



**Department of State.**

**CERTIFICATE OF INCORPORATION**

I, JAS H. YOUNG, 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

**C. B. EATON & SONS, INCORPORATED**

was filed in the office of the Secretary of State on the **29th** day  
of **November** A.D. One Thousand Nine Hundred **Fifty-seven** and  
duly recorded on Film No. **100** 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

**fifty years**

from the date hereof, with its registered office in this State located at

**Wendell**

in the County of

**Gooding**

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 **29th** day of **November**,  
A.D., 19**57**.

Secretary of State.

Articles of Incorporation  
of

C.B. EATON & SONS, INCORPORATED

KNOW ALL MEN BY THESE PRESENTS that the undersigned, James Eaton, Annette Eaton, Earl T. Nielson and Florence M. Nielson, all being adult natural persons over the age of 21 years, citizens of the United States and of the State of Idaho, residents of Wendell, Gooding County, State of Idaho, desiring to form a corporation and adopt articles of incorporation, do hereby adopt, promulgate and publish these

ARTICLES OF INCORPORATION

Article I

The name of this corporation shall be C.B. EATON & SONS, Incorporated.

Article II

The principal place of business of said corporation shall be at Wendell, Idaho.

Article III

The mailing address of said corporation shall be 387 North Bliss, Wendell, Idaho.

Article IV

The duration of this corporation shall be fifty (50) years unless sooner dissolved, or unless extended according to law.

Article V

There shall be authorized a total of two thousand, five hundred (2,500) shares of common capital stock, each such share having a par value of One Hundred Dollars (\$100.00), comprising

a total aggregate par value of Two Hundred Fifty Thousand Dollars (\$250,000.00). All of such stock shall be non-assessable.

#### Article VI

Each such share of common stock shall be entitled to one vote in the management and elections of the corporation and there shall be no stock other than such common stock authorized. All shares of such common par value stock shall have equal rights, preferences and restrictions.

#### Article VII

The incorporators of this corporation, their addresses and the number of shares of common stock subscribed by each are as follows:

James Eaton	Wendell, Idaho	249 shares
Annette Eaton	Wendell, Idaho	1 share
Earl T. Nielson	Wendell, Idaho	249 shares
Florence M. Nielson	Wendell, Idaho	1 share

#### Article VIII

The purposes of this corporation are to engage in the business of water, gas, oil or core drilling and the business of heavy construction of all kinds, including, but not limited to highway, bridge, aqueduct, tunnel or road construction, land levelling and clearing, land moving, excavation, erection of structures and such other types and kinds of drilling<sup>and</sup> construction operations consistent with the operations and equipment of said corporation, whether in the State of Idaho or otherwise.

#### Article IX

This corporation shall have the capacity to act possessed by a natural person for the performance of its purposes, including but not limited to the following:

- a. To have succession by its corporate name for the time stated in these articles of incorporation.
- b. To sue and be sued, appear, complain and defend in any court of law or equity, or before any board, commission or tribunal.
- c. To have and use a corporate seal which may be altered at pleasure.
- d. To receive, acquire, hold, purchase, dispose of, convey, mortgage and/or lease, real and personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the corporation, other than its franchise of being a corporation, and to acquire, purchase, guaranty, hold, mortgage, own, vote, sell, pledge and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidences of indebtedness of other corporations, domestic or foreign.
- e. To appoint such officers, employees and agents as the business of the corporation may require and to allow them compensation.
- f. To make by-laws not inconsistent with any existing law for the management of its business and property, the regulation and conduct of its affairs, and the certification and transfer of its stock, and optionally to provide penalties for the breach thereof not exceeding twenty dollars for any one offense.
- g. To issue shares and admit shareholders, and to sell their shares for the payment of instalments.
- h. To wind up and dissolve itself, or to be wound up and dissolved.

i. To enter into contracts or obligations of any type or kind essential, necessary or proper to the transaction of its ordinary affairs, or for the purposes of the corporation.

j. To conduct business in this state, other states, District of Columbia, territories and colonies of the United States and in foreign countries, and to have one or more offices and places of business out of the state, and to acquire, receive, hold, purchase, lease, mortgage, dispose of and/or convey real and personal property situate out of this state.

k. To do all acts permitted by law and all such other acts not repugnant to law as are necessary and expedient to accomplish its stated purposes.

#### Article X

No stockholder of this corporation shall be individually liable for the debts of this corporation.

IN WITNESS WHEREOF, the parties hereto have hereunto affixed their signatures this 25<sup>th</sup> day of November, 1957.

James Eaton  
James Eaton

Annette Eaton  
Annette Eaton

Earl T. Nielson  
Earl T. Nielson

Florence M. Nielson  
Florence M. Nielson

STATE OF IDAHO     )  
                          ) ss.  
County of Jerome    )

On this 25<sup>th</sup> day of November, 1957, before me, the undersigned, personally appeared James Eaton, Annette Eaton, Earl T. Nielson and Florence M. Nielson, 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 seal the day and year in this certificate first above written.

Herbert W. Ward