



**Department of State.**

**CERTIFICATE OF INCORPORATION**

I, J. D. (CY) PRICE, 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

**J. H. WISE & SON, INC.**

was filed in the office of the Secretary of State on the **Nineteenth** day of **January** A.D. One Thousand Nine Hundred **Forty-eight** and duly recorded on Film No. **12** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 29-103, Idaho Code, Annotated.

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 **one** hundred (100) years from the date hereof, with its registered office in this State located at **Boise** 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 **twenty-second** day of **January**, in the year of our Lord one thousand nine hundred **forty-eight**, and of the Independence of the United States of America the One Hundred **Seventy-second**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

J. H. WISE & SON, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, Paul Wise, J. H. Wise and Carroll F. Zapp, all of whom are natural persons and citizens of the United States of America, over the age of twenty-one years, have this day voluntarily associated ourselves together for the purpose of forming a private corporation under the laws of the State of Idaho, and we hereby adopt the following articles of incorporation:

I.

The name of this corporation is and shall be

J. H. WISE & SON, INC.

and the duration shall be one hundred (100) years.

II.

The purposes for which the corporation is formed are to conduct and carry on the business of general contractors and builders; and to conduct and carry on the business of general manufacturers; and to conduct and carry on said businesses or any of them alone and/or with others as co-partners or joint adventurers or otherwise; and to perform labor upon and to furnish materials to be used in the construction, alteration, and repair of any structure or work or works, and in the manufacture, alteration, and repair of personal property of every kind and nature.

To acquire, hold, use, sell, assign, lease, grant license 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 trade names, relating to or useful in connection with any business of this corporation.

To acquire and pay for in cash, stock 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 guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities, or evidence of indebtedness created by any other corporation or corporations organized under the laws of this state, or any other state, country, nation, or government, and while the owner thereof to exercise all the rights, powers, and privileges of ownership.

To issue bonds, debentures, or obligations of this corporation from time to time, for any of the objects or purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise.

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; 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, Districts, Territories, or Colonies of the United States, and in any and all foreign countries, subject to the laws of such State, District, Territory, Colony or Country.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the Business Corporation Act of the State of Idaho, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

IV.

The location and post-office address of its registered office in this state, is Boise, Ada County, State of Idaho.

V.

The total authorized number of its par value shares shall be one thousand (1000) shares of Common Stock, and their aggregate par value shall be One Hundred Thousand Dollars (\$100,000.00), and one thousand (1000) shares of Preferred Stock, and their aggregate par value shall be One Hundred Thousand Dollars (\$100,000.00).

The holders of Preferred Stock shall be entitled to receive cumulative annual dividends at a rate to be determined by the board of directors, not in excess of \$6.00 a share, on the first day of November in each year, at the office of the corporation in Boise, Idaho, and on dissolution of the corporation, they shall be entitled to have their stock redeemed at par before any dividend shall be paid or distribution of assets made to the holders of the Common Stock.

The corporation reserves the right to redeem all or any part of said Preferred Stock at par, at any dividend paying date on thirty days' written notice or printed notice mailed to the holder or holders thereof at his or their post office address or addresses, as shown on the books of the corporation. The rights, voting power, preferences, and restrictions granted to and/or imposed upon the shares of each class of said stock shall be equal, except as otherwise ex-

In no event shall the holders of said Preferred or Common Stock be personally liable for the debts of the corporation.

VI.

The number of its directors shall be five (5) until otherwise prescribed by the by-laws of the corporation.

VII.

The name and post office address of each of the incorporators, and the number of shares subscribed by each is as follows:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>
Paul Wise	Boise, Idaho	One Common
J. H. Wise	Boise, Idaho	One Common
Carroll F. Zapp	Boise, Idaho	One Common

VIII.

The power to repeal and amend the by-laws and adopt new by-laws is hereby conferred upon the directors of the corporation.

IN WITNESS WHEREOF WE have hereunto set our hands and seals this 15th day of January, in the year 1948.

*Paul Wise* (Seal)  
*J. H. Wise* (Seal)  
*Carroll F. Zapp* (Seal)

STATE OF IDAHO, )  
                          ) ss  
County of Ada. )

On this 15th day of January, in the year 1948, before me, Petra Asumendi, a Notary Public in and for said State, personally appeared Paul Wise, J. H. Wise, and Carroll F. Zapp, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal in this certificate first above written.

*Petra Asumendi*  
Notary Public  
Boise, Idaho