



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

IDAHO CONTRACTS, INC.

was filed in the office of the Secretary of State on the **Thirteenth** day of **March,** A.D. One Thousand Nine Hundred **sixty-four** and duly recorded on Film No. **127** 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

Cottonwood in the County of **Idaho.**

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 **13th** day of **March**,
A.D., 19 **64.**

Secretary of State.

ARTICLES OF INCORPORATION

OF

IDAHO CONTRACTS, INC.

5 KNOW ALL MEN BY THESE PRESENTS: that we, the undersigned,
6 each being a natural person of full age, and a citizen of the United
7 States of America, have voluntarily and do hereby associate our-
8 selves together for the purpose of forming a corporation under the
9 laws of the State of Idaho, and we do hereby certify, declare and
10 adopt the following Articles of Incorporation:

I

The name of the Corporation shall be Idaho Contracts, Inc.

III

16 The period of existance and duration of the life of this
17 Corporation shall be perpetual.

III.

The location of the registered office of the Corporation shall be Cottonwood , Idaho County, State of Idaho and the address of the registered office of the Corporation shall be Cottonwood , Idaho, in the Kuther Building.

IV.

25 That the nature of the business and the objectives and purposes
26 to be transacted, promoted and carried out are to do any or all
27 things herein mentioned as fully and to the same extent as natural
28 persons might or could do, and in any part of the world, viz:

30 To transact the business of investing on behalf of itself
31 any part of its capital and such additional funds as it may obtain,
32 or any interest therein, either as tenant in common or otherwise.

1 disposing of the same, or any part thereof, or interest therein,
2 such investments being exemplified but not limited to escrow
3 contracts, mortgages, deeds of trust, conditional sale contracts
4 and other forms of security.

15 To undertake and carry on any business transactions or operations
16 commonly undertaken or carried on by such businesses and generally
17 to institute, enter into, assist, promote and participate in any
18 such business or operation.

20 To acquire, by lease, purchase, gift, devise, contract, con-
21 cession, or otherwise, and to buy, own, develop, explore, exploit,
22 improve, operate, lease enjoy, control, manage or otherwise dispose
23 of, whereever situated, within or without the State of Idaho, any
24 and all ~~real~~ property, lands, options, concessions, grants, land
25 patents, franchise, or rights, privileges, easements, tenements,
26 estates, hereditaments, interests in property of every kind,
27 nature and description whatsoever.

29 To purchase real property, make and purchase materials for the
30 construction of new buildings, to erect buildings; to own, to manage,
31 to operate, lease and sell buildings, to conduct and carry on the
32 business of the builders and contractors for the purpose of building,

1 erecting, altering, repairing, or doing any other work in connection
2 with any and all classes of buildings, structures and improvements
3 of every kind and nature whatsoever; also, to buy, or otherwise ac-
4 quire real property, and to subdivide, plat and sell the same, and
5 generally to buy, sell and deal in real and personal property of every
6 kind and description, and to own, hold, improve, develop and manage
7 any real property or personal property and to erect or cause to be
8 erected on the lands owned, held or occupied by the corporation,
9 buildings or other structures with their appurtenances and to mort-
10 gage, sell, lease or otherwise dispose of any lands or interests
11 in lands in any buildings or other structures at any time owned or
12 held by the corporation.

13
14 To manufacture, purchase or otherwise acquire, hold, own, sell,
15 assign transfer, lease exchange, invest in, mortgage, pledge, or
16 otherwise encumber or dispose of any generally deal in and trade in
17 and with both within and without the state of Idaho, and in every
18 part of the world, goods, wares, merchandise, property of every kind,
19 nature and description.

20
21 To enter into, make and perform contracts of every kind, nature
22 and description with any person, firm, association or corporation,
23 municipality, body politic, country, territory, state, government
24 or colony or dependency thereof.

25
26 To acquire, and to make payment thereof, in cash, of the stocks
27 or bonds of this corporation, or by undertaking or assuming the obli-
28 gations and liabilities of the transerrer, or in any other way the
29 goods intangible, and to undertake or assume the liabilities, or,
30 any person, firm, association or corporation; to hold or in any
31 manner dispose of the whole of any part of the properties so

1 purchased; to conduct in any lawful manner the whole or any part of
2 the business so acquired and to exercise all the powers necessary
3 or convenient for the conduct and management thereof.
4

5 To adopt, apply for, obtain, register, produce, take, purchase,
6 exchange, lease, hire, acquire, own, hold, use, operate, contract
7 or negotiate for, take licenses or other rights in respect of,
8 manufacture, under, introduce, sell, assign, collect the royalties
9 on, mortgage, pledge, create liens upon, or otherwise dispose of
10 deal in, and turn to account, letters patent, patents, patent
11 rights, patents applied for, or to be applied for, trade works,
12 trade names and symbols, distinctive marks and indications or
13 origin or ownership, copyrights, syndicate rights, inventions,
14 discoveries, devises, devices, machines, improvements, licenses,
15 processes, date and formulae of any and all kinds, granted by or
16 recognized under or pursuant to the laws of the United States of
17 America, or of any other country or countries whatsoever and with a
18 view to the workings and developments of the same, to carry on any
19 business, whether manufacturing or otherwise, which the corporation
20 may think calculated, directly or indirectly, to effectuate these
21 objectives.
22

23 To underwrite, subscribe for, purchase, invest in, or reinvest,
24 acquire, hold, pledge, hypothecate, exchange, sell, deal in and
25 dispose of, alone or in syndicates, or otherwise in conjunction with
26 the others, stocks, bonds, debentures, mortgages and other evidences
27 of indebtedness and obligations of any corporation, association,
28 partnership, syndicate, entity, person or governmental, municipal
29 or public authority, domestic or foreign, and evidences of any
30 interests in respect to any such stocks bonds, or other evidences
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32

1 of indebtedness and obligations and while the owner or holder of
2 any such, to exercise all the rights, powers and privileges of
3 ownership in respect thereof, and, to the extent now or hereafter
4 permitted by law, to aid, by loan, subsidy, guarantee or otherwise
5 those issuing, creating or responsible for any such stocks, bonds,
6 or other evidences of indebtedness or obligations or evidences
7 of any interest in respect thereof.

8
9 To borrow money or raise money for any purposes of the corpora-
10 tion, without limit as to amount, and in connection therewith,
11 to grant collateral or other security alone or jointly with any
12 other person firm or corporation, and to make execute, draw, accept,
13 endorse, discount, pledge, issue, sell or otherwise dispose of
14 promissory notes, drafts, bills of exchange, warrants, bonds, debent-
15 ures, and any other evidences of indebtedness, negotiable or non-
16 negotiable, transferable or non-transferable, and to confer upon
17 the holders of any of its obligations such powers, rights and pri-
18 vileges as from time to time may be deemed advisable by the Board of
19 Directors, to the extent permitted under the General Corporation
20 Laws of the State of Idaho or the laws of any governmental unit
21 applicable; to lend and advance money, extend credit, take notes,
22 open accounts of every kind and nature or evidence of any indebt-
23 edness and collateral security in connection therewith.

24
25 To purchase or otherwise acquire, hold, sell, pledge, transfer
26 or otherwise dispose of shares of its own capital stock, provide
27 that the funds or property of the corporation shall not be used for
28 the purchase of its own shares of capital stock when such would
29 cause an impairment of the capital of the corporation, and provided
30 further, that the shares of its own capital stock belonging to the
31 corporation shall be voted upon directly or indirectly,
32 not

1 It is the intention of each of the objects, purposes and powers
2 specified in each of the paragraphs of the fourth article of this
3 certificate of incorporation shall, except where otherwise specified,
4 be no wise limited or restricted by reference to or inference from
5 the terms of any other paragraph of or any other article of these
6 articles, but that the objectives, purposes and powers specified
7 in this article and each of the articles or paragraphs of this
8 certificate shall be regarded as independent objectives, purposes and
9 powers, and the enumeration of specific purposes and powers shall
10 not be construed to restrict in any manner the general terms and
11 powers of this corporation now shall the expression of one thing
12 be deemed to include another, although it be of like nature. The
13 enumeration of objectives or purposes herein shall not be deemed to
14 exclude nor in any way limit be inference any powers, or objectives
15 or purposes which this corporation is empowered to exercise, whether
16 expressly by force of the laws of the State of Idaho, now or here-
17 after in effect, or impliedly by any reasonable construction of said
18 laws or the laws of any other governmental unit.
19

20 V.
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22 In furtherance, and not in limitation of the powers conferred
23 by statute, the Board of Directors is expressly authorized:

24 1. To make and alter the By-Laws of this corporation, to fix
25 the amount to be reserved as working capital over and above its cap-
26 ital stock paid in, and to authorize and cause to be executed mort-
27 gages and liens upon real property and personal property of this
28 corporation.

29 2. If the By-Laws so provide, to designate two or three of its
30 members to constitute an executive committee, which committee shall,

1 for the time being, as provided in said resolution of the Board or
2 in the By-Laws of this corporation, and to have power to authorize
3 the seal of this corporation to be affixed on all papers which may
4 require it.
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6 3. Pursuant to the affirmative note of the holders of at
7 least the majority of the stock issued and outstanding, having
8 voting power, given at the stock holders' meeting duly called for
9 this purpose, or when authorized by the written consent of at
10 least a majority of the holders of the voting stock issued and out-
11 standing the Board of Directors shall have the power and authority
12 at any meeting to sell, lease, or exchange all of the property
13 and assets of this corporation, or any part thereof, including its
14 good will and its corporate franchises, upon such terms and con-
15 ditions as its Board of Directors deems expedient and for the best
16 interest of the corporation.
17

18 4. This corporation may, in its By-Laws, confer powers upon
19 its directors in addition to the foregoing, and in addition to the
20 powers and authority expressly conferred upon them by law.
21

22 VI.

23 The capital stock of this corporation shall be \$25,000.00 divided into
24 25,000 shares of stock at a par value of \$1.00 each. No distinction shall exist
25 between the shares of this corporation and all such shares shall have the same
26 right in the Corporation.
27

28 Whenever any shareholder shall desire to sell his shares in such
29 Corporation, or any part thereof, the same shall be first offered to the share-
30 holders presently of record at the time of such proposed sale, or to the Corpora-
31 tion, and shall be offered at the same price per share as offered to such share-
32 holder by any outsider third party. The shareholder shall give notice of thirty
days to the corporation of his intention to sell, and the Corporation shall, in
turn, give written notice of such intention to the shareholder, that it intends to

1 purchase the shares at the price offered, as hereinabove set forth, within the
2 time limit specified.

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VII.

21 All or any portion of the capital stock may be issued for cash
22 or in payment for real or personal property, services, or any other
23 right or thing of value, for the uses and purposes of the corporation,
24 and when issued, shall become and be fully paid, the same as though
25 paid for in cash at par; and the Directors shall be the sole judges
26 of the value of any property, right or thing acquired in exchange
27 for capital Stock.

28

VIII.

29 From time to time, the capital Stock may be increased according
30 to law, and may be issued in such amounts and proportions as shall
31 be determined by the Board of Directors and may be permitted by the
32 law.

1 The name and post office addresses of each of the incorporators and
2 the statement of the number of shares subscribed for by each is as follows,
3 to-wit:

1. Leonard A. Kuther, Cottonwood, Idaho, one share.
2. Virgil V. Schmidt, Cottonwood, Idaho, one share.
3. Fred S. Mader, Cottonwood, Idaho, one share.
4. William B. Taylor, Jr., Grangeville, Idaho, one share.

X.

9 The corporation reserves the right to amend, alter, change or repeal
10 any of the provisions contained in this certificate of incorporation in the
11 manner now or hereafter preserved or prescribed by the applicable status, and
12 all rights, conferred on stockholders herein are granted, subject to this
13 reservation.

XT

15 The private property of the stockholders shall not be subject to any
16 payment of corporate debts or any extent whatsoever.

17 We, the undersigned, being each one of the original subscribers to the
18 capital stock hereinafter named for the purpose of forming a corporation to do
19 business both within and without the State of Idaho, and in pursuance of the
20 laws of the State of Idaho, do make and file these Articles of Incorporation,
21 hereby declaring and certifying that the facts stated herein are true, and we
22 respectively agree to take the number of shares hereinabove set opposite our
23 names and according hereto have set our hands and seals this ¹⁰ ~~th~~ day of

March , 1964.

Leonard G. Kushner

Frederick W. Miller

Point of Information

William B Taylor Jr

STATE OF IDAHO

County of Idaho--ss.

On this 15

on this 10 day of March, 1964, before me, the undersigned,
a Notary Public in and for said County and State, personally appeared LEONARD

1 A. KUTHER, VIRGIL V. SCHMIDT, FRED S. MADER, and WILLIAM B. TAYLOR, JR., known
2 to me to be the persons whose names are subscribed to the above and foregoing
3 instrument, and they acknowledged to me that they freely executed the same.

4
5 (NOTARIAL SEAL)

J. W. Klapnick

Notary Public for Idaho

Residing at *Cottonwood*, Idaho.

6 My commission expires on the 15th day of *October*, 1967.
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