

State of Idaho

Department of State.

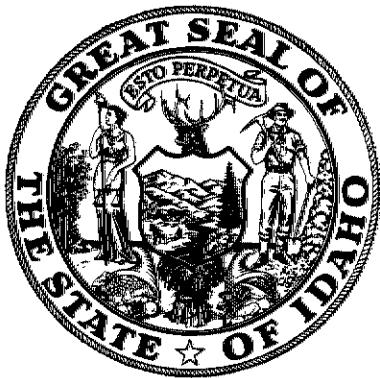
CERTIFICATE OF INCORPORATION OF

F & S CONSTRUCTION CO.

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: July 18, 1986



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

F & S CONSTRUCTION CO.

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FBI - AND OF CHARGE

KNOW ALL MEN BY THESE PRESENTS; That I, the undersigned, being a natural person of full age and a citizen of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the Idaho Business Corporation Act of the State of Idaho, and the Acts amendatory thereof and supplemental thereto, do hereby certify as follows:

ARTICLE I

The name of the corporation shall be F & S Construction Co.

ARTICLE II

The existence of the corporation shall be perpetual.

ARTICLE III

The name and location of the registered agent and office of the corporation is Kathy L. Milliron, secretary, 3076 Eastgate, Boise , Idaho 83705.

ARTICLE IV

The amount of capital stock of this corporation shall be 500 shares of stock and no share shall have a par value and be nonassessable. All shares of the stock shall be fully paid prior to being issued.

ARTICLE V

The private property of the stockholders of the corporation shall not be subject to the payment of corporation debts to any extent whatsoever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the corporation.

ARTICLE VI

Stockholders of the corporation shall have pre-emptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to obligations of the corporation convertible into stock. Any stock or obligations issued by the corporation shall first be offered to the stockholders of the corporation.

ARTICLE VII

The number of directors of the corporation shall be as specified in the By-Laws, and such number may from time to time by increased or decreased in such manner as may be prescribed in the By-Laws, and in accordance with Section 301-36, Idaho Code. In case of any increase in the number of directors then in office, the directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

ARTICLE VIII

The name and address of the initial board of directors of the corporation is:

Kathy L. Milliron, 3076 Eastgate, Boise, Idaho 83705.

ARTICLE IX

The purposes and objects for which the corporation is formed are:

- (a) To build commerical and residential buildings and related projects and to function as a general contractor or a subcontractor on said building projects. To lease, rent, sell, buy, resale equipment, tools, vehicles, materials, and supplies.
- (b) To purchase for investment or resale, and to deal in, land and other property of any tenure and any interst therein, and to create, sell, or deal in, any freehold, leasehold, ground rents, and to make advances upon the securing of land, houses and other property, or any interest therein, and to generally deal in, by way of sale, lease, exchange, or otherwise, land and house property and any other property, whether real or personal;
- (c) To make any improvements upon any real property.
- (d) To buy, sell, acquire, hold, own, dispose of, convey, mortgage, pledge, lease, assign, transfer, trade and deal in and with all kinds of personal property, franchises, privileges, rights, goods, wares and merchandise of every kind, nature and description;
- (e) To buy, sell, convey, lease, let, mortgage, exchange or otherwise acquire and dispose of lands, lots, houses, buildings and real property, hereditaments, and appurtenances of all kinds and wheresoever situated, and of any interest and rights therein, to the same extent as natural persons might or could do and without limit as to amount;
- (f) To acquire by purchase, subscription, or otherwise, and to own, hold, sell, negotiate, assign, deal in, exxchange, transfer, mortgage,pledge, or otherwise dispose of, any shares of capital stock, scrip, bonds, mortgages, securities, or evidences of indebtedness, issued or created by any other corporation, joint stock company or association, public or private, or by whomsoever issued, and while the holder or owner thereof to possess and exercise in repect thereof any and all rights, powers and privileges or ownership, including the

right to vote thereon;

(g) To make, perform and carry out contracts of every kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, either public or private, or with any territory or government, or any agency thereof;

(h) To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes, and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets, real or personal, at any time owned or held by this corporation, upon such terms and conditions as the Board of Directors shall authorize, and as may be permitted by law;

(i) To acquire, hold, sell, reissue or cancel any shares of its own capital stock, provided, however, that this corporation may not use any of its funds or property for the purchase of its own common stock when such use would cause any impairment of the capital of this corporation; and provided further, that the shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly;

(j) To purchase or otherwise acquire the whole or any part of the property, assets, business and good will of any other person, firm, business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business;

(k) To organize, promote, incorporate and reorganize subsidiary corporations and joint stock companies and associations for any purpose permitted by law;

(l) To have one or more offices to carry on all or any part of its operations and business, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and which now or hereafter may be authorized by law, and this is the same extent and as fully as natural persons might or could do, as principals, agents, contractors, trustees, or otherwise, and either alone or in connection with any person, firm, association, or corporation;

(m) To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho upon corporations formed under the general corporation laws of said state, or under any Act amendatory thereof or supplemental thereto or substituted therefore;

ARTICLE X

The name and address of the incorporator and the number of shares subscribed is as follows:

NAME	NO. OF SHARES
Kathy L. Milliron, 3076 Eastgate, Boise, Idaho 83705.	500

The foregoing clauses are to be construed both as objects and powers; and it is hereby expressly provided that enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation; provided, however, that nothing contained herein shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do any act which a corporation formed under the Act hereinbefore referred to, or any amendment thereof or supplement thereto, or substitute therefore, may not at the time lawfully carry on or do. It is their intention that the purposes, objects and powers specified in each of the subparagraphs (a) to (m), inclusive, of Article Nine of these Articles of Incorporation shall, except as otherwise expressly provided, in no wise be limited or restricted by reference to, or inference from, the terms of any other subparagraph, clause or paragraph of these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand this 7
day of July, 1986.

Incorporator

Kathy S. Milligan