

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

LOUIS E. CLAPP

~~XXXXXXXXXXXXXXXXXXXX~~

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 **DEVELOPERS INTERNATIONAL, INC.**

was filed in the office of the Secretary of State on the **Second** day
December **Sixty-Six**
will be **A.D. One Thousand Nine Hundred** and
Microfilm

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**

Boise from the date hereof, with its registered office in this State located at **Ada**
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 **2nd** day of **December** **66** A.D., 19 _____

Secretary of State.

ARTICLES OF INCORPORATION
OF
DEVELOPERS INTERNATIONAL, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, pursuant to the laws of Idaho, do hereby certify as follows:

ARTICLE I.

The name of this corporation shall be DEVELOPERS INTERNATIONAL, INC.

ARTICLE II.

The period of existence and the duration of the life of this corporation shall be perpetual.

ARTICLE III.

The purposes for which said corporation is formed are:

- (a) To engage in the general practice of engineering of all types and description within the United States of America and all foreign countries; to perform and engage in all kinds and manner of construction projects, including, but not limited to, construction of buildings, bridges, roads, schools, residences, government buildings, beautification projects, feasibility studies and general construction projects of every nature;
- (b) To purchase real estate, make and purchase

materials for the construction of buildings; to erect buildings; to own, manage, operate, lease and sell buildings; to conduct and carry on the business of brokers and contractors for the purpose of building, erecting, altering, repairing or doing any other work in connection with any and all classes of buildings and improvements of any kind and nature whatsoever, including the locating, laying out and constructing of roads, avenues, docks, ships, sewers, bridges, wells, walls, canals, railroads or street railways, power plants and generally in all classes of buildings, erections and works, both public and private, or integral parts thereof; to perform engineering and architectural work, including the preparation of plans and specifications and expert work, as acting and consulting and superintending engineers and architects;

(c) To manufacture, buy, sell and generally deal in brick, stone, lumber, cement and any and all materials capable of use in the construction of any kind of building and to generally carry on the business of dealers in new and second hand building materials;

(d) To own, operate and maintain all types of farms and ranch property;

(e) To buy, sell and deal in all types of farm products, cattle, livestock, horses, sheep and other animals;

(f) To own, conduct, operate, maintain and carry on a general business of merchandising, at retail, wholesale or otherwise, of all types of goods, wares, merchandise or products;

(g) To borrow money or otherwise incur indebtedness without limit as to the amount, and to draw, make, accept, endorse, transfer, assign, guarantee, execute and issue bonds, debentures, notes, drafts, bills of exchange, negotiable instruments; and all other instruments for the payment of money, negotiable and non-negotiable, secured and unsecured;

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

(i) To purchase, insofar as the same may be done without impairing the capital of this corporation, except as otherwise prohibited by law, and to hold, pledge and reissue shares of its own capital stock, but such stock so acquired and held shall not be entitled to vote nor to receive dividends;

(j) To have, exercise, enjoin and participate in all the powers now or hereafter granted to corporations organized under the laws of this State, and particularly all of the powers and privileges granted to corporations under Chapter 1, Title 30, Idaho Code, including any future amendments thereto, and to do any act or things necessary or convenient for the transaction of the aforesaid business or businesses and for the carrying into effect of any and all the aforesaid objects and purposes;

(k) To carry on any of the foregoing or closely related businesses as principal, agent, lessors, lessees, assignors, assignees, licensees, or otherwise which can be generally carried on in connection with any of the pursuits aforesaid.

ARTICLE IV.

The capital stock of this corporation shall be in the amount of \$100,000.00, divided into 100,000 shares of non-assessable common stock of the par value of \$1.00 per share.

ARTICLE V.

The principal place of business of this corporation shall be in the City of Boise, County of Ada, State of Idaho, at 3100 Pleasanton Street, which is hereby designated as the address of its registered office.

ARTICLE VI.

The names and post office addresses of the incorporators and the number of shares subscribed by each are:

<u>Name</u>	<u>Post Office Address</u>	<u>No. of Shares</u>
Donald J. Siegel	3100 Pleasanton, Boise, Idaho	1
Emerson B. Steele	3100 Pleasanton, Boise, Idaho	1
W. Anthony Park	1521 North Garden, Boise, Idaho	1

ARTICLE VII.

The management of this corporation shall be vested in a board of not less than three (3) directors and a maximum number as may be fixed by the By-Laws. The directors shall be elected at the annual meeting of the stockholders, to be held at a time and place designated by the By-Laws.

ARTICLE VIII.

The Board of Directors of this corporation by a majority vote shall have the power to repeal or amend the By-Laws thereof, and to adopt a new code of By-Laws if in their discretion that becomes proper.

ARTICLE IX.

The private property of the stockholders of this corporation shall not be subject to the payment of the corporate debts in any amount or to any extent whatever.

ARTICLE X.

No contract, act or other transaction between this corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are financially or otherwise interested in or are directors or officers of such other corporation; and any director, individually, or any firm of which such director may be a member, may be a party to or may be financially or otherwise interested in, any contract or transaction of this corporation; provided, that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors of this corporation, or to a majority thereof on the date of such contract or transaction; and any director of this corporation who is also a director or officer of such

other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize such contract, act or transaction, and may vote thereat to authorize such contract, act or transaction with like force and effect as if he were not such director or officer of such other corporation or was not otherwise interested therein.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 1st day of December, 1966.

Ronald J. Siegel

Emerson B. Steele

W. Anthony Park

STATE OF IDAHO)
 ss.
County of Ada)

On this 1st day of December, 1966, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared DONALD J. SIEGEL, EMERSON B. STEELE and W. ANTHONY PARK, known to me to be the persons whose names are subscribed to the foregoing 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.



Notary Public for Idaho
Residing at Boise, Idaho