



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

M & M COMPANY, INC.

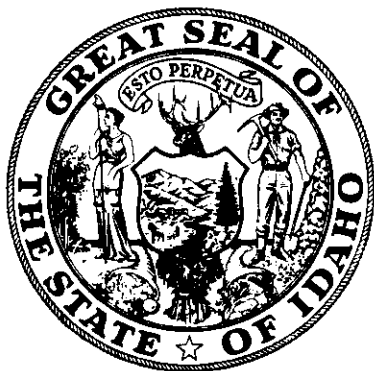
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

M & M COMPANY, 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 December 3, 19 80.



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

DEC 3 2 57 PM '80  
SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

M & M COMPANY, 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, have this day voluntarily associated ourselves together for the objective of forming a corporation under and pursuant to the provisions of the general corporation laws of the State of Idaho, and acts amending and supplementing said laws, do hereby certify as follows:

ARTICLE I

The name of the corporation is "M & M COMPANY, INC.".

ARTICLE II

The period of duration of this corporation shall be perpetual.

ARTICLE III

The purposes for which this corporation is organized are:

(a) The transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Idaho.

(b) Included in the omnibus purpose clause set forth above are:

(1) To engage in and carry on a general wholesale and retail sales of construction supplies and equipment and rentals thereof;

(2) To make improvements on 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.

(c) To conduct business in the State of Idaho and other states, District of Columbia, territories and colonies of the United States, and in foreign countries, and to have one or more offices or places of businesses out of the state, and to acquire, receive, hold, purchase, lease, mortgage, dispose of or convey real and personal property situate out of this state.

(d) To purchase and re-issue the shares of its capital

1 stock according to law. When such stock is owned by the  
2 corporation, such stock will not be considered voting  
stock directly or indirectly.

3 (e) The power and capacity to act possessed by a natural  
4 person which acts are necessary or proper to accomplish  
5 the corporate purposes, and which are not repugnant to  
6 law, including, but not limited to all the powers and  
authorities now or hereafter conferred by the laws of  
the State of Idaho upon corporations formed thereunder.

7 It is expressly provided that the enumeration of the  
8 foregoing purposes and objects of the said Corporation shall not be  
9 construed to limit or restrict the general powers of the corporation  
10 as provided by the statutory laws of the State of Idaho.

#### 11 ARTICLE IV

12 There shall be only one class of stock, and it shall be  
13 designated as common stock. There shall be no preferred or special  
14 class stock issued. The shares of stock shall not be issued until  
15 payment in full has been received, and such stock shall be nonassess-  
16 able stock, and the certificate shall state on its face that it is  
17 nonassessable stock, and the shareholders shall have no liability  
18 for corporate obligations. Each share of stock shall have the  
19 voting rights as now or hereafter granted by the laws of the State  
20 of Idaho relating to corporations.

#### 21 ARTICLE V

22 The total authorized number of par value shares is one  
23 thousand (1,000) and their aggregate par value is One Hundred  
24 Thousand (\$100,000.00) Dollars. Par value per share is One Hundred  
25 (\$100.00) Dollars per share. The corporation is not authorized to  
26 issue any no par value shares of stock.

#### 27 ARTICLE VI

28 The address of the initial registered office of this  
29 corporation is 724-1st Street South, Nampa, Idaho, 83651. The name  
30 of the initial registered agent at such address is JOSEPH E. MARTENES  
31  
32

ARTICLE VII

There shall be four directors constituting the initial board of directors, and the names and addresses of the interim board of directors are as follows:

| <u>NAME</u>        | <u>ADDRESS</u>                       |
|--------------------|--------------------------------------|
| Joseph E. Martenes | Route 1, Caldwell, Idaho 83605       |
| J. Tom Mollerup    | 3114 Iowa Street, Caldwell, ID 83605 |
| Sy Martenes        | 207 Anderson St., Caldwell, ID 83605 |
| John T. Mollerup   | 3509 S. Kimball, Caldwell, ID 83605  |

The foregoing people are to serve as directors until the first annual meeting of shareholders, or until their successors be elected and qualified.

ARTICLE VIII

The name and address of each incorporator is as follows:

| <u>NAME</u>        | <u>ADDRESS:</u>                      |
|--------------------|--------------------------------------|
| Joseph E. Martenes | Rte. 1, Caldwell, ID 83605           |
| J. Tom Mollerup    | 3114 Iowa Street, Caldwell, ID 83605 |

ARTICLE IX

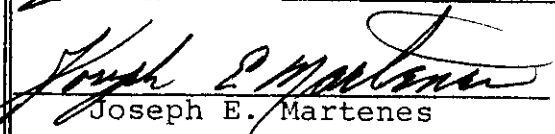
Each of the foregoing incorporators are of full age and citizens of the United States of America.


ARTICLE X

Amendment of these articles shall be accomplished only as now or hereafter prescribed by law relating to amendment of Articles of Incorporation.

IN WITNESS WHEREOF, we have hereunto set our hands this

2<sup>nd</sup> day of December, 1980.

  
Joseph E. Martenes

  
J. Tom Mollerup


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STATE OF IDAHO )  
 ) SS  
COUNTY OF CANYON )

On this 2 day of December, 1980, before me, the undersigned, a Notary Public in and for said State, personally appeared JOSEPH E. MARTENES AND J. TOM MOLLERUP, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they 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.

(SEAL)

  
Notary Public for Idaho  
Residing at Caldwell, Idaho

RETTIG & ROSENBERRY  
Attorneys at Law  
1024 Belmont St. - P.O. Box 729  
Caldwell, Idaho  
459-1541