



**CERTIFICATE OF INCORPORATION  
OF**

**THE HCH COMPANY**

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:

**April 13, 1909**



**SECRETARY OF STATE**

by:

ARTICLES OF INCORPORATION

OF

THE HCH COMPANY

APR 13 3 02 PM '89  
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, for the purpose of forming a corporation under the Idaho Business Corporation Act, Title 30, Chapter 1, Idaho Code, do hereby certify, declare and adopt the following Articles of Incorporation:

I.

The name of the Corporation is The HCH Company.

II.

The nature of the business, or the objects or purposes to be transacted, promoted, or carried on by the Corporation are:

(1) To engage in residential and commercial construction.

(2) To transact any other lawful business for which a corporation may be incorporated under the Idaho Business Corporation Act.

III.

The aggregate number of shares which the Corporation shall have the authority to issue is 5,000 shares of no-par value common stock. Said shares shall be of one class only.

IV.

The Corporation is to have perpetual existence.

V.

The business of the Corporation shall be managed by its Board of Directors, each of whom shall be at least eighteen (18) years of age. The number of directors of the Corporation shall be set forth in the Bylaws in a manner not prohibited by law. Until so changed, the number of directors shall be three (3). The directors need not be stockholders of the Corporation nor residents of the state of Idaho.

The names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are as follows:

Name

Address

Robert N. Coniglio, Jr.

3278 Whitepost Dr.  
Eagle, Idaho 83616

R. Dean Hoff

919 Harrison Blvd.  
Boise, Idaho 83702

Larry A. Hoff

919 Harrison Blvd.  
Boise, Idaho 83702

VI.

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

VII.

The Corporation shall have the authority in accordance with Idaho State law to indemnify each director or officer or any person who may have served at its request as a director or officer of another corporation in which it has 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 a director or officer of the Corporation, or of such other corporation (whether or not he continues to be a director or officer at the time of incurring such expense) except in relating 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 his duty as such director or officer. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders, or otherwise.

The Corporation shall have the right to defend, and to incur reasonable expenses in the defense of, any such actions, suits, or proceedings brought against any such director, officer, or person. Wherever in this section a director or officer is referred to, such reference shall include his or her executors and administrators.

VIII.

Meetings of the stockholders may be held outside the state of Idaho if the Bylaws so provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the state of Idaho at such place or places as may be designated from time to time by the Board of Directors or in the

Bylaws of the Corporation. Election of directors need not be by ballot unless the Bylaws of the Corporation shall so provide.

IX.

The Corporation reserves the right to amend, alter, change, or repeal any provision herein contained in the manner now or hereafter prescribed by statutes and all rights conferred upon stockholders herein are granted subject to this reservation.

X.

The name and place of residence of the incorporator is as follows:

Robert N. Coniglio, Jr.  
3278 Whitepost Dr.  
Eagle, Idaho 83616

XI.

The registered office of this Corporation in the state of Idaho shall be 3278 Whitepost Dr., Eagle, Idaho, 83616, or such other place within the county of Ada as the Board of Directors may hereafter determine. The name of the registered agent at such address is Robert N. Coniglio, Jr..

DATED this 13th day of April, 1989.

  
Robert N. Coniglio, Jr.,  
Incorporator

STATE OF IDAHO            )  
                              ) ss  
County of Ada            )

On this 13<sup>th</sup> day of April, 1989, before me, the undersigned Notary Public in and for the state, personally appeared Robert N. Coniglio, Jr., known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledge to me that he 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.

Deborah L. Taylor  
Notary Public for Idaho  
Residing at Boise, Idaho

2421^01.A14