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# State of Idaho

## Department of State

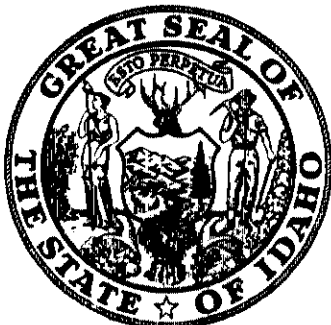
### CERTIFICATE OF AMENDMENT OF

JOHN F. BUCHAN COMPANY OF IDAHO, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of JOHN F. BUCHAN COMPANY OF IDAHO, INC. duly signed and verified 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

July 23, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sheryl Delmar*

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF

JOHN F. BUCHAN COMPANY OF IDAHO, INC. 2 38 PM '93

\* \* \* \* \*

SECRETARY OF STATE

THE UNDERSIGNED, being the incorporator of JOHN F. BUCHAN COMPANY OF IDAHO, INC., an Idaho corporation, acting prior to the organizational meeting of such corporation and prior to the issuance of any stock, does hereby restate the Articles of Incorporation of such corporation, in their entirety; amend Articles FOURTH, FIFTH, and SEVENTH; and add new Articles V, VI, VIII, IX, XIV and XV. The purpose of these amendments is to add provisions concerning classes of stock, shareholders' preemptive rights, cumulative voting, directors' powers, limitation on liability of directors, and indemnification of officers, directors, employees and agents.

ARTICLE I  
NAME OF CORPORATION

The name of the corporation shall be JOHN F. BUCHAN COMPANY OF IDAHO, INC.

ARTICLE II  
DURATION OF A CORPORATION

The period of duration of the corporation shall be perpetual.

ARTICLE III  
CORPORATE PURPOSES

The purpose or purposes for which the corporation is organized are:

- A. To engage in and conduct a general construction and development business, including the erection of homes, flats, and apartments; to operate a contracting business; to purchase, own, hold, and sell real property, improved and unimproved, or any interest therein or easement thereon; to purchase lands and subdivide same into subdivisions or lots; to loan money upon real property and to accept secured and unsecured notes as collateral for same; to execute notes, deeds of trust, mortgages, and chattel mortgages; to enter into leases as landlord or tenant; to perform or do any act customarily performed or done by a contractor and builder, speculative builder, subdivider, or real property developer; to invest in and hold for investment any real property, shares of stock, bonds, government, private or corporate; and to exchange and enter into

agreements or exchange of one parcel of real property for another parcel of real property.

- B. In general, to carry out any lawful business whatsoever in connection with the foregoing which is determined to directly or indirectly promote the interest of the corporation and to enhance the value of its properties.
- C. To engage in and carry on any lawful business or trade, regardless of whether or not said business or trade be directly or indirectly related to the business referred to in subsection A of this article, and to transact any or all lawful business for which the corporation may be incorporated under the Idaho Business Corporation Act, including any amendments thereto or successor statute that may be hereafter enacted.

#### ARTICLE IV CAPITALIZATION

The corporation is authorized to issue a total of One Hundred Thousand (100,000) shares with a par value of \$1.00 per each share, consisting of Ten Thousand (10,000) shares to be designated "Class A Voting Common Stock" and Ninety Thousand (90,000) shares to be designated "Class B Nonvoting Common Stock." The shares of Class A Voting Common Stock and Class B Nonvoting Common Stock shall be identical in every respect except for the voting rights to which the holders thereof shall be entitled. Each share of Class A Voting Common Stock shall entitle the holder thereof to one (1) vote on all matters submitted to the shareholders of this corporation for their approval. The shares of Class B Nonvoting Common Stock shall not entitle the holders thereof to any voting rights, except for those to which they are entitled by law.

#### ARTICLE V DIVIDENDS

The holders of the stock shall be entitled to receive dividends as declared by the Board of Directors of the funds legally available for such purposes on a ratable basis.

#### ARTICLE VI DISTRIBUTION FROM CAPITAL SURPLUS

The corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge, transfer and dispose of its own shares to make other distributions permitted by the laws of the state of Idaho to the extent of both its unrestricted and unreserved capital surplus.

ARTICLE VII  
PREEMPTIVE RIGHTS

The owners of shares of voting and nonvoting common stock of the corporation shall be entitled to preemptive rights to subscribe for or purchase any part of new or additional issues of stock or securities convertible into stock of any class whatsoever whether now or hereafter authorized, and whether issued for cash, property, services, by way of dividend or otherwise.

ARTICLE VIII  
NO CUMULATIVE VOTING

No shareholder who shall be entitled to vote on any matter that properly comes before a shareholder including election for directors shall be entitled to accumulate his votes.

ARTICLE IX  
GENERAL PROVISIONS

SECTION 1. The Board of Directors shall have full power to adopt, alter, amend or repeal the bylaws or adopt new bylaws. Nothing herein shall deny the concurrent power of the shareholders to adopt, alter, amend or repeal the bylaws.

SECTION 2. The corporation reserves the right to amend, alter, change or repeal any provisions contained in its articles of incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of shareholders of the corporation are granted subject to this reservation.

SECTION 3. The corporation may enter into contracts and otherwise transact business as a vendor, purchaser or otherwise, with its directors, officers, and shareholders and with corporations, associations, firms, and entities in which they are or may be or become interested as directors, officers, shareholders, members or otherwise, as freely as though such adverse interest does not exist, even though the vote, action or presence of such director, officer or shareholder may be necessary to obligate the corporation upon such contracts or transactions; and in the absence of fraud, no such contract or transaction shall be avoided and no such director, officer or shareholder shall be held liable to account to the corporation, by reason of such adverse interest or by reason of any fiduciary relationship to the corporation arising out of such office or stock ownership, for any profit or benefit realized by him through any such contract or transaction; provided that in the case of directors and officers of the corporation but not in the

case of shareholders that are not directors or officers, the nature of the interest of such director or officer, but not necessarily details or extent, be disclosed or known to the Board of Directors of the corporation, at the meeting thereof at which such contract or transaction is authorized or confirmed. A general notice that a director or officer of the corporation is interested in any corporation, association, firm or entity shall be sufficient disclosure as to such director or officer with respect to all contracts and transactions with the corporation, association, firm or entity.

ARTICLE X  
REGISTERED OFFICE AND ADDRESS

The location of the initial registered office of the corporation is One Capital Center, Suite 1015, 999 Main Street, Boise, Idaho, 83702 and the name of its initial registered agent at such address is D. John Thornton.

ARTICLE XI  
BOARD OF DIRECTORS

The number, qualifications, terms of office, manner of election, time and place of meetings and power and duties of the directors shall be prescribed in the bylaws, but the corporation shall have not less than one (1) nor no more than seven (7) directors on its Board of Directors. The number of directors constituting the initial Board of Directors is five (5), and the names and addresses of the persons who are to serve until the first annual meeting of the shareholders and until their successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
JOHN F. BUCHAN	1416 W. Franklin Boise, ID 83702
GLORIA E. BUCHAN	1416 W. Franklin Boise, ID 83702
FRANK BUCCI	11555 Northup Way Bellevue, WA 98004
TIM PRICE	11555 Northup Way Bellevue, WA 98004
RICHARD C. BARBER	11555 Northup Way Bellevue, WA 98004

ARTICLE XII  
INCORPORATOR

The name and address of the incorporator is as follows:

Dale G. Higer  
One Capital Center, Suite 1015  
999 Main Street  
Boise, ID 83702.

ARTICLE XIII  
AMENDMENT OF BYLAWS

The Board of Directors is expressly authorized to alter, amend or repeal the bylaws of the corporation and to adopt new bylaws, subject to repeal or change by majority vote of the shareholders.

ARTICLE XIV  
LIMITATION ON DIRECTOR LIABILITY

To the fullest extent permitted by Idaho law and subject to the bylaws of this corporation, a director of this corporation shall not be liable to the corporation or its shareholders for monetary damages for his or her conduct as a director. Any amendment to or repeal of this Article shall not adversely affect any right of a director of this corporation hereunder with respect to any acts or omissions of the director occurring prior to amendment or repeal.

ARTICLE XV  
INDEMNIFICATION

To the fullest extent permitted by its bylaws and Idaho law, this corporation is authorized to indemnify any of its officers, directors, employees and agents. The Board of Directors shall be entitled to determine the terms of indemnification, including advance of expenses, and to give effect thereto through the adoption of bylaws, approval of agreements, or by any other manner approved by the Board of Directors. Any amendment to or repeal of this Article shall not adversely affect any right of an individual with respect to any right to indemnification arising prior to such amendment or repeal.

DATED this 23<sup>d</sup> day of July, 1993.

  
Dale G. Higer  
Incorporator

STATE OF IDAHO     )  
                              ss.  
County of Ada     )

I, KATHLEEN A. ROCKNE, a notary public, do hereby certify that on this 23rd day of July, 1993, personally appeared before me DALE G. HIGER, who, being by me first duly sworn, declared that he is the incorporator of JOHN BUCHAN COMPANY OF IDAHO, INC., that he signed the foregoing document as the incorporator of the corporation, and that the statements contained therein are true.

Kathleen Rockne  
NOTARY PUBLIC, State of Idaho  
Residing at 2111 1st St. N.  
My commission expires: 2/1/94