

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

CAPITAL PAVING COMPANY

was filed in the office of the Secretary of State on *July 12th*, 19 *78*

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 *12th* day of *July*, A.D., 19 *78*.

Pete T. Cenarrusa

Secretary of State

Corporation Clerk

ARTICLES OF INCORPORATION
OF
CAPITAL PAVING COMPANY

FILED
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STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho, and the Acts amendatory thereof and supplemental thereto, do hereby certify as follows:

FIRST

The name of the corporation is CAPITAL PAVING COMPANY.

SECOND

The purposes and objects for which the corporation is formed are:

(a) To buy, sell, wholesale, retail, hold, own, transfer and deal in asphalt paving and other paving materials or related products and to install the same and to conduct such other activities incidental thereto or in connection with such paving activities as are necessary and/or convenient.

(b) To purchase for investment or resale, and to deal in, land and other property of any tenure and any interest therein, and to create, sell, or deal in, any freehold, leasehold, ground rents, and to make advances upon the securing of land, houses and other property, or any interest therein, and to generally deal in, by way of sale, lease, exchange, or otherwise, land and house property, and any other property, whether real or personal;

(c) To make any improvements upon any real property,

1 including, but not limited to, the subdivision thereof, the
2 installation of water systems, sewer systems, the building
3 of structures for rent or sale or lease, the general improv-
4 ing of sites, the building of roads, fences, and any and all
5 other improvements deemed advisable by the Board of Directors
6 of the corporation;

7 (d) To buy, sell, acquire, hold, own, dispose of, con-
8 vey, mortgage, pledge, lease, assign, transfer, trade and
9 deal in and with all kinds of personal property, franchises,
10 privileges, rights, goods, wares and merchandise of every
11 kind, nature and description;

12 (e) To buy, sell, convey, lease, let, mortgage, exchange,
13 or otherwise acquire and dispose of lands, lots, houses,
14 buildings and real property, hereditaments, and appurtenances
15 of all kinds of wheresoever situated, and of any interest
16 and rights therein, to the same extent as natural persons
17 might or could do and without limit as to amount;

18 (f) To acquire by purchase, subscription, or otherwise,
19 and to own, hold, sell, negotiate, assign, deal in, exchange,
20 transfer, mortgage, pledge, or otherwise dispose of, any
21 shares of capital stock, scrip, bonds, mortgages, securities,
22 or evidences of indebtedness, issued or created by any other
23 corporation, joint stock company or association, public or
24 private, or by whomsoever issued, and while the holder or
25 owner thereof to possess and exercise in respect thereof any
26 and all rights, powers and privileges of ownership, including
27 the right to vote thereon;

28 (g) To make, perform and carry out contracts of every
29 kind and description made for any lawful purpose, without
30 limit as to amount, with any person, firm, association or
31 corporation, either public or private, or with any territory
32 or government, or any agency thereof;

1 (h) To borrow money, to draw, make, accept, endorse,
2 transfer, assign, execute and issue bonds, debentures,
3 promissory notes, and other evidences of indebtedness, and
4 for the purpose of securing any of its obligations or contracts
5 to convey, transfer, assign, deliver, mortgage and/or pledge
6 all or any part of the property or assets, real or personal,
7 at any time owned or held by this corporation, upon such
8 terms and conditions as the Board of Directors shall authorize,
9 and as may be permitted by law;

10 (i) To acquire, hold, sell, reissue or cancel any
11 shares of its own capital stock, provided, however, that
12 this corporation may not use any of its funds or property
13 for the purchase of its own common stock when such use would
14 cause any impairment of the capital of this corporation; and
15 provided further, that the shares of its own capital stock
16 belonging to this corporation shall not be voted directly or
17 indirectly;

18 (j) To purchase or otherwise acquire the whole or any
19 part of the property, assets, business and good will of any
20 other person, firm, corporation or association, and to
21 conduct in any lawful manner the business so acquired, and
22 to exercise all the powers necessary or convenient in and
23 about the conduct, management and carrying on of such business;

24 (k) To organize, promote, incorporate and reorganize
25 subsidiary corporations and joint stock companies and associa-
26 tions for any purpose permitted by law;

27 (l) To have one or more offices to carry on all or any
28 part of its operations and business, and to do all and
29 everything necessary, suitable, convenient or proper for the
30 accomplishment of any of the purposes or the attainment of
31 any one or more of the objects herein named, or which shall
32 at any time appear conducive or expedient for the protection

1 or benefit of the corporation, and which now or hereafter
2 may be authorized by law, and this to the same extent and as
3 fully as natural persons might or could do, as principals,
4 agents, contractors, trustees, or otherwise, and either
5 along or in connection with any person, firm, association,
6 or corporation;

7 (m) To have and to exercise any and all powers and
8 privileges now or hereafter conferred by the laws of the
9 State of Idaho upon corporations formed under the general
10 corporation laws of said state, or under any Act amendatory
11 thereof or supplemental thereto or substituted therefor;

12 The foregoing clauses are to be construed both as
13 objects and powers; and it is hereby expressly provided that
14 enumeration herein of specific objects and powers shall not
15 be held to limit or restrict in any manner the general
16 powers of the corporation; provided, however, that nothing
17 contained herein shall be deemed to authorize or permit the
18 corporation to carry on any business or to exercise any
19 power to do any act which a corporation formed under the Act
20 hereinbefore referred to, or any amendment thereof or supplement
21 thereto, or substitute therefor, may not at the time lawfully
22 carry on or do. It is the intention that the purposes,
23 objects and powers specified in each of the subparagraphs
24 (a) to (m), inclusive, of paragraph Second of these Articles
25 of Incorporation shall, except as otherwise expressly provided,
26 in no wise be limited or restricted by reference to, or
27 inference from, the terms of any other subparagraph, clause
28 or paragraph of these articles of Incorporation.

29
30 THIRD

31 The corporation is to have perpetual existence.
32

FOURTH

The location and post office address of the registered office of the corporation is 2017 Penninger Drive, Boise, Idaho, and P.O. Box 4213, Boise, Idaho, 83704, respectively. The name of the registered agent at this address shall be GEORGE COLLINGHAM.

FIFTH

The amount of capital stock of this corporation shall be and is FIFTY THOUSAND (50,000) shares of stock of the par value of \$1.00 each, making an aggregate stock of \$50,000.00, which stock shall not be issued until fully paid for and once so issued shall be nonassessable.

SIXTH

The names and post office addresses of the incorporators and the number of shares subscribed for by each, are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. OF SHARES</u>
GEORGE L. COLLINGHAM	2017 Penninger Drive Boise, Idaho 83704	One
KATHRYN G. COLLINGHAM	2017 Penninger Drive Boise, Idaho 83704	One
GARY R. GRAY	10566 Foxridge Street 825 Crestwood Drive Boise, Idaho 83704	One

Each of the persons above enumerated as incorporators is a natural person over the age of twenty-one years, and is a citizen of the United States of America.

SEVENTH

The names and post office addresses of the initial directors named by the incorporators to serve until the first election of directors are as follows:

1 GEORGE L. COLLINGHAM

2017 Penninger, Boise, Idaho

2 KATHRYN G. COLLINGHAM

2017 Penninger, Boise, Idaho

3 GARY R. GRAY

~~10566 Foxridge Street~~

~~625 Crestwood Dr., Boise, Idaho~~

5 EIGHTH

6 The private property of the stockholders of the corpora-
7 tion shall not be subject to the payment of corporate debts
8 to any extent whatever, and the shares of the corporation
9 shall not be subject to assessment for the purposes of
10 paying expenses, conducting business, or paying debts of the
11 corporation.

13 NINTH

14 The numbers of directors of the corporation shall be as
15 specified in the By-Laws, and such number may from time to
16 time be increased or decreased in such manner as may be pre-
17 scribed in the By-Laws, and in accordance with Section 30-
18 139, Idaho Code. In case of any increase in the number of
19 directors, the additional directors may be elected by the
20 directors then in office, and the directors so elected shall
21 hold office until the next annual meeting of the stockholders
22 and until their successors are elected and qualified.

24 TENTH

25 Stockholders of the corporation shall have pre-emptive
26 and preferential rights of subscription to any shares of
27 stock of the corporation, whether now or hereafter author-
28 ized, or to any obligations convertible into stock of the
29 corporation, or to obligations of the corporation converti-
30 ble into stock. Any stock or obligations issued by the cor-
31 poration shall first be offered to the stockholders of the
32 corporation.

ELEVENTH

A voluntary sale, lease or exchange of all of the property and assets of the corporation, including its good will and its corporate franchises, may be made by the Board of Directors upon such terms and conditions as it may deem expedient for the best interests of the corporation, but only when such act is authorized by the vote of holders of two-thirds of the voting power of all shareholders.

TWELFTH

No contract or other transaction between the corporation and any other 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 or officers of, such other corporation, any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or any such transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

THIRTEENTH

The Board of Directors is expressly authorized to

repeal and amend the By-laws of the corporation and to adopt new By-laws, and the corporation reserves the right to amend, alter, change or repeal, any provision contained in these Articles of Incorporation, in the manner now, or hereafter, prescribed by law, by a majority vote of the stockholders, represented in person or by proxy, at any annual meeting of the stockholders or at any meeting duly called for that purpose, except where the laws of the said State of Idaho otherwise provide.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the statutes of the State of Idaho, we, the undersigned, constituting the incorporators of this Corporation, have executed these Articles of Incorporation the 11th day of July, 1978.

George L. Collingham
GEORGE L. COLLINGHAM

Kathryn G. Collingham
KATHRYN G. COLLINGHAM

Gary R. Gray
GARY R. GRAY

STATE OF IDAHO)
: ss.
County of Ada)

On the date as first set forth above, before me, the undersigned, a Notary Public in and for the said State, personally appeared GEORGE L. COLLINGHAM, KATHRYN G. COLLINGHAM, and GARY R. GRAY, 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.

Linda Marie Anderson
Notary Public for Idaho
Residing at Boise, Idaho

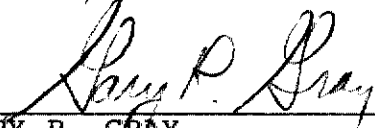
SUBSCRIPTION AGREEMENT

I, the undersigned, hereby subscribe to ONE share(s) of common stock of the par value of \$1.00 in a corporation to be organized under the laws of the State of Idaho, to be known as CAPITAL PAVING COMPANY and agree to pay in cash for said share(s) \$1.00 as follows:

The sum of \$1.00 of the total amount thereof upon the signing of this subscription agreement.

Upon payment of the final installment, a certificate or certificates for said share(s) of stock shall be issued to me as fully paid and nonassessable.

DATED this 11th day of July, 1978.



GARY R. GRAY