

State of Idaho



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

KOR-LOK, PANEL CORPORATION OF AMERICA

was filed in the office of the Secretary of State on the **Twenty-second** day of **May**, A.D. One Thousand Nine Hundred **Sixty-two** and duly recorded on Film No. **119** 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** from the date hereof, with its registered office in this State located at **Boise** in the County of **Ada**

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 **22nd** day of **May**, A.D., 19 **62**.

Secretary of State.

ARTICLES OF INCORPORATION OF
KOR-LOK, PANEL CORPORATION OF AMERICA

KNOW ALL MEN BY THESE PRESENTS, That we,
the undersigned, being natural persons of full age and citizens of the
United States and citizens and residents of the State of Idaho, Oregon, and Wyoming
in order to form a corporation for the purposes hereinafter stated,
under and pursuant to the provisions of the general corporation
laws of the State of Idaho, and the acts amendatory thereof and
supplemental thereto, do hereby certify as follows:

ARTICLE I

The name of the corporation is KOR-LOK, PANEL
CORPORATION OF AMERICA.

ARTICLE II

The purposes and objects for which the corporation
is formed are:

a. To engage generally in the construction business,
in all of its phases, and in connection therewith to utilize pre-cast
concrete panels; to acquire by purchase, license, or otherwise,
patents and patented processes used and useful in the construction
business; to act as manufacturers of pre-cast concrete panels and
other materials and processes useful in the building industry; to
generally deal in patents and patented processes related to the build-
ing industry and in particular to underground shelters; to license

others under patents owned, purchased or otherwise acquired by it; in connection with such activities to act for its own account as principal, as distributors, or as agents or representatives of others.

b. To buy, sell, lease, let, mortgage, exchange or otherwise acquire or dispose of lands, buildings and real property, hereditaments and appurtenances of all types and kinds and where-soever situate, and of any interest and rights therein to the same extent as natural persons might or could do, and without limitation as to amount.

c. To acquire by purchase, subscription or otherwise, and to own, hold, sell, negotiate, assign, deal in, exchange, transfer, mortgage, pledge, or otherwise dispose of any shares of capital stock, script, bonds, mortgages, securities, or other evidences of indebtedness, issued or created by any other corporation, joint stock company or association, public or private, or by whom-soever issued, and while the holder thereof, to possess and exercise in respect thereto any and all rights, powers and pledges or ownership, including the right to vote thereon.

d. To make, perform and carry out contracts of every kind and description, made for every lawful purpose without limitation to amount, with any person, firm, association or corporation, either public or private, or within any territory or state of any agency thereof.

e. To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory

notes, and any other evidence of indebtedness, and for the purpose of securing any of its obligations or contracts; to transfer, convey, deliver, mortgage and/or pledge all or any part of its property or assets, real or personal, at any time owned or held by the corporation, upon such terms and conditions as the Board of Directors shall authorize and as may be permitted by law.

f. To acquire, hold, sell, reissue, or cancel any shares of its own capital stock; provided, however, that this corporation may not use any of its funds or property for the purchase of its own capital stock when such use would cause any impairment of the capital of the corporation; and provided, further, that the shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly.

g. To purchase or otherwise acquire the whole or 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.

h. To buy, sell, acquire, hold or mortgage, pledge, lease, assign, transfer, trade and deal in any and all types of personal property.

i. To have one or more offices to carry on any part of its operations and business, and to do any and all things necessary,

suitable, convenient or proper for the accomplishment of any of the purposes, or of the attainment of any of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and which may now or hereafter be authorized by law, and this to the same extent and as fully as natural persons might or could do, as principal or agent, and either alone or in conjunction with any person, firm, association or corporation, and

j. To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho upon corporations formed under the general corporation laws of said State, or under any act or acts amendatory thereof or supplemental thereto or substituted therefor.

The foregoing clauses are to be construed both as objects and powers, and it is hereby expressly provided that enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation.

ARTICLE III

This corporation shall have perpetual existence.

ARTICLE IV

The location of the principal office for the transaction of the business of the corporation shall be 6621 Ustick Road, Boise, Ada County, Idaho.

ARTICLE V

The amount of the capital stock of this corporation is

One Hundred Thousand Dollars (\$100,000.00), which shall be divided into 1,000 shares of the par value of \$100.00 per share.

ARTICLE VI

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of stock of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business or paying debts of the corporation.

ARTICLE VII

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

<u>Name</u>	<u>Post Office Address</u>	<u>No. of Shares</u>
William Cudd	6621 Ustick, Boise, Idaho	One
George K. Sugai	Payette, Idaho	One
Robert I. Rose	Payette, Idaho	One
Jerry R. Hall	Ontario, Oregon	One
Thomas T. Itami	Ontario, Oregon	One
George D. Schweiger	Cheyenne, Wyoming	One
Ted Dalton	Cheyenne, Wyoming	One

ARTICLE VIII

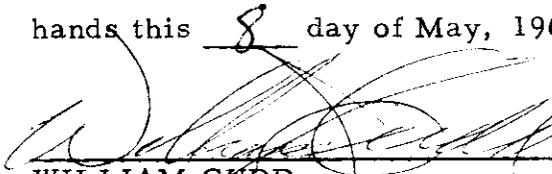
The number of Directors in the corporation shall be specified in the By-Laws and such number may be from time to time increased or decreased, in such manner as may be prescribed by the By-Laws of the corporation; provided that the number of Directors of the corporation shall not be less than three nor more than seven. Provided, further, that the first Board of Directors shall be seven in number and shall consist of the following named persons: William Cudd, George K. Sugai, Robert I. Rose, Jerry R. Hall, Thomas T. Itami, George D. Schweiger, and Ted Dalton. In the event of any

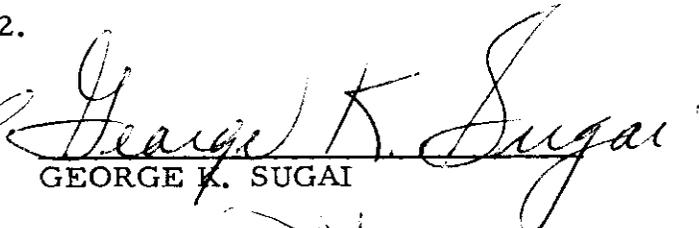
increase in the number of Directors, the additional Directors may be elected by the Directors then in office, and the Directors so elected shall hold office until the next annual meeting of the shareholders and until their successors are elected and duly qualified. The first Board of Directors, above named, shall serve until the first meeting of shareholders of the corporation, or until their successors are elected and qualified.

ARTICLE IX

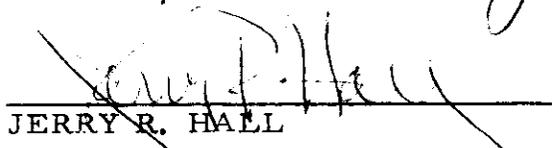
The Board of Directors is expressly authorized to repeal and amend the By-Laws of the corporation, and to adopt new By-Laws, and the corporation reserves the right to amend, endorse, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, by a majority vote of the shareholders, represented in person or by proxy, at any annual meeting of the shareholders, or at any meeting duly called for that purpose, except where the laws of the State of Idaho otherwise provide.

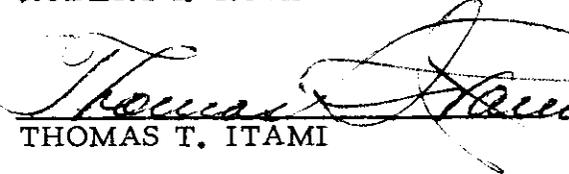
IN WITNESS WHEREOF, we have hereunto set our hands this 8 day of May, 1962.

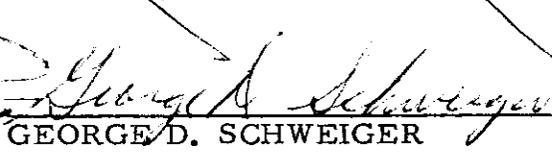

WILLIAM C UDD


GEORGE K. SUGAI


ROBERT I. ROSE


JERRY R. HALL


THOMAS T. ITAMI


GEORGE D. SCHWEIGER


TED DALTON

STATE OF ~~OREGON~~ ^{Idaho a.w.})
) ss.
County of ^{Payette a.w.}

On this 8 day of May, 1962, before me, the undersigned, a Notary Public in and for said State, personally appeared JERRY R. HALL and THOMAS T. ITAMI, 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.

Albert Whitt
Notary Public for ~~Oregon~~ ^{Idaho a.w.}
Residence: ~~Ontario, Oregon~~
^{Payette, Idaho a.w.}

STATE OF WYOMING)
) ss.
County of)

On this 14 day of May, 1962, before me, the undersigned, a Notary Public in and for said state, personally appeared GEORGE D. SCHWEIGER and TED DALTON, 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.

Eva M. Clark
Notary Public for Wyoming
Residence: Cheyenne, Wyoming
My Commission Expires March 9, 1963