

**FILED EFFECTIVE**

**ARTICLES OF INCORPORATION  
OF  
MW CONSTRUCTION, INC.**

2005 FEB 17 AM 9:13

CLERK OF STATE  
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

I.

The name of the corporation shall be MW CONSTRUCTION, INC.

II.

The corporation shall exist in perpetuity.

III.

The address of the initial registered office of this corporation shall be 373 Carmen Creek Road, Carmen, Idaho 83462, and the name of the initial registered agent at that address shall be Marc Williams.

IV.

The purposes for which this corporation is organized are the transaction of any or all-lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

V.

The business of this corporation shall be managed and conducted by a board of directors of not fewer than two or more than five members. The number of directors constituting the initial board of directors shall be two, and the names and addresses for the persons to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

| <u>Name</u>   | <u>Address</u>                               |
|---------------|--|
| Marc Williams | P.O. Box 266<br>Carmen, Idaho 83462          |
| Lois Williams | 373 Carmen Creek Road<br>Carmen, Idaho 83462 |

IDAHO SECRETARY OF STATE  
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## VI.

A. The aggregate number of shares which this corporation shall have authority to issue shall be 100 shares of no-par value common stock.

B. The holders of the common stock shall have unlimited voting rights, except that votes may not be cumulated. Shareholders shall not have preemptive rights.

## VII.

### Indemnification of Directors, Officers, Employees or Agents

Section 1. Right to Indemnification. Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that she or he is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the corporation, to the full extent permitted by applicable law as then in effect, against all expenses (including attorney's fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by such person in connection with such action, suit or proceeding if she or he acted in good faith and in a manner she or he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe her or his conduct was unlawful, and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that with respect to proceedings seeking to enforce rights to indemnification, the corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of directors of the corporation. The right to indemnification conferred in this Section 1 shall be a contract right and shall include the right to be paid by the corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be

determined that such director or officer is not entitled to be indemnified under this Section 1 or otherwise.

Section 2. Nonexclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this article shall not be inclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of shareholders or disinterested directors or otherwise.

Section 3. Insurance, Contracts and Funding. The corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the Idaho Business Corporation Act. The corporation may, without further shareholder action, enter into contracts with any director or officer of the corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

Section 4. Indemnification of Employees and Agents of the Corporation. The corporation may, by action of its board of directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the corporation or pursuant to rights granted pursuant to, or provided by, the Idaho Business Corporation Act or otherwise.

## VIII.

The name and address of the incorporators are as follows:

| <u>Name</u>   | <u>Address</u>                      |
|---------------|-------------------------------------|
| Marc Williams | P.O. Box 266<br>Carmen, Idaho 83462 |
| Lois Williams | P.O. Box 266<br>Carmen, Idaho 83462 |

IN WITNESS WHEREOF, we have hereunto set our hand this 26<sup>th</sup> day of January, 2005.

Marc Williams  
Marc Williams

Lois Williams  
Lois Williams

STATE OF IDAHO            )  
  : ss.  
County of Lemhi            )

On this 26<sup>th</sup> day of January, 2005 before me, a Notary Public in and for said county and state, personally appeared Marc Williams and Lois Williams, 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 the day and year in this certificate first above written.



Pam Settles  
Notary Public for Idaho  
Residing at Salmon, Idaho  
My commission expires: 3/10/2009