

# State of Idaho



## 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

**C. G. DONOHO & SON CONSTRUCTION, INC.**

was filed in the office of the Secretary of State on the **19th** day of **September** A.D., One Thousand Nine Hundred **Seventy-four** and <sup>will be</sup> duly recorded on ~~Boise No.~~ **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 **Payette, Idaho** in the County of **Payette.**

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 **19th** day of **September**, A.D., 19 **74**.

Pete T. Cenarrusa  
Secretary of State.

\_\_\_\_\_  
Corporation Clerk.

ARTICLES OF INCORPORATION  
OF  
C.G. DONOHO & SON CONSTRUCTION, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all full age citizens of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify:

I.

That the corporate name of this corporation shall be "C. G. DONOHO & SON CONSTRUCTION, INC."

II.

That the purposes and objects for which said corporation are formed are as follows:

(a) To operate and maintain sand and gravel production and sales business together with all attendant business and operations connected or associated therewith.

(b) To operate and conduct a general construction business together with all attendant business and operations connected or associated therewith.

(c) To acquire, buy, own, hold, sell, exchange, let or lease personal property and real estate within the State of Idaho, or outside the State of Idaho, and to lend money for profit, and to make, hold and realize upon any property pledged or hypothecated for the payment thereof.

(d) To borrow money for the purposes of this corporation, to issue bonds, notes and debentures and other evidences of indebtedness therefor, and to secure the same by mortgage or pledge of personal property, including the income of said corporation, or by mortgage of real property, executed in trust or otherwise. All or any portion of the real or personal property of the corporation may be so pledged, mortgaged or hypothecated.

(e) To build any or all buildings, structures, warehouses and stores and stations necessary or convenient for the conduct

1 of the business of said corporation, or to acquire the same by  
2 purchase, lease or otherwise.

3 (f) To purchase, lease, or otherwise acquire, in whole or  
4 in part, the business, goodwill, rights, franchises and property  
5 of every kind, and to take over the whole or any part of the assets  
6 or liabilities of any person, firm, association or corporation  
7 engaged in or authorized to be conducted by this corporation, or  
8 owning property necessary or suitable for its purposes and to pay  
9 for the same in cash, in the stock or bonds of this corporation,  
10 or otherwise; to hold or in any manner dispose of the whole or  
11 any part of the business property so acquired, and to exercise all  
12 the powers necessary or incidental to the conduct of such business.

13 (g) To enter into any contract, cooperative agreement or  
14 profit sharing plan with its officers or employees that the corpora-  
15 tion may deem advantageous or expedient, or otherwise to reward or  
16 pay such persons for their services as the directors may deem fit.

17 (h) To purchase, or otherwise acquire, own, hold, mortgage,  
18 pledge, sell, assign, transfer or otherwise dispose of shares of  
19 capital stock of this corporation or evidences of indebtedness of  
20 any kind or nature created by any corporation or corporations,  
21 wherever organized, whether public or private, including the right  
22 to participate in the forming of any new corporation that in any-  
23 wise affects or is related to the major purposes of this corporation  
24 including the purchase of stock of any other corporation.

25 (i) To exercise generally the powers customarily exercised  
26 by business corporations, and particularly the powers provided by  
27 the laws of the State of Idaho, referring especially to Section  
28 30-114, Idaho Code, in any State in the United States and through-  
29 out the world.

30 (j) To carry on any other business, or to do anything in  
31 connection with the objects and purposes above mentioned that may  
32 be necessary and proper to accomplish successfully or promote the

1 said objects and purposes. The foregoing clauses, by reason of the  
2 specific enumeration of powers, shall not be held to restrict the  
3 powers of the corporation to do any of the things within the pur-  
4 view of its general purposes.

5 III.

6 This corporation shall have perpetual existence.

7 IV.

8 The location and post office address of the registered office  
9 in this State and principal place of business shall be Route 1, Box  
10 78, Payette, Payette County, Idaho.

11 V.

12 The authorized capital stock of this corporation shall be  
13 TWO HUNDRED FIFTY THOUSAND and NO/100 (\$250,000.00) DOLLARS, divided  
14 into 2,500 shares of capital stock at the par value of \$100.00 per  
15 share. Such shares of stock shall be entitled to one (1) vote on  
16 all matters, and no preference or restrictions are granted to or  
17 imposed upon said shares of stock except that such stock shall be  
18 non-assessable.

19 VI.

20 That the corporate powers of said corporation shall be vested  
21 in a board of directors, three in number, which shall be elected  
22 and chosen as set forth in the By-laws of this corporation.

23 VII.

24 That the corporate stock of said corporation, at the date of  
25 said incorporation is subscribed as follows:

26	<u>Name</u>	<u>Address</u>	<u>Shares</u>
27	C. G. Donoho	Route 1, Payette, Idaho	10
28	Ruth E. Donoho	Route 1, Payette, Idaho	10
29	Jerry L. Donoho	Route 1, Payette, Idaho	10

30  
31 All of whom constitute the incorporators of this corporation.

32  
ARTICLES OF INCORPORATION -3-

1 IN WITNESS WHEREOF, The persons herein named as incorporators  
2 have hereunto set their hands this 3<sup>rd</sup> day of September, 1974.

3  
4 C. G. Donoho

5 Ruth E. Donoho

6  
7 Jerry L. Donoho  
8

9 STATE OF IDAHO )

) ss

10 County of Payette )

11 On this 3 day of September, 1974, before me, the  
12 undersigned, a Notary Public in and for said State, personally  
13 appeared C. G. DONOHO, RUTH E. DONOHO and JERRY L. DONOHO, known  
14 to me to be the persons whose names are subscribed to the foregoing  
Articles of Incorporation, and acknowledged to me that they executed  
the same.

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

18 Dwaine T. Heald

19 Notary Public for Idaho  
20 Residing at Payette, Idaho  
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