



## Department of State.

### CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

#### CHARTER CONSTRUCTION, INC.

was filed in the office of the Secretary of State on the **third** day of **September** A.D., One Thousand Nine Hundred **seventy-five** and ~~will be~~ duly recorded on ~~Film~~ **microfilm** 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, Idaho** 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 **third** day of **September**, A.D., 19 **75**.

Pete T. Cenarrusa  
Secretary of State.

\_\_\_\_\_  
Corporation Clerk.

58.75  
8  
46.71

ARTICLES OF INCORPORATION

OF

CHARTER CONSTRUCTION, INC.

KNOW ALL MEN BY THESE PRESENTS that we, Donald B. Emigh, Elliott A. Sheffield and Robert J. Jensen, whose names are hereunto subscribed, do hereby associate ourselves together for the purpose of forming a corporation under and by virtue of the laws of the State of Idaho and we do hereby certify that:

Section 1. The name of the proposed corporation is Charter Construction, Inc.

Section 2. The purposes of the corporation are:

- (a) To engage in and carry on a general business corporation.
- (b) To operate any type of mercantile business or establishment and to purchase, acquire, own, sell and otherwise deal in all types of goods, wares, merchandise and property of every kind or description.
- (c) To carry on and conduct a general construction business including the designing, constructing, repairing, completing or otherwise engage in any work upon houses, apartments, buildings, or commercial structures of any kind and all kinds of excavation, iron, steel, wood, masonry, mechanical, electrical and plumbing installations and generally to carry on any other business which can be advantageously carried on in conjunction with incidental to any of the matters aforesaid.
- (d) To design, manufacture, install, own, operate or otherwise deal in building products, machinery and equipment or grant franchises for the use and operation of building products and to supervise the installation and method of operation of such building products.
- (e) To manufacture, construct, erect, fabricate, treat, import, export, and generally deal in any article or articles of merchandise, irrespective of the raw products utilized, the composition, method or manner of manufacture, con -

struction, erection, fabrication or treatment or purpose for which the article or articles will be utilized.

(f) To purchase, acquire, own, lease (either as lessor or as lessee) sell, dispose of and generally deal in real estate and in real and personal property of every kind or description; and to develop real estate owned by this corporation or in which it shall have an interest and to subdivide and to lay out real estate in tracts, lots, blocks or other subdivisions for development or for resale and to plat subdivided areas and to dedicate streets, alleys and other public thoroughfares or areas; and to construct, alter, repair, decorate, maintain, furnish and improve buildings and structures thereon; and to equip and generally operate any and all real estate or real or personal property in which this corporation shall have an interest.

(g) To carry on a general storage or warehouse business; and to receive for safekeeping or storage goods, wares, merchandise, motor vehicles and property of all kinds; and to acquire, construct, own, operate and deal in warehouse structures, facilities and equipment.

(h) To invest in or advance or lend money or negotiate loans upon the security of property, real, personal or mixed, or upon the security of accounts, policies of insurance, bonds, debentures, bills of exchange, notes, letters of credit or other contractual obligations, or upon mortgages, trust deeds, bills of sale, bills of lading, delivery orders, warehouse certificates, dock warrants, pledges, or other interests or title to or interests in property, real, personal or mixed, or goods, wares and merchandise, whether existing or to come into being in the future; and to do and perform all acts permitted by law for the assignment, transfer, collection or enforcement thereof.

(i) To borrow money for any purpose of this corporation without limit as to amount, and to issue bonds, debentures, notes or other evidences of indebtedness, secured or unsecured, of this corporation of the moneys so borrowed, or in payment for property acquired, or for any other objects or purposes of this corporation or in connection with its business; and to secure payment of such debentures, notes or other obligations by mortgages or deeds of trust or pledges or other liens upon any or all of the property of this corporation, wheresoever located.

(j) To acquire and hold all or any part of the capital stock, assets or good will of any business, or of any person, firm, association or corporation engaged in any business in whole or in part similar to that of this corporation, and to hold, utilize and in any manner dispose of the whole or any part of the stocks, assets, good will and rights so acquired, and to conduct in any lawful manner, in whole or in part, any business so acquired, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation engaged in the business so acquired.

(k) To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or desirable for the furtherance of the business of this corporation, with any persons, firms, corporations, associations, any state, territory or municipality of the United States or any foreign country, government or body politic.

(l) To adopt, apply for and register, purchase, lease or otherwise acquire, and to use, maintain, protect, and to sell, assign or grant licenses or other rights in respect to any trade marks, trade names, patents, patent rights, copyrights, inventions, formulas, processes and rights analogous thereto.

(m) To carry out all or any part of the foregoing objects or purposes as principal or agent or otherwise, either alone or in conjunction with or as a co-partner or joint venturer, with any person, association or other corporation, and in any part of the world; and in carrying on its business and for the purposes of attaining or furthering any of its objects or purposes, to make and perform such contracts of any kind and description, to do such acts and such things, and to exercise, provided that the same be not inconsistent with the objects or purposes of this corporation or the statutes of the State of Idaho.

(n) To conduct its business in all of any of its branches in any state, territory, possession, colony and dependency of the United State of America and in the District of Columbia, and in any foreign country or outside of the territorial limits of the United States of America; and to have one or more offices or outside of the State of Idaho.

This corporation may engage in any lawful activity. The purposes as specified herein shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from any other clause or paragraph of these Articles of Incorporation; and the purposes and powers specified in each of the clauses or paragraphs of these Articles of Incorporation shall be regarded as independent objects, purposes and powers; and the enumeration thereof shall not be held to limit or restrain in any manner the general powers and general purposes not or thereafter conferred on this corporation by the applicable statutes of the State of Idaho.

Section 3.

(a) This corporation shall be authorized to issue one class of shares of capital stock to designated "common stock". The total number of shares of common stock which this corporation shall be authorized to issue is 10,000. The aggregate par value of the common stock of this corporation shall be \$10,000.00. The par value of each share of common stock issued by this corporation shall be \$1.00 each.

(b) The common stock of this corporation may be issued from time to time by action only of the Board of Directors and for such consideration as may be fixed by the Board of Directors. Shares of common stock so issued, the full consideration for which has been paid or delivered, shall be deemed fully paid common stock and the holder of such shares shall not be liable for any further payment thereon.

Section 4. The duration of the corporation shall be perpetual.

Section 5. The location and post office of the registered office of the corporation in the State of Idaho is 820 East Boise Avenue, City of Boise, County of Ada.

Section 6. The name and post office address of each of the incorporators and number and class of shares for which each subscribes to is:

<u>INCORPORATOR</u>	<u>ADDRESS</u>	<u>SHARES SUBSCRIBED</u>
Donald B. Emigh	820 East Boise Ave. Boise, Idaho	1
Elliott A. Sheffield	11112 Mohawk Place Boise, Idaho	1
Robert J. Jensen	4717 Gage Boise, Idaho	1

all full-age citizens of the United States.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this

30th day of September, 1975.

Donald B. Emigh  
Elliott A. Sheffield  
Robert J. Jensen

State of Idaho )  
                  ) ss.  
County of Ada )

BE IT REMEMBERED that on this 30th day of September, 1975, before me, the undersigned, a Notary Public in and for said County and State, personally appeared the within named Donald B. Emigh, Elliott A. Sheffield and Robert J. Jensen, known to me to be the indential individuals described in and who executed the within instrument, and acknowledged to me that they executed the same.

IN TESTIMONY WHEREOF, I have hereunto set my hand and seal this the day and year last above written.

(Seal)

Shirley R. Sullivan  
Notary Public  
Residing at Boise, Idaho  
Commission expires 5-4-77