business Corporation Act, hereinafter referred to as the "Act", adopt the following Articles of Incorporation.

ARTICLE I

Name

The name of the Corporation is TYNN CORP.

ARTICLE II

Period of Duration

The period of duration of the Corporation is perpetual.

ARTICLE III

Purposes and Powers

Section 1. PURPOSES: The purpose for which the Corporation is organized are as follows:

(a) To buy, own, lease, hire, construct, erect, equip, repair, paint, improve, tear down, or sell houses or buildings; and to make, enter into and perform contracts for the construction, alteration, painting, maintaining, furnishing, improving, tearing down, moving or fitting up of such buildings and all other product of every kind and nature connected with said business or which the Board of Directors may deem to the advantage of the Corporation.

(b) To acquire by purchase, lease or otherwise, lands of any and every description and other interest therein; to

improve and hold lands for investment purposes; to construct improvements upon lands owned by the corporation, or held under leasehold or otherwise; to deal in lands, buying and selling real estate of any description; to deal in leasehold estates and other estates in land less than the fee thereof; to sublet real property of every kind and character and to relet and underlet and all such real property; to engage in the business of subdividing lands and to hire, buy, sell and deal in any and all classes of real estate and improvements thereon and interest therein; to act as agent of broker in the purchase, sale or lease of lands or property of any kind; to act as agent or broker in negotiating loans, placing bond issues, promoting and financing the construction of improvements of any description; to borrow money and incur indebtedness with or without security; to sell or exchange the capital stock of the corporation hereby created or any part thereof; to acquire the capital stock of other corporations or any other property rights or franchises, and generally to engage in the business of financing any enterprise in any lawful way;

(c) To construct and maintain buildings and lands to be used for hotels, motels, lodges, businesses, store-rooms, garages, stables and all kinds of houses, edifices of buildings whether public or private, and to construct all roadways or other conveniences or necessities which may be used in connection therewith; and to acquire by purchase, lease or otherwise, all such real estate and personal property as may be necessary for such purposes or objects and to do all things necessary and incident thereto.

(d) To conduct and carry on a general contracting and construction business within and without the State of Idaho and to enter into contracts with persons, firms associations and corporations for the construction of buildings, public and private, roads and highways, bridges and structures of any kind or character whatsoever, and to enter into any and all proper and necessary contracts or sub-contracts with reference to the performance of any of the above kinds of work undertaken in connection with the said contract and construction business and to carry on and complete the construction of any and all of said work under such contracts or such sub-contracts or otherwise, and to do a general hauling, trucking and transfer business and to transact such business as may be properly or necessarily connected therewith; to buy, sell, contract for and deal in and with materials and supplies and equipment of all kinds and patent rights, processes and inventions concerning the same; to buy, sell, acquire, hold and own patents and patent

rights covering the same; to own, buy, sell, mortgage, hypothecate or generally to deal in and with water power and other power plants of any and every kind of nature.

(e) To do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes hereinabove set forth, and to do all other things incidental thereto or connected therewith, which are not forbidden by the act, by other law, or by these Articles of Incorporation.

(f) To carry out the purposes hereinabove set forth in any state, territory, district or possession of the United States or in any foreign country to the extent that such purposes are not forbidden by the law of such state, territory, district or possession of the United States, or by such foreign country; and, in the case of any state, territory, district or possession of the United States, or any foreign country in which one or more of such purposes are forbidden by law, to limit the purpose or purposes which the Corporation proposes to carry on in such state, territory, district or possession of the United States, or foreign country, to such purpose or purposes as are not forbidden by the law thereof in any certificate for application to do business in such state, territory, district or possession of the United States, or foreign country.

Section 2. STATUTORY POWERS. Subject to any specific written limitations or restrictions imposed by the Act, by other law, or by these Articles of Incorporation, and solely in furtherance of but not in addition to the limited Purposes set forth in Section 1 of this Article, the Corporation shall have and exercise all the powers specified in the Idaho Code.

Section 3. SPECIFIC POWERS. Subject to and specific written limitations or restrictions imposed by the Act, by other law, or by these Articles of Incorporation, and solely in furtherance of but not in addition to the limited Purposes set forth in Section 1 of this Article, the Corporation shall have and exercise the following specific powers:

(a) Capacity to Act. To have the capacity to act possessed by natural persons, but to have authority to perform only such acts as are necessary, convenient or expedient to accomplish the Purposes set forth in Section 1 of this Article, and such as are not repugnant to law.

(b) To Appoint Officers and Agents. To elect or appoint officers and agents of the Corporation, and define their duties and fix their compensation.

(c) To Act as Agent. To act in the State of Idaho and in any state, territory, district or possession of the United States, or in any foreign country, in the capacity of agent or representative for any individual, association, corporation, or other legal entity, respecting any business, the purpose of which is similar to the Purposes set forth in Section 1 of this Article.

(d) To Deal in Real Property. To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, improve either alone or in conjunction with others, real estate of every kind, character and description whatsoever and wheresoever situated, and any interest therein.

(e) To deal in Personal Property, Generally. To acquire (by purchase, exchange, lease, hire or otherwise), hold own manage, operate, mortgage, pledge, hypothecate, exchange, sell, deal in and dispose of, either alone or on conjunction with others, personal property and commodities of every kind, character and description whatsoever and wheresoever situated, and any interest therein.

(f) To Deal in Securities, Generally. 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, partnerships or individuals, or direct or indirect obligations of the United States or of any government, state, territory, governmental district or municipality or of any instrumentality thereof.

(g) To Deal in Its Own Securities. To purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer, or otherwise dispose of the shares of the Corporation, but it shall not purchase, either directly or indirectly, its own shares except out of its earned surplus or, with the affirmative vote of the holders of at least two-thirds of all shares entitled to vote thereon, out of its capital surplus, except as otherwise permitted by the Act, by other law, or by these Articles of Incorporation.

(h) To Deal in Charters, Licenses and Memberships. To acquire (by application, assignment, purchase, exchange, lease, hire or otherwise), hold, own, use, license, lease, sell, convey or mortgage, either alone or in conjunction with others, the absolute or any partial or qualified interest in and to charters, franchises, licenses, permits,

whether indeterminate or otherwise, certificates of convenience and necessary lawfully accomplish the Purposes set forth in Section 1 of the Article, including, but without limiting the generality thereof, authorizations and licenses to conduct public warehouses for commodities, or other personal property of all kinds.

(i) To Deal in Inventions, Copyrights and Trade-marks. To acquire (by application, assignment, purchase, exchange, lease, hire or otherwise), hold, own, use, license, lease and sell, either alone or in conjunction with others, the absolute or any partial or qualified interest in and to inventions, improvements, letters patent and applications therefor, licenses, formulas, privileges, processes, copyrights and applications therefor, trade-marks and applications therefor, and trade names and applications therefor.

(j) To deal in good will. To acquire, by purchase, exchange, lease, hire or otherwise, hold, own, use, assign, lease, sell, convey or mortgage, either alone or in conjunction with others, the rights, property and business of any person, entity, partnership, association or corporation heretofore or hereafter engaged in any business, the purpose of which is similar to the Purpose set forth in Section 1 of this Article.

(k) To Enter Into Profit-Sharing Arrangements and Partnerships. To enter into lawful arrangement for sharing profits, union of interest, reciprocal association, or co-operative association with any corporation, association, partnership, individual, or other legal entity, for the carrying on of business, the purpose of which is similar to the Purposes set forth in Section 1 of this Article, and to enter into any general or limited partnership, the purpose of which is similar to such Purposes.

(l) To Make Contracts. To enter into, make, perform and carry out, or cancel and rescind, contracts for any lawful purposes pertaining to its business.

(m) To Execute Guaranties. To make any guaranty respecting stocks, dividends, securities, indebtedness, interest contracts or other obligations created by any individual, partnership, association, corporation, or other entity, to the extent that such guaranty is made in pursuance of the Purposes set forth in Section 1 of this Article.

(n) To Borrow Funds. To borrow or raise money for any of the Purposes of the Corporation set forth in Section 1 of

this Article and, from time to time, without limit as to amount To execute, accept, endorse, and deliver, as evidence of such borrowing, all kinds of securities, including, but without limiting the generality thereof, promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness; and to secure the payment and full performance of such securities by mortgage on, or pledge, conveyance, or assignment in trust of, the whole, or any part of the assets of the Corporation, real, personal, or mixed, including contract rights whether at the time owned or thereafter acquired.

(o) To Lend Funds Generally. To lend money for any of the Purposes set forth in Section 1 of this Article, invest its funds from time to time, and take and hold real and personal property as security for the payment of funds so loaned or invested; but to make no loans secured by the shares of the Corporation.

(p) To Lend Funds to Employees. To lend money to, and otherwise assist, its employees, other than its officers and directors; but to make no loans secured by the shares of the Corporation.

(q) Donations. To make donations for the public welfare or for charitable, scientific or educational purposes; and in time of war to make donations in aid of war activities.

(r) Indemnification of Directors, Officers and Employees. The Corporation shall indemnify any director, officer, or employee, or former director, officer or employee of the Corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer or employee except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. The Corporation may also reimburse to any director, officer, or employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of directors not involved in the matter in controversy, whether or not a quorum, that it was to the interest of the Corporation that such settlement be made and that such

director, officer, or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer, or employee may be entitled under any by-law, agreement, vote of shareholders, or otherwise.

(e) Ancillary Powers. To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized.

Section 4. NO CONSTRUCTION OF POWERS AS PURPOSES. The powers enumerated in Section 2 and 3 of this Article shall not be construed as Purposes, but the Corporation shall have and exercise such powers solely in furtherance of, but not in addition to, the limited Purposes set forth in Section 1 of this Article.

Section 5. DIRECTION OF PURPOSES AND EXERCISE OF POWER BY DIRECTORS. Subject to any specific written limitations or restrictions imposed by the Act, by other law, or by these Articles of Incorporation, the Board of Directors of the Corporation is hereby authorized to direct, by resolution duly adopted, the Purposes set forth in Section 2 and 3 of this Article, without previous authorization or subsequent approval by the Shareholders of the Corporation; and all parties dealing with the Corporation shall have the right to rely upon any action taken by the Corporation pursuant to such authorization by the Board of Directors.

Section 6. LIMITING CLAUSE. Nothing in this Article contained shall be construed to authorize the Corporation to engage in the business of banking or insurance.

#### ARTICLE IV

##### Authorized Shares

The total number of authorized shares of this corporation is 100 shares with no par value.

#### ARTICLE V

##### Initial consideration for Issuance of Shares

The Corporation will not commence business until at least One Thousand Dollars has been received as consideration of the issuance of shares.

## ARTICLE VI

### Pre-Emptive Rights

Section 1. RIGHTS OF HOLDERS OF NO-PAR STOCK: The holders of the stock of the corporation shall have the pre-emptive right to purchase at such respective equitable prices, terms and conditions (including adjustments of such cash or fractional shares as may be necessary to avoid the issuance of fractional shares) as may be fixed by the Board of Directors, (a) as may be authorized from time to time over and above the 100 shares of no-par stock authorized in the original Articles of Incorporation; or (b) as may be shares held in the treasury of the corporation, from time to time, whether derived from the original 100 shares or from shares thereafter authorized. In the event that any of the shareholders decline to exercise their pre-emptive rights, their rights shall pass proportionately to the remaining shareholders.

## ARTICLE VII

### Provisions for Regulations of the Internal Affairs of the Corporation

Section 1. Meetings of Shareholders. Meetings of the shareholders of the Corporation may be held at such place, either within or without the State of Idaho, as may be provided in the Code of By-Laws. In the absence of any such provision, all meetings shall be held at the registered office of the Corporation.

Section 2. Meetings of Directors. Meetings of the Board of Directors of the Corporation, regular or special, may be held either within or without the State of Idaho.

Section 3. Code of by-laws. The initial Code of By-Laws of the Corporation shall be adopted by its Board of Directors. The power to alter, amend, or repeal the Code of By-Laws, or to adopt a new Code of By-Laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the act, or these Articles of Incorporation.

Section 4. Places of Keeping Books of Account, Etc. Subject to the limitations existing under the Act and the laws of the State of Idaho, the books of account, records, documents, and papers of the Corporation may be kept at any place or places within the State of Idaho. Limitations on the place or places where the

books of account, records, documents, and papers of the Corporation may be kept, may be made from time to time by the Code of By-Laws of the Corporation.

Section 5. Provisions for Working Capital. The Board of Directors of the corporation shall have power, from time to time, to fix and determine and to vary the amount to be reserved as working capital of the Corporation and, before the payment of any dividends or the making of any distribution of profits, it may set aside out of the net profits or earned surplus of the Corporation such sum or sums as it may from time to time in its absolute discretion determine to be proper whether as a reserve fund to meet contingencies or for the equalizing of dividends, or for repairing or maintaining any property of the Corporation, or for an addition to the stated capital, capital surplus, or earned surplus, or for any corporate purposes that the Board of Directors shall think conducive to the best interests of the Corporation, subject only to such limitations as the Code of By-Laws of the Corporation may from time to time impose.

Section 6. To whom Shares May be Sold. Any of the shares of the Corporation may be issued, sold, or otherwise disposed of by it from time to time to such persons, corporations, or other legal entities as the Board of Directors of the Corporation may determine.

Section 7. Interest of Directors in Contracts. Any contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the Corporation, which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. This Section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

Section 8. Compensation of Directors. The Board of Directors is hereby specifically authorized, in and by the Code of By-Laws of the Corporation, to make provision for reasonable compensation to its members for their services as Directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the Corporation may also serve the Corporation in any other capacity and receive compensation therefor in any form.

Section 9. Qualifications of the Board of Directors. All Directors of the Corporation need not be stockholders of the corporation.

Section 10. Amendments of Articles of Incorporation. The Corporation reserves the right from time to time to amend, alter, or repeal, or to add any provision to its Articles of Incorporation, in any manner now or hereafter prescribed or permitted by the provisions of the Act, or any amendment thereto, or by the provisions of any other applicable statute of the State of Idaho; and all rights conferred upon shareholders by these Articles of Incorporation, or any amendment thereto, are granted, subject to this reservation; provided, however, the foregoing and applicable statutes of the State of Idaho notwithstanding, any amendment to the Articles of Incorporation of the corporation which would increase the total authorized stock of the corporation, must have the unanimous consent of all the stockholders of the corporation.

## ARTICLE VIII

### Address of Initial Registered Office and Name of Initial Registered Agent

Section 1. Registered Office. The address of the initial registered office of the Corporation is 823 I Street, Rupert, Idaho 83350.

Section 2. Registered Agent. The initial registered agent is Roger M. Duffin, (823 I Street. Rupert, Idaho 83350).

## ARTICLE IX

### Data Respecting Directors

Section 1. Initial Board of Directors. The initial Board of Directors shall consist of four members, who need not be residents of the State of Idaho, but must be shareholders of the Corporation.

Section 2. Name and Addresses. The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, follow:

<u>NAME</u>	<u>ADDRESS</u>
John McCaffrey	909 C Street, Rupert, Id. 83350
William P. Shortt	1642 Miller, Burley, Id. 83318
Don D. Duffin	Rt. 1, Box 405A, Rupert, Id. 83350
Roger M. Duffin	823 I Street, Rupert, Id. 83350

Section 3. Increase or Decrease of Directors. The number of Directors may be increased or decreased from time to time by amendment of the Articles of Incorporation in the same manner as amendment increasing the authorized stock of the corporation.

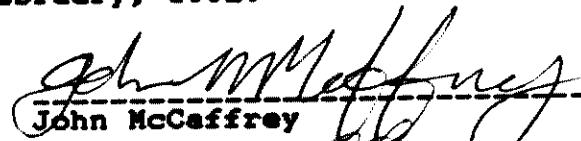
#### ARTICLE X

##### Data Respecting Incorporators

The names and addresses of the Incorporators of the Corporation and the number of shares subscribed by each are as follows:

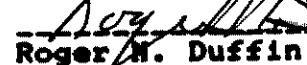
<u>NAME</u>	<u>NO. OF SHARES SUBSCRIBED BY EACH</u>	<u>ADDRESS</u>
John McCaffrey	One	909 C Street, Rupert, Idaho 83350
William P. Shortt	One	1642 Miller Burley, Idaho 83318
Don D. Duffin	One	Rt. 1, Box 405A Rupert, Idaho 83350
Roger M. Duffin	One	823 I Street Rupert, Idaho 83350

EXECUTED THIS 15<sup>th</sup> day of February, 1992.

  
John McCaffrey

  
William P. Shortt

  
Don D. Duffin

  
Roger H. Duffin