

State of Idaho



Department of State

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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

PRICE BUILDERS, INC.

a corporation duly organized and existing under the laws of **Utah** has fully complied with Section 10 Article XI of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **First** day of **June** **193**, a properly authenticated copy of its articles of incorporation, and on the **1st** day of **June** **193**, a designation of **E. L. Benoit** in the County of **Twin Falls** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **1st** day of **June**, A.D., **193**.

Pete T. Cenarrusa
Secretary of State

Corporation Clerk



Secretary of State's Office

I, CLYDE L. MILLER, SECRETARY OF STATE OF THE STATE OF UTAH,
DO HEREBY CERTIFY THAT the attached is a full, true and correct copy
of the Articles of Incorporation of PRICE BUILDERS, INC., and the
said corporation is in good standing

AS APPEARS _____ of record _____ IN MY OFFICE.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND
AND AFFIXED THE GREAT SEAL OF THE STATE OF UTAH
AT SALT LAKE CITY, THIS third DAY OF

May

197 3

Clyde L. Miller
SECRETARY OF STATE

BY C. B. Donathwaite
AUTHORIZED PERSON

57164

ARTICLES OF INCORPORATION

OF

PRICE BUILDERS, INC.

1972 JUN 10 10 54

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OFFICE OF STATE
CLERK

We, the undersigned, natural persons of the age of twenty-one years, or more, acting as incorporators of a corporation under the Utah Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is:

PRICE BUILDERS, INC.

SECOND: This corporation shall exist in perpetuity unless it is otherwise terminated by law, or by the voluntary action of the stockholders.

THIRD: The purposes for which the corporation is organized are as follows: To engage in the general contracting and construction business.

To acquire, and pay for in cash, stocks or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and tradenames, relating to or useful in connection with any business of this corporation.

To acquire, by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge, or otherwise dispose of or deal in and with and of the shares of capital stock, or any voting trust certificates in respect of the shares of capital stock, warrants, rights, bonds, debentures, notes, trust receipt and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the government of the United States of America, or by any foreign government, or by the state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, or government.

To borrow or raise moneys for any of the purposes of the corporation, and from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of

the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge, or otherwise dispose of such bonds, or other obligations of the corporation for its corporate purposes.

To loan to any person, firm or corporation any of its surplus funds, either with or without security.

To purchase, hold, sell and transfer the shares of its own capital stock; provided, it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law; and provided further, that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any of the states of the United States, and in any and all foreign countries, subject to the laws of such state or country.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the power conferred by the laws of the State of Utah upon corporations formed under the General Corporation Law of the State of Utah, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this certificate of incorporation, but the objects and purposes specified in each of the foregoing clauses of this Article shall be regarded as independent objects and purposes.

FOURTH: The aggregate number of shares which this corporation shall have authority to issue is 50,000 shares of common stock of a par value of \$1.00 per share.

FIFTH: This corporation will not commence business until consideration of the value of at least \$1,000.00 has been received by the corporation for the issuance of shares.

SIXTH: The general management of this corporation shall rest with the Board of Directors and such Board of Directors shall consist of not less than three in number. The Board of Directors is, and shall be, authorized to transact the business and exercise the corporate powers of the corporation.

To be qualified, a Director need not have standing in his own name upon the books of the corporation, any shares of the capital stock.

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter, amend and/or repeal the By-Laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By resolution passed by a majority of the whole Board, to designate one or more committees, such committee to consist of two or more of the Directors of the corporation, which to the extent provided in the resolution or in the By-Laws of the corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation, and may authorize the seal of

the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the By-Laws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, as its Board of Directors shall deem expedient and for the best interests of the corporation.

SEVENTH: Meetings of the Board of Directors for the transaction of any business of the corporation, may be held at its principal place of business in the State of Utah, or at such other places outside of this state or elsewhere within the state, other than its principal place of business, as the Directors may by resolution or By-Laws determine.

The Board of Directors may establish stated meetings to be held in Salt Lake City, Utah, or elsewhere at such times and at such places as it may determine, and after due notice to each member of the Board of Directors of the establishment of the time and place of such stated meetings, no further notice need be given of such meetings.

At least a majority of the members of the Board of Directors shall constitute a quorum, and such quorum by majority vote, is authorized to transact the business and exercise the corporate powers of the corporation.

A resolution in writing and signed by all of the members of the Board of Directors shall be and constitute action by the Board of Directors to the effect therein expressed, with the same force and effect as though such resolution had been adopted at a duly convened meeting, and it shall be the duty of the Secretary to record each such resolution in the minutes of the corporation under the proper date.

EIGHTH: The Board of Directors of the corporation shall consist of at least three (3) persons. The initial Board of Directors shall consist of five (5) persons whose names and addresses are as follows and who shall serve until the first annual meeting of the shareholders, or until their successors shall be elected and qualified:

John Price	35 Century Park-Way, Salt Lake City, Ut.
Kenneth Hollingsworth	35 Century Park-Way, Salt Lake City, Ut.
Carl Olson	35 Century Park-Way, Salt Lake City, Ut.
John Hampshire	35 Century Park-Way, Salt Lake City, Ut.
Robert O. Baldwin	900 El Paso Gas Bldg., Salt Lake City, Ut.

NINTH: Meetings of the stockholders may be held outside the State of Utah. The books of the corporation may be kept outside the State of Utah, at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the corporation. Elections of Directors need not be by ballot unless the By-Laws of the corporation so provide.

At the elections of Directors of the corporation, each stockholder of record shall be entitled to one vote for every share of stock standing in his name on the books of the corporation.

TENTH: The corporation by resolution of its Board of Directors shall have the right to purchase and own its own shares of stock.

ELEVENTH: The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatsoever.

TWELFTH: The corporation may enter into any kind of contract or agreement, cooperative or profit sharing plan, with its officers or employees that the Directors may deem advantageous or expedient, or otherwise to reward to pay persons for their services, as the Directors may deem fit.

THIRTEENTH: The Board of Directors of the corporation may from time to time declare, and the corporation may pay dividends on its outstanding shares in cash, property or its own shares.

FOURTEENTH: No contract or transaction entered into by the corporation shall be affected by the fact that a Director or officer of the corporation was personally interested in it, if at the meeting of the Board of Directors making, authorizing or confirming such contract or transaction the interested Director discloses his interest therein and refrains from voting on such contract or transaction, and such contract or transaction is adopted or ratified by a majority of the quorum of the Directors present.

FIFTEENTH: In the absence of fraud, no contract or other transaction between this corporation and any other corporation or any partnership or association shall be affected or invalidated by the fact that any Director or officer of this corporation is pecuniarily or otherwise interested in or is a director, member or officer of such other corporation or of such firm, association or partnership or is a party to or is pecuniarily or otherwise interested in such contract or other transaction or in any way connected with any person or persons, firm, association, partnership or corporation pecuniarily or otherwise interested therein; any Director may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation for the purpose of authorizing any such contract or transaction with like force and effect as if he were not so interested, or were not a director member or officer of such other corporation, firm, association or partnership.

SIXTEENTH: The corporation reserves the right to amend, alter, change, or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

SEVENTEENTH: The place of the general business of this corporation shall be at Salt Lake City, in the County of Salt Lake and State of Utah, and branch places of business may be established at other places in the State of Utah, or elsewhere, in the United States or any other country as the directors may from time to time provide.

The initial registered agent of the corporation is Robert O. Baldwin, Attorney at Law, 900 El Paso Natural Gas Building, Salt Lake City, Utah, and the registered office of the corporation is 900 El Paso Natural Gas Building, Salt Lake City, Utah.

EIGHTEENTH: The name and address of each incorporator is as follows:

James R. Brown 900 El Paso Natural Gas Building, Salt Lake City, Utah
Robert O. Baldwin 900 El Paso Natural Gas Building, Salt Lake City, Utah
Barbara Johnson 900 El Paso Natural Gas Building, Salt Lake City, Utah

IN WITNESS WHEREOF, the undersigned incorporators have hereunto set their hands and seals this 26th day of June, 1972.


James R. Brown

Robert O. Baldwin
Robert O. Baldwin

Barbara Johnson
Barbara Johnson

STATE OF UTAH)
 : ss.
COUNTY OF SALT LAKE)

I, Judy Foste, a notary public, hereby certify that on the 26th day of June, 1972, personally appeared before me JAMES R. BROWN, ROBERT O. BALDWIN and BARBARA JOHNSON, who being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 26th day of June, 1972.

Judy Foste
Notary Public
Residing in Salt Lake City, Utah

My Commission Expires:

March 26, 1973