



**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

**A. C. BIDSTRUP, INC.**

was filed in the office of the Secretary of State on the **Twenty-third** 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 **Idaho Falls** in the County of **Bonneville**.

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 **23rd** day of **March**, A.D., 19 **64**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

A. C. BIDSTRUP, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, pursuant to the laws of the State of Idaho, do hereby certify as follows:

ARTICLE I

The name of the corporation shall be "A. C. Bidstrup, Inc."

ARTICLE II

The purposes for which said corporation is formed are:

- A. To engage in the business of electrical contracting.
- B. To engage in any and all manner of general construction business.
- C. To buy and sell at wholesale or retail any and all types of merchandise for use in the construction of buildings.
- D. To lend money and negotiate loans, either with or without securities, or on the security of real or personal property; to draw, accept, endorse, buy and sell, discount and rediscount bills of exchange, notes, drafts, bonds, choses in action and securities of all kinds, both as principal and as agent; to accept as security for any loans, liens on, conditional sales of, and pledges of real and personal property.
- E. To acquire, manage, work, develop, lease, mortgage, sell, dispose of and otherwise deal with property of all kinds, including compromise and settlement of demands, accounts and claims of all kinds; to organize, finance, develop and improve

business firms, partnerships and corporations.

F. To enter into, make, perform and carry out contracts of every sort and kind, with any person, firm, association or corporation.

G. To acquire, own, hold and dispose of grants, concessions and franchises, or interests therein.

H. To appoint agents, subagents and salesmen, and to enter into all necessary contracts with agents, subagents, salesmen and dealers.

I. 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, guarantee, hold, mortgage, own, vote, sell, pledge and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidence of indebtedness of other corporations, domestic or foreign.

J. 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.

K. To acquire by purchase, or otherwise, and hold, sell, convey, encumber or transfer all kinds of real and personal property of every kind and description required in connection with the conduct of the business of the company.

L. To borrow money and otherwise incur indebtedness without limit as to amount, and to draw, make, accept, endorse, transfer, assign, guarantee, execute and issue bonds, debentures, notes, checks, drafts, bills of exchange, negotiable instruments, and all

other instruments for the payment of money, negotiable or non-negotiable, and whether secured or unsecured.

M. 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 this state, and to acquire, receive, hold, purchase, lease, mortgage, dispose of and/or convey real or personal property situate out of this state.

N. To cause to be formed, merged or reorganized, and to promote and aid in any way permitted by law, by formation, merger or reorganization of any business, concern, firm, association or corporation, domestic or foreign; to acquire the good will, rights, and property and the whole or any part of the assets, tangible or intangible, and to undertake or in any way assume the liabilities of any person, firm, association or corporation; to pay for the said good will, rights, property and assets in cash, the stock of this company, bonds or otherwise, or by undertaking the whole or any part of the liabilities of the transferor; to hold or in any manner to dispose of the whole or any part of the property so purchased; 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.

O. To apply for, purchase, register, or in any manner to acquire, and to hold, own, use, operate and introduce, and to sell, lease, assign, pledge, or in any manner dispose of, and in any manner deal with patents, patent rights, licenses, copyrights, trademarks, trade names, and to acquire, own, use or in any manner dispose of any and all inventions, improvements, and processes,

labels, designs, brands, or other rights, and to work, operate, or develop the same and to carry on any business, manufacturing or otherwise, which may directly or indirectly effectuate these objects, or any of them.

P. To purchase, insofar as the same may be done without impairing the capital of the corporation, except as otherwise permitted 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.

Q. To have, exercise and enjoy all the powers now or hereafter granted to corporations organized under the laws of the State of Idaho, and particularly all of the powers and privileges granted to corporations by Chapter 1 of Title 30 of the Idaho Code, and any present and/or future amendments thereto, and to do any act or thing necessary or convenient for the transaction of the aforesaid business and/or carrying into effect any and all of the aforesaid objects and purposes.

All of the foregoing provisions of this Article II are to be construed both as objects and powers, and it is hereby expressly provided that the enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers and powers of the corporation; provided, however, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or do any act which corporations formed under the laws of Idaho now or hereafter existing may not, at the time, lawfully carry on or do. It is the intention that the purposes, objects, and powers specified in each of the paragraphs of this Article II of these Articles of Incorporation shall, except as otherwise

provided, in nowise be limited or restricted by reference to, or inference from, the terms of any other clause or paragraph in this paragraph contained, or of any other provision of these Articles of Incorporation, and it is the intention that the purposes, objects and powers specified in these Articles of Incorporation shall be regarded as independent purposes, objects and powers.

#### ARTICLE III

The corporation is to have perpetual existence.

#### ARTICLE IV

The location and post office address of the registered office of the corporation shall be the City of Idaho Falls, Bonneville County, Idaho.

#### ARTICLE V

The amount of the capital stock of this corporation shall be \$25,000.00, divided into 2500 shares of common stock of the par value of \$10.00 per share.

#### ARTICLE VI

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

<u>Name</u>	<u>Post Office Address</u>	<u>No. of Shares</u>	<u>Class of Stock</u>	<u>Amount</u>
A. C. Bidstrup	650 - 9th Street Idaho Falls, Idaho	1	Common	\$10.00
Jewell H. Bidstrup	650 - 9th Street Idaho Falls, Idaho	1	Common	\$10.00
Rosslyn H. Bidstrup	2680 Lincoln Road Idaho Falls, Idaho	1	Common	\$10.00

#### ARTICLE VII

The first Board of Directors shall consist of five directors; that during their term of office, or thereafter, the number of directors may be increased or decreased from time to

time as may be provided by the By-Laws; provided, however, that the number of directors constituting a Board shall not be less than three nor more than seven.

#### ARTICLE VIII

The power to repeal and amend the By-Laws and adopt new By-Laws is hereby conferred upon the directors, as well as shareholders, to be exercised by such vote of such directors or of the allotted shares as the case may be, not less, however, than a majority thereof, as may be fixed by the By-Laws.

#### ARTICLE IX

All, or any, meetings of the shareholders, or of the Board of Directors may be held within or without the State of Idaho.

#### ARTICLE X

No contract or other transaction between the 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 and no act of the corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any director individually, or any firm of which such director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he, or such firm, is so interested shall be disclosed or shall have been known to the Board of Directors, or a majority thereof; and any director of the corporation who is also a director or officer of such other corporation, or who is so interested, may

be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 17<sup>th</sup> day of March, 1964.

A. C. Bidstrup (SEAL)  
Jewell H. Bidstrup (SEAL)  
Roslyn H. Bidstrup (SEAL)

STATE OF IDAHO )  
 ) ss.  
County of Bonneville )

On this 17<sup>th</sup> day of March, 1964, before me, the undersigned, a Notary Public, in and for said county and state, personally appeared A. C. BIDSTRUP, JEWELL H. BIDSTRUP and ROSSLYN H. BIDSTRUP, 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 affixed my official seal, the day and year in this certificate first above written.

(Seal)

My commission expires:

Aug 1, 1965

Oliver H. Matney  
Notary Public  
For the State of Idaho  
Residing at Idaho Falls, Idaho