



**Department of State.**

**CERTIFICATE OF INCORPORATION**

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

**KINKAID CONSTRUCTION COMPANY**

was filed in the office of the Secretary of State on the **Sixteenth** day  
of **February** **Sixty-six**  
/will be ~~XXXXXX/~~ **A.D. One Thousand Nine Hundred** and  
duly recorded on Film No. of Record of Domestic Corporations, of the State of Idaho,  
and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and  
successors are hereby constituted a corporation, by the name hereinbefore stated, for  
**perpetual existence**  
**Pocatello** from the date hereof, with its registered office in this State located at **Bannock**  
in the County of

IN TESTIMONY WHEREOF, I have hereunto  
set my hand and affixed the Great Seal of the  
State. Done at Boise City, the Capital of Idaho,  
this **16th** day of **February**,  
66  
A.D., 19 .

Secretary of State.

ARTICLES OF INCORPORATION  
of  
KINCAID CONSTRUCTION COMPANY

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being natural persons of full age and being citizens of the United States, in order to form a corporation for the purposes hereinafter stated, pursuant to the Business Corporation Act of Idaho, do hereby certify as follows:

ARTICLE I

The name of the corporation is:

KINKAID CONSTRUCTION COMPANY.

ARTICLE II

SECTION 1: The purposes and objectives of the corporation are to transact, promote, and carry on, shall include but not be limited to the following:

A) To operate, conduct, finance, or manage any and all types of manufacturing, assembling, or servicing business.

B) To purchase, acquire, erect, and construct, or make improvements to, buildings for the use of this corporation or for rental or resale.

C) To enter into joint ventures with any other corporations, associations, co-partnerships, persons, or trustees, for the purpose of holding by purchase or otherwise acquiring real and personal property of every kind and description, including but not limited to the good-will, stock, rights, and property of any person, firm, association, or corporation, paying for the same in cash, stock, debentures, or bonds of this corporation, and to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers and rights necessary or convenient to the conduct and management of such businesses.

D) To buy, receive, use, lease, mortgage, sell or otherwise deal with, in or on behalf of all types of personal property.

E) To carry on such other business, and ventures as may appear desirable, necessary, or convenient.

F) To acquire, hold, sell, or otherwise dispose of shares of stock, debentures, bonds, contracts, obligations, securities, and other evidences of indebtedness of this or any person or corporation, and to sell, discount, pledge, hypothecate, and otherwise dispose of any and all such property.

G) To carry on a merchandising business; to buy, sell, exchange, lease, rent, hold, and transfer, or otherwise deal in and with all type of merchandising business, both real and personal either on its own account or as agent or broker for others.

H) To borrow money and contract debts, when necessary for the transaction of its business, or for the exercise of its corporate rights, privileges, or franchises, or from any other lawful purpose of its incorporation; to draw, make, accept, endorse, discount, execute, underwrite, and issue promissory notes, bills of exchange, warranties, bonds, debentures, and other negotiable or transferable instruments, or obligations of the corporation, payable at specific time or times, or payable upon the happening of a specific event or events, whether secured by mortgage, pledge, or otherwise, or unsecured, for money borrowed or in payment for property purchased, or acquired, or for any other lawful purpose.

I) To purchase and invest in and to hold, sell, and otherwise deal in stocks, shares, bonds, debentures, or securities of governments, states, municipalities, or corporations, public or private, including both common or preferred stock.

J) To negotiate for and enter into all types of contracts with individuals, partnerships, and other corporations, or other-

wise, as may be necessary and proper to affect its purposes and to conduct its proper business.

K) To open and maintain offices and agencies in the State of Idaho or elsewhere, for the purpose of transacting and carrying on the business which this corporation is empowered to do.

### ARTICLE III

The corporation is to have perpetual existence.

### ARTICLE IV

The location and post office address of the registered office of the corporation is POCA TELLO, BANNOCK COUNTY, IDAHO, but it may also carry on its business elsewhere in the State of Idaho, or in any other state of the United States, or elsewhere.

### ARTICLE V

The total authorized number of par value shares is Fifty Thousand (50,000) shares with the par value of one dollar (\$1.00) per share, with an aggregate par value of \$50,000.00.

### ARTICLE VI

The total number of shares subscribed to is 12,000 shares. The names and post office addresses of the incorporated and the number of shares subscribed to by each are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Warren K. Flood	5050 Hawthorne Road Pocatello, Idaho	4,000
Val W. Taylor	640 Cree Pocatello, Idaho	4,000
Wayne G. Taylor	Box 6-E Chubbuck Road Pocatello, Idaho	4,000

### ARTICLE VII

The private property of the stockholders of the corporation shall not be liable for the obligation of the corporation, and such stock shall not be assessable in anyway or for any purpose.

### ARTICLE VIII

#### SECTION 1: OFFICERS AND DIRECTORS

#### A) OFFICERS:

The officers of the corporation shall consist of a President,

a Vice-President, a Secretary-Treasurer, and such other officers, agents, and committees as the Board of Directors may designate, elect, and appoint and who shall perform such duties and have such authority as usually pertain to such officers in similiar corporations, and as may be permitted by the Board of Directors from time to time; providing that the same person may hold both the office of a Director and the office of an officer of the corporation at the same time.

B) QUALIFICATION OF OFFICERS:

The qualifications of the officers shall be determined by the Board of Directors, and as set forth in the By-Laws of the corporation.

C) ELECTION OF OFFICERS:

Officers shall be elected at the annual meeting of Directors by the Board of Directors, and as set forth in the By-Laws of the corporation.

D) TERM OF OFFICE FOR OFFICERS:

The officers of the corporation shall serve for a term of one (1) year or until a successor is duly elected and qualified.

E) RESIGNATION OF OFFICERS AND DIRECTORS:

Any officer or Director may resign by filing his written resignation with the Secretary of the corporation, or in the case of the resignation of the Secretary, with the President, and upon acceptance thereof by the Board of Directors, the resignation shall become effective. In case the Board of Directors shall neglect to act upon a submitted resignation within fourteen (14) days after its receipt, the resignation shall become effective and the office deemed vacant.

F) REMOVAL OF OFFICER OR DIRECTOR:

Any officer or Director of the corporation may be removed at any time in the manner provided in the laws of the State of Idaho for the removal of officers or directors, or by a vote of a majority of the outstanding common stock of the corporation

at a meeting of common stockholders called for that purpose.

G) DIRECTORS OF THE CORPORATION:

The corporation shall have the number of directors as the Board of Directors shall from time to time desire.

H) MANNER OF ELECTION OF DIRECTORS AND OFFICERS:

Directors shall be elected by ballot of the common stock at the annual meeting of the stockholders, and the persons receiving the highest number of votes shall be declared duly elected. Cumulative voting shall not be permitted.

Within fifteen (15) days after the election, the Directors shall meet together and elect the officers.

SECTION 2:

a majority of the Directors may adopt by-laws for the corporation, and may amend the same and repeal the same from time to time, as they see fit.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 11 day of February, 1966.

Warren K. Flood  
WARREN K. FLOOD

Val W. Taylor  
VAL W. TAYLOR

Wayne G. Taylor  
WAYNE G. TAYLOR

STATE OF IDAHO        }  
County of Bannock    } ss.

On this 11 day of February, 1966, before me, the undersigned, personally appeared Warren K. Flood, Val w. Taylor, and Wayne G. Taylor, known to me to be the persons whose names are subscribed to the within 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.

Kent J. Parrish  
NOTARY PUBLIC for Idaho  
Residence: Pocatello, Idaho