

# 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

WEMHOFF BROS. CONSTR., INC.

was filed in the office of the Secretary of State on the 27th day of February A.D., One Thousand Nine Hundred Seventy Six and will be / duly recorded on ~~Film 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 St. Maries, Idaho in the County of Benewah .

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 27th day of February , A.D., 19 76 .

Pete T. Cenarrusa  
Secretary of State.

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

# ARTICLES OF INCORPORATION

of

Wemhoff Bros. Constr., Inc.

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

## ARTICLE I

That the name of the corporation shall be Wemhoff Bros. Constr., Inc.

## ARTICLE II

That the purposes for which this corporation is formed are as follows:

(a) To carry on and conduct a general construction business, including earth-moving, excavating, land-filling, demolishing and dismantling buildings, roads, highways, bridges, and structures of all kinds, construction, repairing, and remodeling of buildings and public works of all kinds, and improving real estate, and the doing of any and all other business and contracting incidental thereto, or connected therewith, and the doing and performing of any and all acts or things necessary, proper, or convenient for or incidental to the furtherance of the carrying out of the powers or purposes herein mentioned.

(b) To exercise generally all of the powers lawfully exercised by business corporations, within the State of Idaho and elsewhere, whether or

not related to the specific powers enumerated above, which specific powers shall not be regarded as limiting or restricting in any way the generality of this paragraph.

### ARTICLE III

That this corporation shall have perpetual duration.

### ARTICLE IV

That the location and post office address of the registered office and principal place of business of this corporation shall be 2011 Main Avenue, St. Maries, Idaho 83861, and the corporation may have such other offices and places of business within or outside the State of Idaho as the directors shall from time to time determine.

### ARTICLE V

That the authorized capital of this corporation shall be Twenty-five Thousand and no/100 Dollars (\$25,000.00) divided into Twenty-five Thousand shares of common stock of a single class, with a par value of One and no/100 Dollars (\$1.00) per share.

### ARTICLE VI

That the stockholders of the corporation may provide by agreement or by resolution duly adopted by the affirmative vote of the holders of not less than two-thirds of the stock outstanding, that sale or transfer of any of the corporation's stock shall be subject to certain restrictions or limitations, not prohibited by law; provided, however that no such restriction or limitation shall be binding upon or enforceable against stockholders not having actual notice thereof unless such restriction or limitation shall be fully set forth or incorporated by reference in the certificate evidencing such stockholder's shares.

### ARTICLE VII

That the name and post office address of each of the incorporators of this corporation and the number of shares of its common stock subscribed by each are as follows:

- (a) Jerry A. Wemhoff 500 shares  
2011 Main Avenue  
St. Maries, Idaho 83861
- (b) William L. Wemhoff 500 shares  
230 14th Street  
St. Maries, Idaho 83861
- (c) John S. Wemhoff 500 shares  
1945 Center Avenue  
St. Maries, Idaho 83861

IN WITNESS WHEREOF, we have executed these Articles of Incorporation in triplicate this 26<sup>th</sup> day of February, 1976.

Jerry A. Wemhoff  
Jerry A. Wemhoff

William L. Wemhoff  
William L. Wemhoff

John S. Wemhoff  
John S. Wemhoff

STATE OF IDAHO     )  
                              : ss.  
County of Benewah    )

On this 26<sup>th</sup> day of February, 1976, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared JERRY A. WEMHOFF, WILLIAM L. WEMHOFF, and JOHN S. WEMHOFF, known to me to be the persons who executed the foregoing Articles of Incorporation of Wemhoff Bros. Constr., Inc., and acknowledged to me that they executed the same as incorporators of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the date last above written.

Peter J. Hutchinson  
Notary Public for the State of Idaho  
Residing at St. Maries  
Commission expires: 12/17/77