# FILED/EFFECTIVE

# ARTICLES OF INCORPORATION

BOONE PHILLIPS CORP. 13 AM 10: 23

The undersigned, acting incorporators as ("Corporation") corporation under the Idaho Business Corporation Act, hereby adopt the following Articles of Incorporation for such corporation.

#### ARTICLE I. NAME

The name of the corporation shall be Boone Phillips Corp.

#### ARTICLE II. PERIOD OF DURATION

The period of existence and duration of the life of this corporation shall be perpetual.

# ARTICLE III. PURPOSES

corporation is organized for the purpose of engaging concrete construction for commercial and residential projects on a contract basis.

The corporation is further organized for the purpose of the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

#### ARTICLE IV. STOCK

The total authorized number of shares of stock in the corporation shall consist of One Hundred Thousand (100,000) No par value will be attached to the shares of common stock. All shares shall be one class, 24 stored a company : 6 pock. CK: 4163 CT: 84959 BH: 391126 Each share is entitled to one (1) vote 1 0 100.00 = 100.00 CORP # 2 ARTICLES OF INCORPORATION - 1

Attorney-at-Law 120 East Lake Street Suite 313 P.O. Box 1828 Sandpoint, ID 83864-0903 Ph: (208) 263-6636 Fax: (208) 265-6775

Paul William Vogel, P.A.

C138597

# ARTICLE V. RIGHTS

There are no provisions denying preemptive rights.

ARTICLE VI. BOARD OF DIRECTORS

The number of directors constituting the initial board of directors is two (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualifies is:

Victor B. Phillips 357 Jeffrey Drive Sandpoint, ID 83864

David A. Boone 109 North Third Avenue Sandpoint, ID 83864

# ARTICLE VII. BYLAWS

The provisions for the regulations of the internal affairs of the corporation are to be set forth in the bylaws of the corporation.

The initial bylaws shall be adopted by the board of directors. The power to alter, amend or repeal the bylaws or to adopt new bylaws, subject to repeal or change by action of the shareholders, shall be vested in the board of directors. Such power may be exercised by a majority vote of the board of directors at any annual or special meeting of the board of directors called for that purpose.

ARTICLE VIII. INCORPORATORS

The name and address of the incorporators are:

ARTICLES OF INCORPORATION - 2

Victor B. Phillips 357 Jeffrey Drive Sandpoint, ID 83864 01 /28 13 Anio: 23

David A. Boone 109 North Third Avenue STATE OF IDANO Sandpoint, ID 83864

#### ARTICLE IX. REGISTERED OFFICE

The address of the initial registered office of the corporation is 357 Jeffrey Drive, Sandpoint, ID 83864 and the name of the initial registered agent at such address is Victor B. Phillips.

In Witness Whereof I have hereunto set my hand this  $//^{7/5}$ day of April, 2001.

VICTOR B. PHILLIPS,

Incorporator

Incorporator

STATE OF IDAHO County of Bonner

Victor B. Phillips and David A. Boone being first duly sworn upon their oath, depose and say that they have read the foregoing Articles of Incorporation and know the contents thereof and that the statements contained therein are true upon their personal knowledge, information and belief.

VICTOR B. PHILLIPS

DAVID A. BOONE

Subscribed and sworn to before me this // day of April, 2001.

> Barbara L Walker Notary Public for Idaho

Residing at Sandpoint

My Commission Expires: 1/9/2001

QRTICLES OF INCORPORATION - 3

MIIIIII,, BARBAILLI STATE