

FILED EFFECTIVE

ARTICLES OF INCORPORATION

OF

POFF CONSTRUCTION, INC.

2005 FEB 22 AM 10:21

CLERK
STATE OF IDAHO

KNOW ALL PERSONS BY THESE PRESENTS: The undersigned, in order to form a Corporation under the provisions of Title 30, Chapter 1, Idaho Code, submits the following articles of incorporation to the Secretary of State.

ARTICLE I.

The name of the corporation shall be POFF CONSTRUCTION, INC..

ARTICLE II.

The period of its duration is perpetual.

ARTICLE III.

The purposes for which said corporation is formed are to engage in the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV.

The aggregate number of shares which the corporation shall have authority to issue is 10,000 shares at no-par value.

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ARTICLE V.

The location and post office address of the corporation's registered office and primary office of business shall be 16931 N. DENEMERE LOOP, NAMPA, ID 83687. The registered agent shall be MICHAEL W. POFF, 16931 N. DENEMERE LOOP, NAMPA, ID 83687.

ARTICLE VI.

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

<u>Name:</u>	<u>Post Office Address:</u>
MICHAEL W. POFF	16931 N. DENEMERE LOOP, NAMPA, ID 83687
WESLEY POFF	16931 N. DENEMERE LOOP, NAMPA, ID 83687

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

<u>Name:</u>	<u>Post Office Address:</u>
MICHAEL W. POFF	16931 N. DENEMERE LOOP, NAMPA, ID 83687
WESLEY POFF	16931 N. DENEMERE LOOP, NAMPA, ID 83687

ARTICLE VII.

The Board of Directors shall consist of TWO (2) directors, but during their term of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided by the By-Laws; provided, however, that the number of directors constituting the Board of Directors shall not be less than one (1) nor more than six (6).

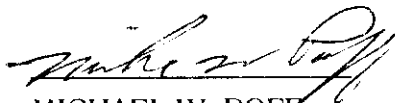
ARTICLE VIII.

The Board of Directors, by a majority vote, shall have the power to adopt By-Laws, and to repeal and amend By-Laws.

ARTICLE IX.

No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation, shall be in any way 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 such 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/she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors; and the director of the corporation who is also so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation, of the corporation which shall authorize such contract or transaction, with like force and effect as if he/she were not such director or officer of such other corporation, or not so interested.

IN WITNESS WHEREOF, the undersigned incorporator, acting for and behalf of all incorporators of said corporation, has hereunto set his/her hand and seal this 16th day of Feb, 05.


MICHAEL W. POFF