

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

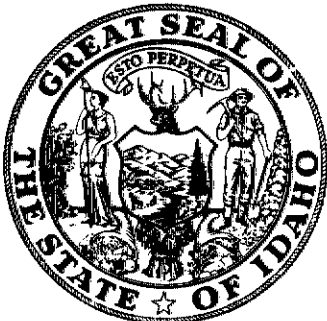
G. C., INC.

File number C 109387

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: February 9, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Anna Sibel*

ARTICLES OF INCORPORATION

OF

G. C., INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being citizens of the United States, have voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho relating to private corporations, and to that end do hereby adopt articles of incorporation, making, executing, and acknowledging this certificate in writing of intention to do and become a body corporate under and by virtue of said laws.

ARTICLE I

The name and style of said corporation shall be:

G. C., INC.

ARTICLE II

The principal office of the corporation is to be located at; P.O. Box 379 Lewiston, Idaho 83501 and the principal business of said corporation shall be carried on in NezPerce County, State of Idaho.

ARTICLE III

The nature of the business, or objects or purposes proposed to be transacted, promoted, or carried on by the corporation are as follows:

Contracting, Construction and  
Development of real estate; and any and all

IDAHO SECRETARY OF STATE  
19850204 0000 63145 2  
EX # 1912744 CUST# 44398  
CORP  
1@ 100.00= 100.00

services and products and functions in connection therewith. Said corporation shall have the power to acquire, hold, and use such personal, real and/or mixed property, as in the judgment of the Board of Directors of said corporation shall be deemed proper to best carry out particular business and objects of the corporation; to take, hold, manage, administer, and distribute, in any lawful manner, funds for the endowment of the particular business and objects of the corporation, whether received by gift, conveyance, devise or legacy; to dispose of any personal or real property no longer needed by said corporation, upon dissolution, to the stockholders or their beneficiaries. The corporation may engage in any other activity or business permitted under the laws of the State of Idaho.

#### ARTICLE IV

The duration of the corporation's existence shall be perpetual.

#### ARTICLE V

The affairs and management of said corporation are to be under the authority of a Board of Directors consisting of not less than one (1), nor more than three (6) members. The method of selection of the Board of Directors shall be as provided in the By-Laws of the corporation.

#### ARTICLE VI

The members of the governing of the corporation shall be styled directors. The number of directors constituting the first board of directors is one (1), and the name and post office address of the first board of directors is:

ANGELIQUE GREENELSH  
1308 ELM St.  
Clarkston, WA 99403

The first board of directors shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified.

#### ARTICLE VII

The members of the Board of Directors of this corporation shall be stockholders in the corporation. The Board of Directors shall be from time to time elected by a majority vote of the stockholders. The members of the Board of Directors are to serve until replaced.

#### ARTICLE VIII

The corporation may issue a total of 1,000 shares of common stock. They shall be of a par value of \$1.00 each. They may be issued to natural persons. No stockholder may vest another person with stock voting authority unless that person may be so qualified as an individual who would be eligible to be a or the personal representative of the estate of a deceased or Legally incompetent stockholder. The personal representative or estate of the stockholder may own or control shares for a reasonable period, but may not participate in decisions concerning business operations or policies. Shares may be transferred only to an eligible person who is acceptable to all persons holding stock at the time of the proposed transfer. Upon a majority vote of the stock outstanding, shares held by any stockholder can be recalled at either book value or prorated market value of tangible assets, whichever is the higher. In the event of dissolution or liquidation, the assets

of the corporation shall be distributed to stockholders or their representatives in proportion to the number of shares held. Assets held by an approved pension or profit sharing plan established and operated within the provisions of the Federal Internal Revenue Code shall be excluded from tangible assets, to be considered in such a stock recall or dissolution but shall be distributed according to stipulations of that plan. The corporation shall have the privilege of subsequent extension of its capital stock from time to time in the manner provided by law by the issuance of common stock to an amount not exceeding fifty thousand shares in the aggregate, at a per value of \$1.00 each.

#### ARTICLE IX

The capital stock of the corporation shall not be available for assessment. No stockholder shall be liable for the debts of the corporation beyond the amount that may be due or unpaid on any share or shares of stock of the corporation owned by him or her.

#### ARTICLE X

The first Resident Agent for the corporation in the State of Idaho is:

A C Bitler

909 NW 2nd

Fruitland, Idaho 83619

#### ARTICLE XI

Stockholders shall cast votes in proportion to the number of shares held at the time of balloting. Officers shall be elected by majority vote and serve until replaced. Dividends may be declared at the annual meeting and paid.

ARTICLE XII

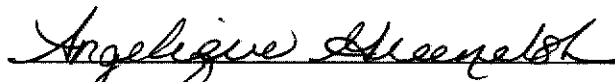
The corporation shall have the power, either alone or in conjunction or cooperation with others, directly or indirectly, to do any and all lawful acts and things to engage in any and all lawful acts and activities which may be necessary, useful, stable, or desirable, or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the corporation is organized, and the aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain any of such purposes.

ARTICLE XIII

The name and post office address of each of the incorporators and the number and class of shares for which each has subscribed are:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NUMBER &amp; CLASS OF SHARES</u>
Angelique Greenelsh	1308 Elm St Clarkston, WA 99403	10 common

Dated: This 3 day of February, 1995.



ANGELIQUE GREENELSH  
1308 Elm St.  
Clarkston, Washington 99403