



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

EDWARD BROTHERS CONSTRUCTION COMPANY, INC.

was filed in the office of the Secretary of State on the **Fourth** day of **May** A.D. One Thousand Nine Hundred **Sixty-one** and duly recorded on Film No. **114** 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

Hailey in the County of **Blaine.**

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 **4th** day of **May**, A.D., 19**61**.

Secretary of State.

ARTICLES OF INCORPORATION
OF THE
BROWN BROTHERS CONSTRUCTION CO., INC.

KNOW ALL MEN BY THESE PRESENTS, that we WAYNE BROWN, PETE BROWN, and THOMAS BROWN, all residents of the state of Idaho, each and all of whom are citizens of the United States and natural persons of full age, have this day voluntarily associated ourselves together for the purpose of forming a corporation for profit under the laws of the state of Idaho, and we do hereby certify and state:

I.

The name of this corporation is BROWN BROTHERS CONSTRUCTION COMPANY, INC.

II.

That the purposes for which it is formed are to carry on and conduct a general engineering and constructing business including therein the designing, constructing, enlarging, repairing, removing, or otherwise engaging in any work upon buildings, roads, highways, manufacturing plants, bridges, piers, docks, mines, shafts, water works, railroads, railway structures, and all iron, steel, wood, masonry, and earth construction and to extend and receive any contracts or assignments of contracts therefor, or relation thereto, or connected therewith, and to manufacture and furnish the building materials and supplies connected therewith and to manufacture, buy, sell, and generally deal in brick, stone, lumber, cement, and any and all materials capable of use in the construction of any kind of building, road, highway, mine, shaft, or other structure of any kind and to generally carry on the business of dealers in new and second-hand building materials, and shall have the following enumerated powers:

A. To lend or advance money or give credit to such persons, farms, corporations or associations on such terms as may seem expedient.

B. Carry on any other business, whether manufacturing or otherwise, which may seem to the company capable of being conveniently carried on in connection with its business or calculated directly or indirectly to enhance the value of or render possible any of the company's property or rights.

C. To establish and support or aid in the establishment and support of associations, institutions, funds, trusts, and conveniences calculated to benefit employees or ex-employees of the company or its predecessor in business, or the dependents or connections of such persons and to grant pensions and allowances to make payments towards insurance.

D. The corporation shall have the power to buy its own stock, and to hold the same as treasury stock and to sell and/or otherwise dispose of the same.

E. To acquire the good will, right, 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 that 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/or take all or any part of the business, assets, liabilities of any person, firm, association or corporation.

F. To borrow money of any person, firm, or corporation and to issue bonds, debentures, or obligations of this corporation from time to time for any of the objects or purposes of the corporation and to secure the same by mortgage, pledge, deed or trust or any other lawful means of property of corporation.

G. To do any and all things necessary, suitable and proper for the accomplishment of any of the purposes, for the

attainment of any of the objects, for the exercise of any of the powers herein set forth whether herein specified or not.

That the recitation of the particular powers shall not be exclusive that all other lawful powers expressed or implied by the aforesaid purposes or by the laws of the state of Idaho are expressly claimed.

III.

This corporation shall have perpetual existance.

IV.

The location and post office address of the registered office of the corporation and principal place for transaction of its business is hereby designated as Hailey, Idaho.

V.

The number of the directors of the corporation shall be three and each of them must be a shareholder of this corporation owning at least one share of its capital stock.

VI.

There shall be one class of capital stock of this corporation and it shall be known as common stock. The amount of common stock is \$75,000.00 divided into 750 shares at the par value of \$100.00 per share, said stock to be nonassessable. In case a stockholder desires to sell his share or shares of stock, he must first offer them for sale to the remaining stockholders. Being the intention hereof to give them a preference to the purchase of the same and any attempted sale in violation of this provision is null and void. The stockholder desiring to sell his stock shall file notice in writing of his intention with the secretary of the incorporation stating the terms of sale and unless his terms are accepted by any or all of the other stockholders within thirty days thereof, they shall be deemed to have waived their privilege of purchasing and he be at

liberty to sell to anyone else upon the same terms as were offered to the other stockholders.

VII.

Total number of shares actually subscribed is three shares. The names incorporated, subscribers and number of shares respectively for which they have subscribed in the amount to be paid by them are as follows:

<u>Name of Subscriber & Post Office Address:</u>	<u>Number of Shares:</u>	<u>Amount to be paid:</u>
Wayne Brown, Hailey, Idaho	One	\$100.00
Pete Brown, Hailey, Idaho	One	\$100.00
Thomas Brown, Hailey, Idaho	One	\$100.00

VIII.

The power to adopt, repeal and amend the by-laws of the corporation shall be in any majority of the directors.

IX.

The number of the directors is three. The names and the residents of the persons who are appointed to act until the first meeting of their successors are as follows:

Wayne Brown, Hailey, Idaho
Pete Brown, Hailey, Idaho
Thomas Brown, Hailey, Idaho

IN WITNESS WHEREOF, we have hereunto subscribed our names this 27 day of December, 1960.

Wayne Brown
Pete Brown
Thomas C. Brown

STATE OF IDAHO,)
) ss.
County of Twin Falls.)

On this 27th day of December, 1960, before me, the

undersigned, a Notary Public for said state, personally appeared WAYNE BROWN, PETE BROWN, and THOMAS BROWN, known to me to be the persons whose names are subscribed to the foregoing 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.

Hayd Walker

Notary Public for Idaho
Residing at Twin Falls, Idaho