



**CERTIFICATE OF INCORPORATION
OF**

LIM'S CHIPPING CORPORATION

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 22, 1988



Pete T. Cenarrusa

SECRETARY OF STATE

by *Sandra M. Maule*

ARTICLES OF INCORPORATION
OF
LIM'S CHIPPING CORPORATION

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST

The name of the corporation is LIM'S CHIPPING CORPORATION.

SECOND

The period of its duration is perpetual.

THIRD

The purpose or purposes for which the corporation is organized is to act as a general contractor or a subcontractor in any capacity for the construction, repairing, and remodeling of public works of all kinds and for the improvements of real estate, particularly seal coding and/or applying chips to roadways and the doing of any and all other business and contracts incidental thereto or connected therewith and the doing and performing of any and all acts or things necessary, proper, or convenient for or incidental to the furtherance or the carrying out of the powers or purposes therein mentioned; and to do such other things as are incidental and necessary to the carrying on of such business together with the transation of all other lawful business for which the corporations may be

incorporated under the Idaho Business Corporation Act, Section 30-1-3 or any subsequent Idaho Statute relating thereto.

FOURTH

The aggregate number of shares which the corporation shall have authority to issue is 10,000 shares of common voting stock, no par value. All stock of the corporation shall be one of the same class and have the same rights and preference.

FIFTH

Shareholders shall have full pre-emptive rights.

SIXTH

Provisions for the regulation of the internal affairs of the corporation are such as may be provided by the By-Laws of the corporation, including provision for restriction on transfer of shares, as provided in Idaho Business Corporation Act, Section 30-1-23A.

SEVENTH

The address of the initial registered office of the corporation is 921 W. 250 S., Blackfoot, Idaho 83221, and the name of its initial registered agent at such address is Rebecca Lim.

EIGHTH

The number of directors constituting the initial Board of Directors of the corporation is one (1), and the names and addresses of persons who are to serve as Directors until the first annual meeting of shareholders, or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Rebecca Lim	921 W. 250 S. Blackfoot, Idaho 83221

NINTH

The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Rebecca Lim	921 W. 250 S. Blackfoot, Idaho 83221

TENTH

The corporation shall not commence business until consideration of the value of at least \$1,000.00 has been received by it for the issuance of any shares herein.

ELEVENTH

The officers of this corporation shall include a President, one or more Vice-Presidents, Secretary, and Treasurer. All of the offices of the corporation can be held by one person. Officers shall be elected by the Board of Directors and need not be elected from members of the Board.

TWELFTH

Shares of stock of this corporation shall be issued and fully paid and shall be non-assessable for any purposes. The private property of the stockholders shall not be liable for the debts, obligations, or liabilities of this corporation.

THIRTEENTH

Any person made apart to or involved in any civil, criminal or administrative action, suit or proceeding by reason of the fact that he is or his testator or intestate is or was

director, officer, or employee of the corporation, or of any corporation which he, the testator, or intestate serves as such at the request of the corporation, shall be indemnified by the corporation against expenses reasonably incurred by him or imposed on him in connection with or resulting from the defense of such action, suit, or proceeding and in connection with or resulting from any appeal therein, except with respect to matters as to which it is adjudged in such action, suit, or proceeding that such officer, director, or employee was liable to the corporation, or to such other corporation, for negligence or misconduct in the performance of his duty. As used herein the term "expense" shall include all obligations incurred by such person for the payment of money including, without limitation, attorney's fees, judgments, awards, fines, penalties, and amounts paid in satisfaction of judgment or in settlement of any such action, suit, or proceeding, except amounts paid to the corporation or such other corporation by him. A judgment or conviction, whether based on plea of guilty or nolo-contendre or its equivalent or after trial, shall not to itself be deemed an adjudication that such director, officer, or employee is liable to the corporation, or such other corporation, for negligence or misconduct in the performance of his duties. Determination of the rights of such indemnification and the amount thereof may be made at the option of the person to be indemnified pursuant to procedure

set forth from time to time in the By-Laws or by any of the following procedures:

- (a) Order of the court or administrative body or agency having jurisdiction of the action, suit, or proceedings.
- (b) Resolution adopted by a majority of the quorum of Board of Directors of the corporation without counting in such majority a quorum any directors who have incurred expenses in connection with such action, suit or proceeding.
- (c) If there is no quorum of directors who have not incurred expenses in connection with such suit, action or proceeding, then by resolution adopted by a majority of the committee of stockholders and directors by the Board of Directors.
- (d) Resolution adopted by a majority of the quorum of the directors entitled to vote at any meeting; or
- (e) Order of any Court having jurisdiction over the corporation. Any such determination that a payment by way of indemnity should be binding upon the corporation; such right of indemnification shall not be exclusive of any other right which such directors, officers, and employees of the corporation and other persons above-mentioned may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled

DATED this 20th day of April, 1988.

REBECCA LIM

On this 20th day of April, 1988, before me, the undersigned, a notary public in and for said state, personally appeared REBECCA LIM, known to me to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that (s)he/they executed the same.

Laurie Anderson
Notary Public for State of Idaho
Residing at Blackfoot, Idaho

- 6 -