



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

C & M, INC.

was filed in the office of the Secretary of State on the **First** day of **February** A.D. One Thousand Nine Hundred **Sixty-five** and ~~will be~~ ~~duly recorded on Film No. microfilm~~ 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

Boise

in the County of

Ada.

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 **1st** day of **February**, A.D., 19 **65**.

Secretary of State.

ARTICLES OF INCORPORATION

of

C & M, 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, in order to form a corporation for the purposes hereinafter stated, pursuant to the Business Corporation Act of the State of Idaho, do hereby certify as follows:

I.

The name of this corporation is:

C & M, INC.

II.

The purposes for which this corporation is formed are:

(a) To engage in a general construction, contracting, building and merchandising business.

(b) To conduct and carry on a general engineering, contracting and construction business including (without limitation to) designing, construction, building, erecting, enlarging, altering, repairing, removing or otherwise engaging in any work upon buildings, roads, highways and structures of every kind or nature.

(c) To manufacture, purchase, exchange, sell and generally deal in any and all types of goods, wares, merchandise and materials of every kind or nature, including those used in or capable of use in the construction of buildings, roads, highways and structures, and generally to acquire, own or operate any type of mercantile establishment.

(d) To perform engineering, architectural and supervisory services including the preparation of plans, specifications and details for any structures or type of construction.

(e) To acquire, own, lease (either as lessor or as lessee) real property wheresoever located and for any purpose.

(f) To improve real property by the erection, construction, operation or financing of business buildings, office buildings, residences, warehouses or other structures of any kind or nature thereon; and to develop real property by platting, subdividing, improving and dealing therein.

(g) To acquire, own, lease (either as lessor or as lessee) and operate warehouses and storage facilities for the storage, repair or care of goods, wares, merchandise and supplies in any form, or any machinery or equipment held for use in connection with the business or operations of the corporation, or for sale, exchange, leasing or other purposes.

(h) To purchase, acquire, own, hold, lease, (either as lessor or as lessee) sell, exchange and generally deal in machinery, equipment and personal property of every type and description wherever located.

(i) To invest in or advance or lend money or negotiate loans whether secured or unsecured, and if to be secured, upon the security of property, real, personal or mixed, or upon the security of accounts, policies of insurance, bonds, debentures, bills of exchange, notes, letters of credit or other contractual obligations or upon mortgages, trust deeds, bills of sale, bills of lading, delivery orders, warehouse certificates, dock warrants, pledges or other interests of title to or interest in property, real, personal or mixed, or goods, wares and merchandise, whether existing or to come into existence in the future and to do and perform all acts permitted by law for the assignment, transfer, collection or enforcement thereof.

(j) To borrow money for any purpose of this corporation without limit as to amount, and to issue bonds, debentures, notes or other evidences of indebtedness, secured or unsecured, of this corporation for the moneys so borrowed, or in payment for property acquired, or for any other objects or purposes of this corporation or in connection with its business; and to secure payment of such debentures, notes or other obligations by mortgages or deeds of trust or pledges or other liens upon any or all of the property of this corporation, wheresoever located.

(k) To purchase, hold, sell and transfer the shares of its own capital stock; provided, however, it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided further, that the shares of its own capital stock owned by it shall not be voted upon, directly or indirectly.

(l) To acquire, hold, vote, exchange, sell and deal in the capital stock, securities, assets, good will of any business or person, firm, association or corporation wherever located and irrespective of the nature or type of business conducted by it; and to operate and conduct in any manner, in whole or in part, any business so acquired and to undertake and assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation whose capital stock, securities, assets or good will is so acquired.

(m) To carry out all or any part of the objects and purposes herein authorized either alone or as principal or agent or as a co-partner or as a joint venturer or otherwise in conjunction with any person, association or other corporation, and in any part of the world; and in carrying on its business activities and for the purpose of attaining or furthering any of its objects or purposes to enter into, execute, make and perform contracts of any kind or description and to do such things and take such action and perform such acts and generally have such powers as a natural person could lawfully make, perform, do or exercise, provided that such are consistent with the objects and purposes of this corporation and in compliance with the statutes of the State of Idaho.

(n) To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or desirable for the furtherance of the business of this corporation, with any persons, firms, corporations, associations, any state, territory or municipality of the United States or any foreign country, government or body politic.

(o) To adopt, apply for and register, purchase, lease or otherwise acquire, and to use, maintain, protect, and to sell, assign, or grant licenses or other rights in respect to any trade marks, trade names, patents, patent rights, copyrights, inventions, formulas, processes and rights analogous thereto.

(p) To conduct its business in all or any of its branches in the State of Idaho and in any and all other states, territories, possessions, colonies and dependencies of the United States and in the District of Columbia, and in any or all other foreign countries, and to have one or more offices within or outside of the State of Idaho.

(q) The objects as specified herein shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause or paragraph of these Articles. The objects, purposes and powers specified in each of the clauses or paragraphs in these Articles shall be regarded as independent objects, purposes and powers.

The foregoing shall be construed as objects and powers and the enumeration thereof shall not be held to limit or restrain in any manner the general powers now or hereafter conferred on this corporation by the statutes of the State of Idaho.

III.

The period of existence and duration of the life of this corporation shall be perpetual.

IV.

The location and post office address of the registered office of this corporation in the State of Idaho shall be Boise, in the County of Ada, State of Idaho.

V.

This corporation is authorized to issue one class of shares of its capital stock to be designated "Common Stock". The total number of shares of common stock which this corporation shall be authorized to issue is 500. The aggregate par value of the common capital stock of this corporation

shall be \$50,000.00; and the par value of each share of said common capital stock shall be \$100.00.

VI.

The names and post office addresses of each of the incorporators of this corporation and the number of shares of common capital stock subscribed by each of those incorporators are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares Subscribed</u>
J. Keith Merrill	Pocatello, Idaho (Star Route)	One
W. S. Christensen	Pocatello, Idaho (136 Jackson St.)	One
Martin K. Zachreson	Boise, Idaho (923 Main)	One

Each of the persons above enumerated as incorporators is a natural person over the age of twenty-one years and is a citizen of the United States of America.

VII.

The capital stock of this corporation shall be nonassessable; and the private property of the shareholders in this corporation shall not be liable for the debts, obligations or liabilities of this corporation.

VIII.

A director of this corporation shall not be required to be a holder of any of the shares of the common capital stock of the corporation.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the Business Corporation Act of the State of Idaho, we, the undersigned, constituting the incorporators of this corporation, have executed these Articles of Incorporation, this 29th day of January, 1965.

J. Keith Merrill
J. Keith Merrill

W. S. Christensen
W. S. Christensen

Martin K. Zachreson
Martin K. Zachreson

STATE OF IDAHO)
) ss.
County of Ada)

On this 29th day of January, 1965, before me, a Notary Public in and for said State, personally appeared J. Keith Merrill, W. S. Christensen and Martin K. Zachreson, 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.

Clifford D. Mefford
Notary Public for Idaho
Residence: Boise, Idaho