



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

BRASCH & MILLER CONSTRUCTION, INC.

was filed in the office of the Secretary of State on the 25th day of June A.D., One Thousand Nine Hundred seventy-six 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 25th day of June, A.D., 19 76 .

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

LAW OFFICES
MATTHEWS & LEE
401 WEST FORT
POST OFFICE BOX 1544
BOISE, IDAHO 83701

ARTICLES OF INCORPORATION
OF
BRASCH & MILLER CONSTRUCTION, INC.

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

ARTICLE I.

The name of this corporation is BRASCH & MILLER CONSTRUCTION, INC.

ARTICLE II.

The objects and purposes for which this corporation are formed are:

As principal, agent or otherwise, to do, in any part of the world, any and everything herein set forth to the same extent as natural persons might or could do. In furtherance and not in limitation of the general powers conferred by the laws of the State of Idaho, we do expressly provide that the corporation shall have the power:

(a) To engage in the business of cement flatwork and finishing, and leveling, excavation, earth moving, and landscaping, as well as truck repair and maintenance, and all related and/or incidental business pursuits therein.

(b) To build, buy, sell, lease, let, mortgage, pledge, exchange or otherwise acquire or dispose of lands, lots, houses, buildings, real property, hereditaments, appurtenances and personal property of all classes and descriptions, and wheresoever situated, and any rights and interests therein, to the same extent as natural persons might or

1 could do and without limit as to amount;

2 (c) To acquire by purchase, subscription or otherwise, and to
3 own, hold, sell, negotiate, assign, deal in, exchange, transfer, mort-
4 gage, pledge or otherwise dispose of any shares of capital stock,
5 script, bonds, mortgages, securities or evidences of indebtedness issued
6 or created by any other corporation, joint stock company or association,
7 public or private, or by whomsoever issued, and while the owner or
8 holder thereof to possess and exercise in respect thereto any and all
9 rights, powers and privileges of ownership, including the right to
10 vote thereon;

11 (d) To make, perform, and carry out contracts of every kind
12 and description made for any lawful purpose, without limit as to amount,
13 with any person, firm, association or corporation, either public or
14 private, or with any territory or government, or any agent thereof;

15 (e) To borrow money, to draw, make, accept, endorse, transfer,
16 assign, execute and issue bonds, debentures, promissory notes, and
17 other evidences of indebtedness, and for the purpose of securing any
18 of its obligations or contracts to convey, transfer, assign, deliver,
19 mortgage and/or pledge all or any part of the property or assets, real
20 or personal, at any time owned or held by this corporation, upon such
21 terms and conditions as the Board of Directors shall authorize and as may
22 be permitted by law;

23 (f) To acquire, hold, sell, reissue or cancel any shares of its own
24 capital stock; provided, however, that this corporation may not use any of
25 its funds or property for the purpose of purchasing its own common stock
26 when such would cause any impairment of the capital of this corporation; and
27 provided further that the shares of its own capital stock belonging to this
28 corporation shall not be voted directly or indirectly;

1 (g) To purchase or otherwise acquire the whole or any part of the
2 property, assets, business and good will of any other person, firm,
3 corporation or association, and to conduct in any lawful manner the
4 business so acquired, and to exercise all the powers necessary or convenient
5 in and about the conduct, management and carrying on of such business;

6 (h) To organize, incorporate and reorganize subsidiary corporations
7 and joint stock companies and associations for any purpose permitted by law;

8 (i) To have and to exercise any and all powers and privileges now or
9 hereafter conferred by the laws of the State of Idaho upon corporations formed
10 under the general corporation laws of the State or under any act amendatory
11 thereof or supplemental thereto or substituted therefor;

12 (j) To have one or more offices to carry on all or any part of its
13 operation or business, and to do all and everything necessary, suitable,
14 convenient or proper for the accomplishment of any of the purposes, or the
15 attainment of any one or more of the objects herein named, or which shall at
16 any time appear conducive or expedient for the protection or benefit of the
17 corporation, and which now or hereafter may be authorized by law, and this
18 to the same extent and as fully as natural persons might or could do, as
19 principals, agents, contractors, trustees, or otherwise, and either alone or in
20 connection with any person, firm, corporation or association.

21 ARTICLE III.

22 The corporation shall have perpetual existence.

23 ARTICLE IV.

24 The location and address of the registered office of the corporation shall
25 be, and is, 1511 Latimer Street, Boise, Ada County, Idaho 83705.

26 ARTICLE V.

27 The amount of the capital stock of the corporation shall be, and is,
28 \$20,000.00, divided into 20,000 shares. Each such share shall have a par
value of \$1.00. Said stock shall be, and is, nonassessable.

LAW OFFICES
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ARTICLE VI.

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

Ralph C. Miller	1511 Latimer Street Boise, Idaho 83705	<i>1 share</i>
Michael R. Miller	1511 Latimer Street Boise, Idaho	11,000 shares
Robert Brasch	Boise, Idaho	2,000 shares

ARTICLE VII.

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business or paying debts of the corporation.

ARTICLE VIII.

The number of directors of the corporation shall be as specified in the By-Laws, and the number of said directors may from time to time be increased or decreased in such manner as may be prescribed by the By-Laws, provided the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualify.

ARTICLE IX.

The voluntary sale, lease or exchange of all the property and assets of the corporation, including its good will and its corporate franchises, may be made by the Board of Directors upon such terms and conditions as it may deem expedient and for the best interests of the corporation.

ARTICLE X.

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invali-

1 dated by the fact that any of the directors of the corporation are pecuniarily
2 or otherwise interested in or are directors or officers of such other corporation;
3 any directors, individual or any firm of which any director may be a member,
4 may be a party to or may be pecuniarily or otherwise interested in any contract
5 or transaction of the corporation, provided the fact that he or such firm is so
6 interested shall be disclosed or shall have been known to the Board of Directors
7 or a majority thereof; and any director of the corporation who is also a
8 director or officer of such other corporation, or who is so interested may be
9 counted in determining the existence of a quorum at any meeting of the Board
10 of Directors of the corporation which shall authorize any such contract or
11 transaction with like force and effect as if he were not such director or officer
12 of such other corporation or not so interested.

13 ARTICLE XI.

14 The Board of Directors is expressly authorized to repeal and amend the
15 By-Laws of the corporation and to adopt new By-Laws, and the corporation
16 reserves the right to amend, alter, change or repeal any provisions contained
17 in these Articles of Incorporation in the manner now or hereafter prescribed by
18 law, by a majority vote of the shareholders, represented in person or by proxy,
19 at any annual meeting of the shareholders or any meeting duly called for that
20 purpose, except where the laws of the State of Idaho provide otherwise.

21 IN WITNESS WHEREOF, We have hereunto set our hands and seals
22 this 25th day of June, 1976.

23 Michael R. Miller

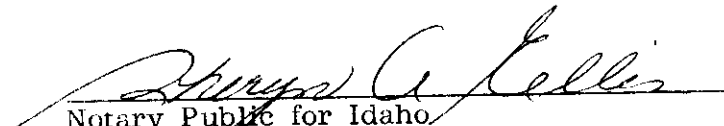
24 Robert L. Beach

25 Ralph C. Miller
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STATE OF IDAHO,)
 : ss.
County of Ada.)

On this 25 day of June, 1976, before me, the undersigned, a Notary Public for said State, personally appeared MICHAEL R. MILLER, ROBERT L. BRASCH and RALPH C. MILLER, known to me to be the persons whose names are subscribed to the within and foregoing 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.


Notary Public for Idaho
Residing at Boise, Idaho