

FILED/EFFECTIVE

IDAHO SECRETARY OF STATE
09/11/2001 05:00
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ARTICLES OF INCORPORATION

OF

TWIN RIVER DRYWALL, INC.

KNOW ALL MEN BY THESE PRESENTS:

SEP 10 PM 3:06
STATE OF IDAHO
That we, the undersigned being natural persons or full age and 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 this corporation is **TWIN RIVER DRYWALL, INC.**

ARTICLE II

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

ARTICLE III

The purpose for which said corporation is formed are:

(a) To engage in, conduct and carry on the business of, and engage in, an automotive repair service, to apply for and hold any and all licenses required by any governmental entity for the operation of such businesses, and generally, to provide an automotive repair service to the public, to hire employees, and all things lawful as necessary, reasonable, pertinent and desirable in connection with such activity and commerce authorized by law in sole proprietorship, or in association or partnership with other firms or individuals.

(b) To borrow money or otherwise incur indebtedness to such limits as may be authorized by the Board of Directors, 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.

(c) To conduct business in this State or other States, District of Columbia, territories and colonies of the United States and foreign countries or territories as allowed by law, and to

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maintain one or more offices or other places of business outside of this State, and to receive, purchase, hold, acquire, deal in and with any real or personal property or any interest therein, either within or outside the State of Idaho, reasonably calculated to promote the purposes hereinabove or hereafter stated to this Corporation; to acquire the operating name, good will property rights, and the whole or any part of any estate, tangible or intangible, and to assume the liabilities of any part of any persons, firm, association, corporation, or other business organization, and to pay for said good will rights, property, and assets in cash and the stock of this corporation, its bonds, its assets in cash and the stock of this corporation, its bonds, its debentures, or otherwise, or by undertaking the whole or any part of the liabilities of the transferrer thereof, and to hold in any manner or dispose of all or any part of the property so acquired; to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary and expedient in and about the conduct and management of such business or businesses, or property or properties, directly or indirectly related to the purposes and objects of this Corporation, or though not so connected to preserve or protect the assets of this Corporation.

(d) 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.

(e) To have, exercise, enjoin and participate in all the powers now or hereafter granted to corporations organized under laws of this State, and particularly all of the powers and privileges granted to corporations under Chapter I, Title 30, Idaho Code, and Chapters 9 and 10, Title 23, Idaho Code, including any further amendments thereto, and to do any act or thing 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.

(f) To carry on any of the foregoing or closely related businesses, as principal, agent, lessors, lessees, assignors, assignees, licensees, partners, or otherwise, which can be pursued aforesaid.

(g) It is hereby expressly provided that the enumeration hereinabove of its specific objects and powers shall be construed as such and shall not be held to limit or restrict in any manner the general powers of this Corporation; provided, however, that nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business or exercise any powers or do any act which corporations formed under the laws of Idaho now or hereafter may not, at the time of such act, lawfully carry on, consummate or do, and the purposes, objects, and powers specified in any one of the paragraphs of this Article III shall in no way restrict or limit by reference or influence the terms, objects, purposes and powers of any other clauses or paragraphs in this Article contained, nor in any of the other Articles of Incorporation.

ARTICLE IV

The capital stock of this Corporation shall be in the amount of 50,000.00, divided into 50,000 shares of non-assessable common stock of the par value of \$1.00 per share, which stock shall be the voting stock of the corporation.

ARTICLE V

The principle place of business of this Corporation shall be 308 Reservoir Court, Lewiston, ID 83501, which is hereby designated as the address of its initial registered office.

ARTICLE VI

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

NAME	ADDRESS	SHARES	VALUE
EDWIN REED	308 RESERVOIR CT. LEWISTON, ID 83501	500	\$500.00
LAURA REED	308 RESERVOIR CT. LEWISTON, ID 83501	500	\$500.00

ARTICLE VII

The business and prudential affairs of the Corporation shall be managed and controlled by a Board of two directors, and two stockholders.

ARTICLE VIII

The annual meeting of the stockholders for the election of directors and for the transaction of other business shall be held at the office of the Corporation in LEWISTON, IDAHO on the 10TH day of MAY of each year, or at such other places as may be determined from time to time by the Board of Directors. In all elections for Directors, the stockholders shall be entitled to one vote for each share of stock owned by him or her for each Director to be elected.

ARTICLE IX

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

ARTICLE X

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

ARTICLE XI

No contracts, 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 the 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; provided, that the fact that he or such firm 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 will authorize such contract, act or transaction, with like force and effect as if he were not otherwise interested therein.

ARTICLE XII

The name and post office address of the initial registered agent is **Edwin Reed, 308 Reservoir Ct., Lewiston, ID 83501.**

ARTICLE XIII

The name, title and address of the initial Board of Directors is:

President:	Edwin Reed	308 Reservoir Ct. Lewiston, Id 83501
Sec/Treas:	Laura Reed	Same

IN WITNESS WHEREOF, We have hereunto set our hands and seal this ____ day
of _____, 1999.

Edwin Reed
Edwin Reed

Laura Reed
Laura Reed

STATE OF IDAHO)
)SS.
COUNTY OF ADA)
)

On this ____ day of _____, 1999, personally appeared before, a Notary Public in and
for said State, Edwin Reed and Laura Reed, known to be the persons whose names are
subscribed to the within and foregoing instrument and acknowledged to me they executed the
same.

Notary Public

(SEAL)