

## Department of State.

### CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

#### **ALLCRAFTS INDUSTRIAL CONTRACTORS, INC.**

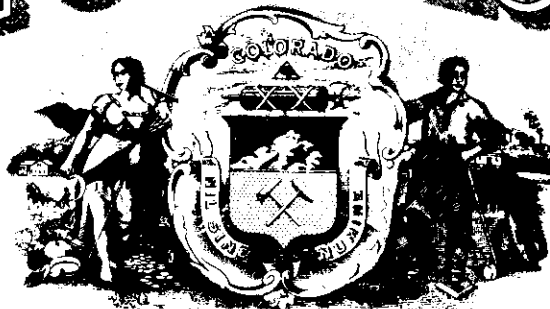
a corporation duly organized and existing under the laws of **Colorado** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Seventh** day of **March**, 19 **66**, a properly authenticated copy of its articles of incorporation, and on the **Seventh** day of **March**, 19 **66**, a designation of **Ralph H. Jones, Jr.** in the County of **Bannock** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **7th** day of **March**, A.D. 19 **66**.

Secretary of State.

# STATE OF COLORADO



OFFICE OF THE SECRETARY OF STATE

UNITED STATES OF AMERICA, } ss.  
STATE OF COLORADO. }

## CERTIFICATE

*I, Byron A. Anderson, Secretary of State  
of the State of Colorado, do hereby certify that*

the annexed is a full, true and complete copy of Articles of  
Incorporation of

ALLCRAFTS INDUSTRIAL CONTRACTORS, INC.

filed in this office on the Twenty-First day of January A. D.,  
1965 and admitted to record. . . . .

. . . . IN TESTIMONY WHEREOF *I have hereunto  
set my hand and affixed the Great  
Seal of the State of Colorado, at the  
City of Denver, this --TWENTY-FOURTH--  
day of -----MAY----- A. D. 1965*

*Byron A. Anderson*  
SECRETARY OF STATE.  
By *Paul Davis*  
DEPUTY.

## STATE OF COLORADO

DEPARTMENT OF  
STATECERTIFICATE OF  
INCORPORATION**I, Byron A. Anderson,**

*Secretary of State of the State of Colorado, hereby certify that duplicate originals of Articles of Incorporation, duly signed and verified pursuant to the provisions of the Colorado Corporation Act, have been received in this office and are found to conform to law.*

*Accordingly the undersigned, by virtue of the authority vested in me by law, hereby issues this Certificate of Incorporation of*

-----ALLCRAFTS INDUSTRIAL CONTRACTORS, INC.-----  
(A COLORADO CORPORATION)

*and attaches hereto a duplicate original of the Articles of Incorporation.*

*Dated this* --TWENTY-FIRST-- *day of* --JANUARY-----, *A. D.* 19 65.

*Byron A. Anderson*  
\_\_\_\_\_  
SECRETARY OF STATE

*Edith Cash*  
\_\_\_\_\_  
DEPUTY

BY

ARTICLES OF INCORPORATION  
OF  
ALLCRAFTS INDUSTRIAL CONTRACTORS, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we,

CLARENCE L. PFLEEGOR  
14 Markwood Drive  
Little Rock, Arkansas

JOHN E. WALLEN  
P.O. Box 2067  
Pocatello, Idaho

HELEN Z. WALLEN  
P.O. Box 2067  
Pocatello, Idaho

have associated ourselves together as a corporation under the name and style of ALLCRAFTS INDUSTRIAL CONTRACTORS, INC., for the purpose of becoming a body politic and corporate under and by virtue of the laws of the State of Colorado, and in accordance with the provisions of the laws of said State, we do hereby make, execute and acknowledge in triplicate this certificate in writing of our intention so to become a body corporate under and by virtue of said laws, and we hereby certify as follows:

ARTICLE I

The name of this corporation shall be:

ALLCRAFTS INDUSTRIAL CONTRACTORS, INC.

ARTICLE II

The nature of the business of the corporation and the objects and purposes to be transacted, promoted and carried on by it are:

(a) To act as general contractors and to make and enter into

any kind of contract relating to real and personal property not expressly forbidden by law, and particularly to construct, build, purchase, acquire, hold, own, equip, manage, operate, maintain, control, improve, develop, pledge, mortgage, or create liens upon, turn to account, lease, sell, convey, or otherwise dispose of, any and all houses, factories, buildings or constructions of any nature, facilities, installations, plants, manufactories, machinery, equipment, implements, construction and repair shops and plants, elevators, terminals, warehouses, markets, storage plants, and all appliances and appurtenances thereof of every kind and character whatsoever to the extent that the same are or may be authorized by the statutes under which the corporation is incorporated and by the laws of any jurisdiction wherein any such works are located.

(b) To carry on a general warehousing business; to receive for safe keeping or storage, goods, wares, merchandise and property of all kinds; to take charge of and perform the duty of paying freights, charges, duties on, bonding, receiving, lending, holding, and transferring of such goods, wares, and merchandise; to insure or cause to be insured, the owner or owners thereof, against all loss by fire or water, whether in transit or in storage; to advance money upon any property in its custody, or upon bills of lading, receipts, or certificates representing goods in storage elsewhere or in transit; to issue receipts or certificates for goods, wares, or merchandise or property on the premises, or under the control of the corporation at the time of issuing such receipt or certificate; to hold and improve any real estate as may be necessary in order conveniently and properly to conduct such business.

(c) To acquire farm properties and other real estate, by purchase,

lease or otherwise, to improve and develop the same, and thereon to plant, sow, cultivate and harvest grains, hay, forage, vegetables, fruits, flowers and all kinds of farm produce and products of the soil.

(d) To plant, raise, buy, pasture, prepare for market, exhibit, sell, and deal in livestock of all kinds.

(e) To engage in dairying and the poultry business.

(f) To acquire and maintain shops, stores, stalls, market stands and to acquire and maintain vehicles, farm machinery and all other farm equipment suitable for farming. In general, to conduct in all and several departments and branches, the business of farmers, dairymen, stock raisers, and poultry raisers, and to do everything incidental or conducive to the full accomplishment of the foregoing objects.

(g) To manage, own, conduct, operate and maintain hotels, motels, resorts, restaurants, cafeterias, delicatessens, catering services, lounges and taverns, both as principal and agent, including the preparation, distribution, manufacturing, buying, selling, trading and dealing in, at wholesale and retail, of all types of food supplies, wares, products and all other articles and things that may be necessary, incident or convenient to carrying on of the businesses herein mentioned, or any part thereof.

(h) To transact the business of managing, promoting and developing the business of other corporations, partnerships or individuals, by and through the means of managing, directing, advising and consulting.

(i) To do a general commission business and to accept consignments of merchandise for sale upon commission; to act as selling agents for manufacturers, merchants, and others; to purchase accounts, to finance

products of mills, manufacturers, or merchants, and to cash accounts and sales; to provide office and sales forces for manufacturers, mills, and others; to buy and sell all kinds of merchandise; and to act as factors generally.

(j) To manufacture, buy, or otherwise acquire, and to sell, lease, repair, trade and deal in and with machine tools, machinery, motors, engines and equipment and their parts, accessories, appliances, tools, and implements.

(k) To purchase or otherwise acquire the properties and assets of any other person, firm or corporation and the business and good will thereof, when such acquisition is deemed advisable and to pay therefor in cash, or in its stock, notes, debentures or bonds; and in any such transaction to assume and undertake or guarantee payment of any part or all of the indebtedness or other obligation of the person, firm or corporation whose properties and businesses are so acquired.

(l) To purchase or otherwise acquire, and to invest in, hold, own and dispose of, the stock, bonds, notes, debentures and other obligations or securities issued by any person, firm, association or corporation, and the bonds or other evidences of the obligations of any government, state, territory or province, or of any city, county or other governmental subdivision thereof; and to guarantee payment of dividends on, or of the principal of or interest on, any stocks, bonds, notes, debentures or other securities or obligations of any person, firm, association or corporation in which this corporation has an interest as stockholder, creditor or otherwise.

(m) To buy, sell, own and deal in real estate, stocks, bonds, securities and other property of all kinds on its own account.

(n) To purchase or otherwise acquire shares of its own capital

stock, and to hold, sell, exchange, pledge or otherwise dispose of or retire the same; provided, that this corporation shall not use any of its funds or property for the purchase of its own shares when such use would cause any impairment of the capital of this corporation, and provided, that the shares of its own stock belonging to this corporation shall not be voted directly or indirectly while so owned.

(o) To apply for, register and obtain patents, trademarks, trade names and copyrights and to purchase or otherwise acquire rights and licenses under patents owned or held by others; and to grant licenses under, or to sell or otherwise dispose of, patents and patented rights, trademarks or trade names obtained by this corporation.

(p) To carry on any other lawful business which may be deemed related or tributary to the business of this corporation.

(q) To conduct business and to have offices and places of business and to acquire, own and dispose of property of all kinds in the State of Colorado and in other States and Territories of the United States, and in any foreign country, subject to compliance with the laws thereof; and generally to have and exercise all of the powers now or hereafter conferred by the general corporation laws of the State of Colorado, whether or not herein specifically mentioned.

(r) The foregoing clauses shall be construed as both objects and powers, and the foregoing enumeration of powers shall not be deemed to limit or restrict in any manner the general powers of this corporation; and the purposes, objects and powers specified in each of the paragraphs of this ARTICLE II shall not be limited or restricted by reference to or inference from the terms of any other paragraph, but each shall be regarded as independent objects and purposes.

### ARTICLE III

This corporation shall have PERPETUAL EXISTENCE.

### ARTICLE IV

The total authorized capital stock of this corporation is Forty-nine thousand Dollars (\$49,000.00), divided into Forty-nine thousand (49,000) shares of the par value of One Dollar (\$1.00) per share, and all of said stock shall be fully paid and shall be non-assessable.

The subscriptions for and the ownership of all shares of stock in this Corporation are made and taken upon the condition that any holder of shares of stock desiring to sell the same shall first offer his stock to the Corporation at the then book value, and the corporation shall have ten days in which to exercise its option to purchase the same. Said notice shall be given by a letter addressed to the office of this corporation at 511 Bankers Union Life Building, East 2nd Avenue at Josephine, Denver, Colorado, 80206. On its failure to exercise its option within said ten days, the stockholders of this corporation shall have ten days thereafter to exercise the option to purchase said stock at said book value. Each stockholder shall have the right to purchase an amount of stock equal to the ratio of the stock standing in his name, to the aggregate amount of stock standing in the names of all of the stockholders exercising their option to purchase. If any stockholder fails to exercise his option to purchase, the remaining stockholders exercising their option to purchase shall have the right to purchase their share in the same ratio as above provided. If, after the expiration of said ten days, said option is not exercised by any of the stockholders, the stockholder shall be free to make any other sale of his stock.

The term "book value" as used herein shall be arrived at by taking the merchandise, furniture, personal and real property, belonging to the corporation at the fair cash market value thereof, and adding thereto the amount of all good and collectible accounts and bills receivable belonging to the corporation, and the cash on hand belonging to the corporation, and deducting therefrom all debts and obligations of every kind and character owing by the corporation, and by this method the book value of the stock of the corporation shall be arrived at.

Any shares of stock herein authorized or hereafter increased or created may be issued or purchased and sold from time to time by the corporation, under authority or with the approval of the Board of Directors, to any or all of the employees, including officers and directors of the corporation, or of any corporation or association in which or in the welfare of which the corporation shall have any interest, and those actively engaged in the conduct of the business of the corporation, or to a trustee or trustees on their behalf, on such basis of classification and eligibility, with payment at such price, at one time, or in such installments and with such credits, contributions, compensation for services, or otherwise and on such other terms and conditions as may be determined from time to time by the Board of Directors.

#### ARTICLE V

Cumulative voting shall be allowed at any stockholders meeting.

#### ARTICLE VI

The Board of Directors of the corporation shall be not less than three (3) nor more than seven (7) Directors who may or may not be stockholders of this corporation, and the following persons are hereby

named to manage the affairs of this corporation for the first year of its existence or until their successors are elected.

CLARENCE L. PFLEEGOR  
14 Markwood Drive  
Little Rock, Arkansas

JOHN E. WALLEN  
P.O. Box 2067  
Pocatello, Idaho

HELEN Z. WALLEN  
P.O. Box 2067  
Pocatello, Idaho

#### ARTICLE VII

In furtherance and not in limitation of the powers hereinbefore conferred or conferred by the statutes or by the By-Laws of this corporation, the Board of Directors by majority vote shall have the following powers:

1. To make, alter, amend or repeal By-Laws for the corporation, but any By-Laws so made may be altered, amended or repealed by the stockholders at any annual or special meeting.

2. From time to time to fix and determine, and to vary, the amount of working capital of this corporation, to determine and direct the use and disposition thereof, to set apart out of any funds of the corporation available for dividends, a reserve or reserves for any proper purpose, and to abolish such reserve in the manner in which it was created, and to declare dividends from time to time out of any funds available therefor.

3. To sell, lease or convey any part or all of the property and assets of the corporation, including its good will and corporate franchise, upon such terms and conditions and for such consideration as the Board of Directors may deem expedient and for the best interests

of the corporation; provided that the sale or disposal of all or substantially all of the property and assets shall be authorized or ratified by the three-fourths affirmative vote of all of the holders of the capital stock then issued and outstanding, such vote to be taken at a meeting of stockholders duly called for that purpose as provided by the statutes of Colorado.

4. To authorize and direct the issuance of capital stock of this corporation as fully paid and non-assessable for money, for property and/or for services, and their option as to value and reasonableness of such consideration as may be received therefor shall be conclusive and binding upon all of the stockholders of this corporation of record at the time of such transaction and all persons thereafter becoming such stockholders.

#### ARTICLE VIII

The principal office and place of business of this corporation in the State of Colorado shall be kept in the City and County of Denver, State of Colorado.

The original stock books and ledgers and other books and records required by the statutes of Colorado to be kept for inspection by stockholders or creditors, shall be kept at the principal office of the corporation in the City and County of Denver, State of Colorado.

Meetings of the Board of Directors and of the stockholders may be held from time to time outside of the State of Colorado, at such times and places as may be designated by the By-Laws or resolutions of the Board of Directors.

#### ARTICLE IX

The right is expressly reserved to amend this Certificate of

Incorporation or any article herein in any manner or respect now or hereafter permitted or provided by the corporation laws of the State of Colorado, and the rights of all stockholders are expressly made subject to such power of amendment.

#### ARTICLE X

Whenever a compromise or arrangement is proposed by this corporation between it or its creditors, or any class of them, and/or between this corporation and its stockholders, or any class of them, any Court of equitable jurisdiction may, on the application in a summary way by this corporation, or by a majority of its creditors in number and amount, or the holders of a majority of its stock, or on the application of any receiver or receivers appointed for this corporation, or on the application of trustees in dissolution, order a meeting of the creditors or class of creditors and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be notified in such manner as the Court directs. If a majority in number representing at least three-fourths in amount of the creditors or class of creditors, and/or the stockholders of the majority of the stock or class of stock of this corporation, as the case may be, agree to any compromise or arrangements, and/or to any reorganization of this corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and/or the said reorganization shall, if sanctioned by the Court to which the said application has been made, be binding on all of the creditors or class of creditors, and/or on all stockholders or class of stockholders of this corporation, as the case may be, and also on this corporation.

#### ARTICLE XI

No holder of shares of the capital stock of any class of the

corporation shall have any pre-emptive or preferential right of subscription to any shares of any class of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, issued or sold, nor any right of subscription to any thereof other than such, if any, as the Board of Directors, in its discretion, may from time to time determine and at such price as the Board of Directors may from time to time fix; and any shares of stock or convertible obligations which the corporation may determine to offer for subscription to the holders of stock may, as the Board of Directors shall determine, be offered to holders of any class or classes of stock exclusively or to holders of all classes of stock, in such proportions as between said classes of stock as the Board of Directors in its discretion may determine.

#### ARTICLE XII

The corporation is created to carry on part of its business beyond the limits of the State of Colorado. The address of the registered office of the corporation is

511 Bankers Union Life Building  
East 2nd Avenue at Josephine  
Denver, Colorado 80206

and FRED J. PFERDESTELLER is the corporation's registered agent at, 511 Bankers Union Life Building, East 2nd Avenue at Josephine, Denver, Colorado, 80206, upon whom service of process may be made within the State of Colorado; and the business of this corporation shall be carried on in such other places without the State of Colorado as the Board of Directors may from time to time determine, and the Board of Directors shall have the power to change the location of the principal office of said corporation and the agent therein and in charge thereof; and also to have such officers and offices, both within and without the State of Colorado as may be provided by

resolution of the Board of Directors.

IN WITNESS WHEREOF, we have hereunto set out hands  
and seals this 19<sup>th</sup> day of January, A.D. 1965.

Clarence D. Pflieger Jr. (SEAL)  
John E. Wallen (SEAL)  
Galen J. Wallen (SEAL)

STATE OF IDAHO           )  
County of Bannock         ) ss.

I, LYNN HALL, a Notary Public in and for the County of Bannock, State of Idaho, do hereby certify that CLARENCE L. PFLEEGOR, JOHN E. WALLEN and HELEN Z. WALLEN, who are personally known to me to be the persons described in and who executed the foregoing Certificate of Incorporation, appeared before me this day in person and severally acknowledged that they signed, sealed and delivered the said instrument of writing as their free and voluntary act and deed for the uses and purposes therein set forth.

Given under my hand and Notarial Seal this 19 day of  
January, A.D. 1965.

My commission expires

My Commission Expires Feb. 16, 1966  
 Mayor Public of Idaho, Residing at Pocatello, Idaho

**Notary Public.**