

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

ESTEP BUILDERS, INC.

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: March 31, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

IN THE OFFICE OF THE SECRETARY OF STATE

MAR 31 11 58 AM '93

SECRETARY OF STATE

STATE OF IDAHO

| | | |
|----------------------|---|---------------------------|
| In the matter of the |) | |
| Incorporation of |) | |
| |) | |
| Estep Builders, Inc. |) | ARTICLES OF INCORPORATION |
| |) | |
| A domestic Idaho |) | |
| Corporation |) | |

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned persons, all being of full legal age and all of whom are citizens of the United States of America, do hereby associate ourselves together for the purpose of forming a general business corporation under the laws and statutes of the State of Idaho, and in compliance with Title 30, Idaho Code, do hereby certify as follows:

ARTICLE I

NAME: The name of this corporation is and shall be: Estep Builders, Inc.

ARTICLE II

DURATION: The duration of this corporation shall be perpetual, but nothing herein contained shall prevent a quicker conclusion of the business of said corporation by voluntary act as provided for under the laws and statutes of the State of Idaho relating to general business corporations.

ARTICLE III

LOCATION AND POST

OFFICE ADDRESS: The location and post office address of the registered office of this corporation in the State of Idaho shall be as follows:

9671 Hoff Dr. Boise City, Ada County, State of Idaho 83714

ARTICLE IV

DESCRIPTION OF SHARES: The authorized capital stock of the corporation shall consist of One Hundred shares of no par value stock. All of the stock shall be of the same class; have the same powers and voting rights and shall not be assessable for any purpose whatsoever.

ARTICLE V

NAMES AND ADDRESSES

OF INCORPORATORS: The business of the corporation shall be managed by a board of Directors consisting of at least two directors. The qualifications, the term of office, manner of electing directors, the time, place and manner of calling meetings, and the powers and duties of the directors shall be prescribed by the By-Laws. The names and post office addresses of the directors until the first annual meeting are as follows:

| <u>Name</u> | <u>Address</u> |
|----------------|--------------------------------------|
| Mark J. Estep | 9671 Hoff Dr., Boise, Idaho 83714 |
| Jerry D. Estep | 330 Thornwood, Meridian, Idaho 83642 |

ARTICLE VI

MANAGEMENT OF THE CORPORATION: The management of this corporation shall be vested in a Board of not less than two (2) directors, who shall be elected by the stockholders at the annual meeting of the stockholders. The number of members upon the Board may be expanded or diminished from time to time by a two-thirds vote of the directors or any regular or special meeting called for that purpose.

The Board of Directors shall convene at least once a year immediately following their election to office, but may from time to time assemble for special meetings, either with or without notice, either within or without the State of Idaho.

Nothing in these articles of incorporation shall require any director or officer to be a stockholder of said corporation.

At all meetings of the Board of Directors a majority vote shall be required to pass any official act of the corporation, except wherein a different requirement is imposed by the statutes of the State of Idaho. At the first annual meeting of the Board of Directors, said directors shall elect officers of the corporation. The officers of this corporation shall be as follows:

President, Vice-President, and Secretary-Treasurer, but nothing herein contained shall prevent the board itself from dividing the office of Secretary-Treasurer into two offices, and/or create an additional office of the corporation.

The qualifications, term of office, manner of electing directors, time, place and manner of calling meetings, and the powers and duties of the directors shall be prescribed by the By-Laws. The names and addresses of the directors until the first annual meeting of the stockholders are as follows:

| | | |
|----------------|-------------------------------------|-------------------------|
| Mark J. Estep | 9671 Hoff Dr. Boise, ID 83714 | President |
| Jerry D. Estep | 330 Thornwood Meridian, ID 83642 | Vice-President |
| Jerry D. Estep | 330 Thornwood Meridian, ID 83642 | Secretary- Treasurer |

ARTICLE VII

RESIDENT AGENT: The resident agent for this corporation shall be:

Mark J. Estep, 9671 Hoff Dr., Boise, ID 83714

PURPOSES: The purposes for which this corporation is to be formed are:

(a) Directly, or through ownership of shares in any corporation, to purchase, lease, exchange, or otherwise acquire real estate and property, either improved or unimproved, and any interest therein; to own, hold, control, maintain, manage, and develop the same; to erect, construct, maintain, improve, rebuild, enlarge, alter, manage, operate,

and control all kinds of buildings, houses, hotels, apartments, stores, offices, warehouses, mills, ships, factories, machinery, and plants, and all structures and erections of any description on any lands owned, held, or leased by the Corporation, or upon any other lands; to lease or sublet offices, stores, apartments, and other space in such building or buildings, and to sell, lease, sublet, mortgage, grant a security interest in, exchange, assign, transfer, convey, pledge, or otherwise alienate or dispose of any such real estate and property, and any interest therein.

(b) Directly, or through ownership of shares in any corporation, to purchase or otherwise acquire, hold, manufacture, sell, exchange, mortgage, grant a security interest in, pledge, hypothecate, deal in, and dispose of commodities, building materials, and other personal and real property of every kind, and any interest therein.

(c) To purchase or otherwise acquire, hold, sell, exchange, pledge, hypothecate, underwrite, deal in and dispose of shares, bonds, notes, debentures, or other evidences of indebtedness and obligations and securities of any corporation, company, association, partnership, syndicate, entity, or person, domestic or foreign, or of any domestic or foreign state, government, or governmental authority or of any political or administrative subdivision or department thereof, and certificates or receipts of any kind representing or evidencing any interest in any such shares, bonds, notes, debentures, evidence of indebtedness, obligations and securities for the acquisition of any such shares, bonds, notes, debentures, evidence of indebtedness, obligations, securities, certificates, or receipts purchased or acquired by it; and, while the owner or holder of any such shares, bonds, notes, debentures, evidence of indebtedness, obligation, securities, certificates, or receipts, to exercise all the rights of ownership in respect

thereof; and, to the extent now or hereafter permitted by law, to aid by loan, subsidy, guaranty, or otherwise, those issuing, creating, or responsible for any such shares, bond, notes, debentures, evidences of indebtedness, obligations, securities, certificates, of receipts.

(d) To purchase or otherwise acquire, hold, exchange, pledge, hypothecate, sell, deal in, and dispose of mortgages covering any kind of property, tax liens, and transfers of tax liens of real estate.

(e) To transact a general real estate agency and brokerage business, buying, selling, and dealing in real estate and real property and any interest therein, on commission, or otherwise, and renting and managing real estate; and to act as agent, nominee, or attorney-in-fact for any persons or corporations in buying, selling, holding, and dealing in real estate and any interest therein and choices in action secured thereby and other personal property collateral thereto and in supervising, managing, and protecting such property and any interest therein and claims affecting same.

(f) To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, goodwill, rights, assets, and liabilities of any person, firm, association or corporation carrying on any kind of business of a similar nature to the which this corporation is authorized to carry on, pursuant to the provisions of this certificate; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

(g) To make any guaranty respecting dividends, shares, securities, indebtedness, interest contracts, or other obligations so far as the same may be permitted to be done by corporations organized under the Business Corporation Law of the State of Idaho.

(h) To enter into any lawful arrangements for sharing profits, union of interest, reciprocal concession, or

cooperations, with any corporation, association, partnership, syndicate, entity, person, or governmental, municipal, or public authority, domestic or foreign, in the carrying on of any business which the Corporation is authorized to carry on or any business transaction deemed necessary, convenient, or incidental to the carrying out of any of the purposes of the Corporation.

(i) To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel or rescind any such contracts.

(j) To exercise all or any of the corporate powers and to carry out all or any of the purposes, enumerated herein or otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and to perform any service under contract or otherwise for any corporations, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement to develop, improve, stabilize, strengthen, or extend the property and commercial interests thereof, and to aid, assist, or participate in any lawful enterprises in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the Business Corporation Law.

ARTICLE IX

LIMITATIONS OF LIABILITY: The private property of the stockholders shall not be liable for its obligations. The common voting stock of this corporation shall be non-assessable upon any of the common voting stock without the unanimous consent of all of the holders of all of the outstanding common stock proposed to be made assessable.

ARTICLE X

BY-LAWS: Within thirty (30) days next following the filing of these Articles of Incorporation, the stockholders and directors shall adopt a code of By-Laws for its government, which shall not be inconsistent with the laws and statutes of the State of Idaho.

The By-Laws of this corporation may be amended or repealed, or any By-Law may be adopted at any annual or special meeting of the stockholders or any regular or special meeting of the directors; provided, however, that such call for such meeting to adopt, repeal or to amend the By-Laws that shall state such purpose. The amendment of the By-Laws may be by as majority vote of those present.

ARTICLE XI

FIDUCIARY RELATIONSHIP: No contract or other transactions between the corporation or 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 affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors of the corporation; any director individually may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, and any director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the company 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 and not so interested.

ARTICLE XII

VOTING RIGHTS: At all elections of the directors of this corporation each stockholder shall be entitled to as many votes as shall equal the number of his shares of stock,

Notary Public for Idaho
Residing at Boise, Idaho