



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

IDAHO MASON CONTRACTORS ASSOCIATION, INC.

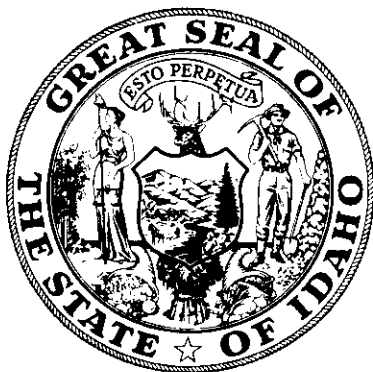
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

IDAHO MASON CONTRACTORS ASSOCIATION, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit 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 June 2, 19 89.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
IDAHO MASON CONTRACTORS ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS that we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a nonprofit corporation under Idaho Code Sections 30-301 et seq. which will qualify as exempt from federal taxation under Internal Revenue Code Section 501 (c) (6).

ARTICLE I

The name of the corporation is Idaho Mason Contractors Association; it is a nonprofit corporation. The location of the registered and principal office of this corporation shall be 5295 Emerald Street, Boise, Ada County, Idaho 83706. The name of the registered agent at such street address is Lewis C. Duvall.

ARTICLE II

The names and post office addresses of the five incorporators are as follows:

- | | | |
|----|--------------------------------------|------------------------|
| 1. | Bert Cloward
5700 W. Gowen Road | Boise, Idaho 83705 |
| 2. | Chet Carpenter
Route 1, Box 91 | Fruitland, Idaho 83619 |
| 3. | Dwight Butlin
1291 Shennadoah Dr. | Boise, Idaho 83705 |
| 4. | Ed Schaffner
2107 N. 28th St. | Boise, Idaho 83702 |
| 5. | Everett Schutte
P. O. Box 7611 | Boise, Idaho 83707 |

ARTICLE III

The objects and purposes of this Organization are as follows:

1. To promote and encourage greater cooperation between employers and employees, by aiding and encouraging more friendly relationship between the members of this Organization, our employees and their organizations, undertaking to bring into this industry the humane feeling between employers and employees, that should properly exist.

2. To promote the general welfare of its members by the collection and distribution of reliable and useful information to its members, thus affording and providing means for the intelligent consideration and action in matters pertaining to our employees, to facilitate and improve the methods of handling material necessary in our industry and to provide the best and most satisfactory methods for the submission and execution of building contracts to the end that our industry be surrounded by proper safeguards for the protection of life, limb and property.

3. To promote and encourage efficiency in the art of masonry construction, and to generally encourage and aid in the education of apprentices in our industry, and to generally encourage the movement to build with brick and other masonry products.

4. To promote and encourage the principles of justice and equity in all dealings between employers and employees, co-employers and co-employees, architects, engineers, material dealers, and the general public.

5. To promote, encourage, and advocate needed and helpful legislation for our industry, for the general good of all.

6. To counsel, advise, encourage and secure honorable dealings in the performance and execution of contracts with each other, with our employees, with the members of other trades, and with those engaged in the erection and construction of buildings.

7. To promote and encourage the formulation, adoption and establishment of such customs of business as will be just, equitable and honorable between man and man.

8. In every way, manner and form to promote and encourage by the establishment of a strong and sympathetic bond of fellowship among the members thereof, thereby securing unity of action and effort in the accomplishment of a common purpose.

9. To assist in the uplift and elevation of the standards of our trade, and to encourage our members and our employees to a better standard of life and living.

10. To cooperate in every honorable and legal way with organizations and associations in allied lines, and with individuals, firms and corporations in different lines of business for the general good of our industry.

11. To secure and aid in the correction and reformation of any wrongs affecting the general interests of the building industry.

12. To encourage the obedience of the spirit and letter of all laws and ordinances made by our Federal, State and Municipal government for the regulation, control and conduct of building operations, and that no action shall be taken by this Association or the members hereof which in any form or manner

would or might be construed as a participation in or encouragement of any illegal arrangements or combination for the control of labor, or the restriction thereof, or any arrangements or combination for the fixing of prices or the restriction of competition.

13. To promote the right of all people to do business and maintain employment regardless of race, sex, origin, creed, color, handicap, or membership or non-membership in a labor organization.

14. To acquire by grant, gift, purchase, devise, or bequest of real and personal property as the business of this corporation may require, subject to such limitations as may be prescribed by law for the benefit of its members and not for pecuniary profit.

15. To exercise all further powers and rights that are or may be authorized by the laws of the State of Idaho for non-profit corporations now or hereafter enacted.

ARTICLE IV

The time of commencement of this corporation shall be the date of the filing of Article of Incorporation with the State of Idaho as required by law and the period of duration shall be perpetual.

ARTICLE V

This corporation is a corporation which does not contemplate pecuniary gain or profit to the membership thereof and this corporation shall not have any capital stock; no profits or dividends shall be declared by this corporation. No part of the net earnings of the corporation shall inure to the

benefit of any member or individual. The corporation may not merge or consolidate except with a corporation qualified as nonprofit under state law and qualified under Internal Revenue Code Section 501 (c) (6). Upon dissolution of the corporation other than incident to a merger or consolidation, the assets of the corporation shall either be transferred to the state or federal government, or if refused, then granted, conveyed and assigned to a nonprofit corporation, association, trust, or other organization qualified under Internal Revenue Code Sections 501 (c) (3) or 501 (c) (6).

ARTICLE VI

The qualification of members, mode of election and term of admission to membership, the fees of admission and dues to be paid to the Treasury by its members, the expulsion and suspension of members and other regulations consonant with the objectives of the corporation shall be provided in the By-Laws of this corporation.

ARTICLE VII

The members of this corporation shall consist of the persons named herein as incorporators, each of whom is an owner or a partner or an officer of a business entity which is engaged in and primarily interested in the promotion of the Mason Contracting Industry and such other parties, each of whom is an owner or a partner or an officer of a business entity which is engaged in and primarily interested in the promotion of the Mason Contracting Industry and such other parties as may be interested in the Mason Contracting Industry and who may from time-to-time become active

or associate members in the manner specified in the By-Laws. The corporation shall not issue shares of stock.

ARTICLE VIII

Contractor Members and Associate Members shall be vested with all the privileges of the Association except Associate Members shall not have the right to vote or to hold office.

ARTICLE IX

The business and affairs of this corporation shall be conducted by a Board of Directors of not less than six (6) nor more than fifteen (15) directors, who shall be active members and who shall be selected as provided by the By-Laws. Vacancies in the Board of Directors shall be filled by a majority of the Board of Directors. The five incorporators shall serve as directors until their successors have been elected at an annual meeting and qualified.

ARTICLE X

The annual meeting of the members for the election of all directors, including officers, shall be held as provided in the By-Laws each year during the term of this corporation. The election of officers and directors shall be conducted in such manner and form as may be provided in the By-Laws.

ARTICLE XI

The initial By-Laws for the government and management of this corporation shall be adopted by the Board of Directors. The power to alter, amend, or repeal the By-Laws or to adopt new By-Laws shall be vested in the members, but such power may be delegated by the members to the Board of Directors.

Any amendments to the Articles of Incorporation shall be made as provided by law.

ARTICLE XII

The private property of the members and directors of this corporation shall be forever exempt from this corporate debts.

ARTICLE XIII

The highest amount of indebtedness or liability direct or contingent to which this corporation shall at any time subject itself shall be such amount as shall be authorized by the By-Laws of this corporation, or as may otherwise be set by the Board of Directors.

ARTICLE XIV

The names of the officer of the corporation who shall serve until their successors are duly elected at an annual meeting and qualified are as follows:

President:	Dwight H. Butlin
Vice-President:	Everett Schutte
Secretary:)	Bert V. Cloward
Treasurer:)	

IN WITNESS WHEREOF, we have hereunto set our hands
this 21st day of May, 1980.

Dwight H. Butlin
Everett Schutte
Bert V. Cloward

STATE OF IDAHO)) ss.
County of Ada)

On this 21st day of May, 1980, before me, the undersigned, a Notary Public for said State, personally appeared:

Dwight H. Butlin

Everett Schutte

Bert V. Cloward

known to me to be the persons whose names are subscribed to the within and 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.

Lewis D. Duff
Notary Public for Idaho
Residing at Boise, Idaho