



Department of State.

CERTIFICATE OF INCORPORATION

I, ~~ARNOLD WILLIAMS~~ ^{PETE T. CENAKUSA}, 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

FABRICATION ENTERPRISES, INC.

was filed in the office of the Secretary of State on the **29th** day of **November** A.D. One Thousand Nine Hundred **Sixty-Seven** and

~~was~~ recorded on Film No. _____ of Record of Domestic Corporations, of the State of Idaho, ~~and~~ **microfilm** 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 **29th** day of **November** A.D., 19 **67**.

Pete T. Cenakusa
Secretary

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ARTICLES OF INCORPORATION
OF
FABRICATION ENTERPRISES, INC.

KNOW BY ALL MEN THESE PRESENTS that we, the undersigned, all of whom are citizens and residents of the United States and over the age of twenty-one years, do hereby make and execute the following Articles of Incorporation for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify:

ARTICLE I

The name of this corporation shall be FABRICATION ENTERPRISES, INC.

ARTICLE II

The purpose and objects for which said corporation is formed are as follows:

(a) To conduct and carry on the business of builders and contractors for the purpose of building, erecting, altering, repairing, wrecking, or doing any other work in connection with any and all classes of building and improvement of any kind and nature whatsoever.

To design, draw, and prepare plans, specifications, and estimates for and to supervise, bid upon, enter into, and execute contracts for the construction and alteration of buildings, structures, houses, piers, wharves, canals, docks, slips, dams, bridges, viaducts, railroads, railways, rights of way, cuts, fills, roads, avenues, streets, fortifications, conduits, pipe lines, electric or other transmission lines, subways, tunnels, foundations, mines, shafts, wells, walls, waterworks, manufactories, plants, machinery, drainage, irrigation, and sewage disposal systems, and any other engineering or construction project or enterprise of any nature whatsoever.

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ATTORNEYS AT LAW
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P. O. BOX 4313 - BOISE, IDAHO 83705
PHONE 342-2874
AND
THIRD STREET
PHONE 634-2323 OR 634-8330
MCCALL, IDAHO 83638

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To design, plan, and work upon gardens, parks, terraces, lawns, estates, driveways, walks, paths, golf courses, country clubs, aviation fields, and other projects involving landscape gardening or architecture.

To conduct the business of dredging and, in connection therewith, to acquire, maintain, and operate dredges, barges, boats, cars, and trucks.

To do the business of general construction contractors, architects and engineers.

To manufacture, improve, work upon, and test minerals, metals, woods, fibres, cloth, oils, liquids, gases, chemicals, animal and plant products, or any of the products and by-products thereof, or any article or thing into the manufacture of which any of the foregoing may enter.

To manufacture, improve, repair, and work upon any and all kinds of machines, instruments, tools, implements, mechanical devices, engines, boilers, motors, dynamos, rails, cars, ships, boats, launches, automobiles, trucks, tractors, airships, aeroplanes, articles used in structural work, building materials, hardware, textiles, clothing, cloth, leather goods, furs and any other goods, wares, and merchandise of whatsoever kind.

To buy, sell, exchange, trade, and otherwise deal in any and all kinds of manufactured articles, raw materials, minerals, animal and plant products, and any other goods, wares, merchandise, articles, and things whatsoever, and generally to carry on the business of storekeepers, merchants, factors, traders, importers, and exporters.

ARTICLES OF INCORPORATION-2 PLS.

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1 To carry on the business of trucking, warehousing, and storage,
2 including the storage of all kinds of goods, wares, and merchandise,
3 the issue of storage and warehouse receipts, negotiable and non-
4 negotiable, covering all kinds of goods, wares, and merchandise and
5 the collection and receipt of storage dues and other compensation.

6 To buy, lease, and otherwise acquire, lands and interests in
7 lands of every kind and description, wheresoever situated; to buy,
8 lease, and otherwise acquire, and to construct and erect buildings
9 and structures in and on such lands for any use or purpose; to
10 hold, own, improve, develop, maintain, operate, let, lease, mortgage,
11 sell, or otherwise dispose of such property or any part thereof; to
12 equip and operate warehouses, office buildings, hotels, apartment
13 houses, apartment hotels, restaurants, and cafes, or any other
14 buildings and structures of whatsoever kind.

15 To transact a general real estate agency and brokerage busi-
16 ness and to act as agents, brokers, or attorneys in fact for any
17 persons, firms, or corporations in buying, selling, and dealing in
18 real property and any and every estate or interest therein.

19 To acquire, organize, assemble, develop, build up and operate,
20 constructing and operating and other organizations and systems, and
21 to hire, sell, lease, exchange, turn over, deliver, and dispose of
22 such organizations, in whole or in part, and as going organizations
23 and systems and otherwise, and to enter into and perform contracts,
24 agreements, and undertakings of any kind in connection with any or
25 all of the foregoing purposes.

26 (b) To purchase, take or lease, or in exchange, hire or
27 otherwise acquire any real or personal property, rights or pri-
28 vileges, either within or without the State of Idaho, suitable or
29 convenient for any of the purposes of this business, and to pur-
30 chase, acquire, erect and construct, make improvements of buildings
31 or machinery insofar as the same may be appurtenant to or useful
32 for the conduct of the business as above specified, but only to

ARTICLES OF INCORPORATION-3 PLS.

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1 the extent to which the company may be authorized by the laws of
2 the State of Idaho.

3 (c) To borrow money for the purposes of this corporation, to
4 issue bonds, notes and debentures and other evidence of indebtedness
5 therefore and to secure the same by mortgage or pledge of personal
6 property, including the income of said corporation, or by mortgage
7 of real property, executed in trust or otherwise. All or any por-
8 tion of the real or personal property may be so pledged, mortgaged
9 or hypothecated.

10 (d) To enter into any contract, co-operative agreement or
11 profit sharing plan with its officers or employees that the cor-
12 poration may deem advantageous or expedient, or otherwise to re-
13 ward or pay such person for their services as the directors may
14 deem fit.

15 (e) To sue and be sued, appear, complain and defend in any
16 court of law or equity, or before any board, commission or tribunal.

17 (f) To have and use a corporate seal which may be altered by
18 majority vote of the board of directors.

19 (g) To receive, acquire, hold, purchase, dispose of, convey,
20 mortgage, and/or lease, real and personal property; to dispose of,
21 sell, lease, assign, transfer, mortgage and/or convey any rights,
22 privileges, franchises, real or personal property of the corpora-
23 tion, other than its franchise of being a corporation, and to ac-
24 quire, purchase, guaranty, hold, mortgage, own, vote, sell, pledge,
25 and/or otherwise dispose of and deal in shares, bonds, securities
26 and debentures and other evidences of indebtedness in other cor-
27 porations, domestic or foreign.

28 (h) To appoint such officers, employees and agents as the
29 business of the corporation may require and to allow them compen-
30 sation.

31 (i) To make by-laws not inconsistent with any existing law
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ARTICLES OF INCORPORATION-4 PLS.

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1 for the management of its business and property, the regulation
2 and conduct of its affairs, and the certification and transfer of
3 its stock, and optionally to provide penalties for the breach
4 thereof not exceeding twenty dollars for any one offense.

5 (j) To issue shares and admit shareholders, and to sell their
6 shares for the payment of assessments or installments.

7 (k) To wind up and dissolve itself, or to be wound up and
8 dissolved.

9 (l) To enter into contracts or obligations of any type or
10 kind essential, necessary or proper to the transaction of its or-
11 dinary affairs, or for the purposes of the corporation.

12 (m) To conduct business in this State, other states, District
13 of Columbia, territories and colonies of the United States and in
14 foreign countries, and to have one or more offices and places of
15 business out of this State, and to acquire, receive, hold, purchase,
16 lease, mortgage, dispose of and/or convey real and personal property
17 situate out of this State.

18 (n) To carry on any other business, or to do anything in con-
19 nection with the objects and purposes above mentioned that may be
20 necessary or proper to accomplish successfully or promote said ob-
21 jects and purposes of this corporation. The foregoing clauses, by
22 reason of specific enumeration of powers, shall not be held to re-
23 strict the power of the corporation to do any of the things within
24 the purview of its general purposes.

25 ARTICLE III

26 This corporation shall have perpetual existence.

27 ARTICLE IV

28 The location and post office address of this corporation and
29 its principal place of business shall be 1219 River Street, Boise,
30 Ada County, State of Idaho.

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ARTICLE V

The total authorized capital stock of this corporation shall Five Thousand Dollars (\$5,000.00) divided into Five Hundred (500) shares of common stock of the par value of Ten Dollars (\$10.00) each. Said capital stock shall be paid in at such time and upon such conditions as the Board of Directors may by resolution direct, either in cash, or by services rendered to the corporation, or by real and personal property transferred to it. Share of stock, then issued in exchange for services or property pursuant to the resolution by the Board of Directors, shall thereupon become and be fully paid up the same as though paid for in cash at par, and shall be non-assessable forever, and the determination by the Board of Directors as to the value of any property or services received by the corporation in exchange for stock shall be conclusive.

ARTICLE VI.

The name and post office address of each of the incorporators hereof and the number of shares of common stock described in Article V herein subscribed by each are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER</u>
JOHN F. JENSEN	1214 Michigan Street Boise, Idaho	ONE
MICHAEL SNELLING	1405 Lewis Street Boise, Idaho	ONE
ARLENE BLAKLEY	1824 Abbs Street Boise, Idaho	ONE

ARTICLE VII

At all meetings of stockholders of this corporation, every stockholder of record shall be entitled to one vote for every share of stock standing in his or her name on the books of this corporation. Cumulative voting of shares is hereby authorized.

ARTICLE VIII

No common stock of this corporation shall be transferred on the books of the corporation to anyone not a stockholder without

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1 the written consent of all common stockholders unless the common
2 stock shall be first offered for sale to the corporation first and
3 secondly to each of the other common stockholders of this corpora-
4 tion at a price to be determined by the rules and procedures out-
5 lined in the by-laws of this corporation. The by-laws of this
6 corporation shall further prescribe the rules and regulations as
7 to the formalities and procedures to be followed in effecting the
8 transfer of common stock to anyone other than the common stock-
9 holder.

10 ARTICLE IX

11 The method and manner of holding directors' meetings and
12 stockholders' meetings, the authority and duties of each of the
13 officers of the corporation, and all other matters for management
14 and control of the corporation shall be determined by the by-laws
15 of this corporation and by the laws of the State of Idaho.

16 ARTICLE X

17 These articles may be amended in any respect conformable to
18 the laws of the State of Idaho by a vote of 3/4ths of the stock-
19 holders entitled to vote in a meeting of stockholder called for
20 that purpose as prescribed by law.

21 ARTICLE XI

22 At any special meeting called to consider the subject, the
23 corporation, upon a unanimous recommendation of the Board of
24 Directors, may dissolve the corporation, provided that at least
25 3/4ths of the members of the Board are present at such meeting,
26 and provided that not more than 1/4th of the stockholders in person
27 or by written notice object thereto. A committee of three shall
28 thereupon be elected to liquidate the assets of the corporation,
29 and each share of capital stock according to the amount thereon
30 shall be entitled to its proportion of its proceeds after all debts
31 of the corporation have been paid.
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ARTICLES OF INCORPORATION-7 PLS.

DERR, DERR & WALTERS

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1 IN WITNESS WHEREOF, we have hereunto set our hands this 27th
2 day of November, 1967.

3
4 John F. Jensen
John F. Jensen
5
6 Michael Snelling
Michael Snelling
7
8 Arlene Blakley
Arlene Blakley
9

10 STATE OF IDAHO)
11 County of Ada) ss.
12

13 On this 27th day of November, 1967, before me the undersigned,
14 a Notary Public, personally appeared JOHN F. JENSEN, MICHAEL
15 SNELLING and ARLENE BLAKLEY, known to me to be the persons whose
16 names are subscribed to the within instrument, and acknowledged to
17 me that they executed the same.

18 IN WITNESS WHEREOF, I have hereunto set my hand and affixed
19 my official seal, the day and year in this certificate first above
20 written.

21 Patricia Stewart
Notary Public for Idaho
Residence: Boise, Idaho
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