

# State of Idaho

## Department of State

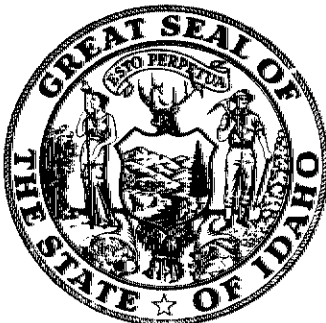
### CERTIFICATE OF INCORPORATION OF

G & C ASSOCIATES INC.  
File number C 118063

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: January 29, 1997



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By

*Shirley J. Clark*

JUN 29 8 03 AM '97

SECRETARY OF STATE  
STATE OF IDAHO

ARTICLES OF INCORPORATION  
OF  
G & C ASSOCIATES INC.

IDAHO SECRETARY OF STATE  
DATE 12/20/1996 0900 48733

CX #: 1002 CUST# 73524

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The undersigned person, being over the age of 18 years, and for the purpose of forming a corporation under the Idaho Business Corporation Act, does hereby sign and adopt the following Articles of Incorporation:

S ARTICLE I.

**S Name:** The name of the corporation is and shall be *G & C Associates Inc.*

S ARTICLE II.

**S Duration:** The existence of this corporation shall be perpetual.

S ARTICLE III.

**S Purpose:** The purposes of the corporate organization are:

1. To engage in the construction, rental, sale, and maintenance of residential properties and assessories for the public or any other business establishment as necessary to perpetuate the business.

2. To engage in generally and carry on any lawful business or trade which may, in the judgment of the Board of Directors, at any time be useful or advantageous to this corporation to the extent permitted under the laws of the State of Idaho, and to do everything necessary, proper, convenient or incidental to the accomplishment of the purposes and objects of this corporation as the Board of Directors deems useful or advantageous.

#### **S ARTICLE IV.**

**S Registered Office and Agent:** The address of the initial registered office of the corporation is 6317 North Centennial Place, Coeur d'Alene, Idaho 83814, and the name of its initial registered agent at such address is **Christine R. Wood**. Mailing address shall be 6317 North Centennial Place, Coeur d'Alene, Idaho 83814.

#### **S ARTICLE V.**

**S Authorized Capital:** The capital stock of this corporation shall consist of 500 shares of common stock. With no par value.

#### **S ARTICLE VI.**

##### **S Directors:**

1. The number of directors of the corporation shall be fixed as provided in the By-Laws, as therein provided, but the number of directors shall not be less than three unless the number of shareholders is less than three, in which case the number of directors may be equal to the number of shareholders, nor shall there be more than twenty-five directors.

2. In furtherance of and not in limitation of the powers conferred by the laws of the State of Idaho, the Board of Directors is expressly authorized to make, alter and repeal the By-Laws of the corporation, subject to the power of the stockholders of the corporation to change or repeal such By-Laws.

#### **S ARTICLE VII.**

**S Removal of Officers and Directors:** Any director or any officer elected or appointed by the shareholders or by the Board of Directors may be removed at any time in such manner as shall be provided in the By-Laws of the corporation.

## **S ARTICLE VIII.**

**S Conflict of Interest:** No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided, that the fact that he or such firm is so interested shall be disclosed or shall have been presented at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of this corporation, who is also a director or officer of such other corporation or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

## **S ARTICLE IX.**

**S Ratification:** Any contract, transaction or act of the corporation, or of the directors or of any committee, which shall be ratified by a majority of a quorum of the shareholders of the corporation at any annual meeting, or at any special meeting called for such purpose, shall, insofar as permitted by law or by the Articles of Incorporation of the corporation, be as valid and as binding as though ratified by every shareholder of the corporation.

## **S ARTICLE X.**

**S Indemnification of Officers and Directors:** The corporation shall indemnify any director or officer or former director or officer of the corporation, or any person who may have served at its request as a director or officer of another corporation in which its own shares of capital stock, or of which it is a creditor,

against expenses, including attorney's fees, and judgments or settlements actually and reasonably incurred by him in connection with the defense of any action, suit or criminal proceeding, civil or criminal, in which he is made a party by reason of being or having been such director or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct in the performance of duty to the corporation; and to make any other indemnification that shall be authorized by the Articles of Incorporation or by any By-Laws or resolution adopted by the shareholders after notice. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled, under any By-Laws, agreement, vote of shareholders or otherwise.

#### **S ARTICLE XI.**

**S Initial Directors:** The initial Board of Directors shall be two (2) in number and the names and addresses of the persons who are to served as directors until the first annual meeting of shareholders or until their successors are elected and qualify are:

**Christine R. Wood**                      6317 North Centennial Place  
Coeur d'Alene, Idaho 83814

**George W. Wood**                      6317 North Centennial Place  
Coeur d'Alene, Idaho 83814

#### **S ARTICLE XII.**

**S INCORPORATOR:** The name and address of the incorporator is:

**Christine R. Wood**                      6317 North Centennial Place  
Coeur d'Alene, Idaho 83814

#### **S ARTICLE XIII**

**S. Corporation's Purchase of Its Shares:** This corporation is authorized to purchase, take, receive or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares to the extent of

unreserved and unrestricted capital surplus available therefor, without the approval of the shareholders of the corporation, provided, that no purchase of or payment for its own shares shall be made at a time when the corporation is insolvent or when such purchase of payment would make it insolvent.

#### ARTICLE XIV.

**S Reservations:** This corporation reserves the right to amend, change or repeal any provision of these Articles of Incorporation in the manner now or thereafter prescribed by law, and all rights conferred upon the shareholders herein are subject to this reserved power, with the Board of Directors having the power and authority to change the registered office or registered agent, as provided by the Idaho Business Corporation Act.

IN WITNESS WHEREOF, the Incorporator has set her hand on this 27<sup>th</sup> day of January, 1997.

Christine R. Wood Pres.  
Christine R. Wood

STATE OF IDAHO                    )  
  ) ss.  
County of Kootenai            )

On this 27<sup>th</sup> day of January, 1997, before me,  
Kim Nordstrom, a Notary Public in and  
for the State of Idaho, personally appeared **CHRISTINE R. WOOD**, known or  
identified to me to be the person whose name is subscribed to the within  
instrument, and acknowledge to me that she executed the same.

Kim Nordstrom  
Notary Public for: Idaho  
Residing at: DEA  
My Commission Expires: 7-8-2000