

# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

LOUIS B. CLAPP  
Secretary of State

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 the original of the articles of incorporation of

EMCO, INC.

was filed in the office of the Secretary of State on the sixth day  
of July A.D. One Thousand Nine Hundred sixty-six and  
will be microfilm  
duly recorded on Film No. \_\_\_\_\_ 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  
Meridian from the date hereof, with its registered office in this State located at  
Idaho in the County of \_\_\_\_\_

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 6th day of July,  
A.D., 19 66.

Secretary of State.

ARTICLES OF INCORPORATION

of

ERNCO, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, ERNEST P. LEMBKE, ALLENE LEMBKE and J. F. CROMWELL, all of whom are natural persons, and citizens of the United States of America, over the age of twenty-one years, have this day voluntarily associated ourselves together for the purpose of forming a private corporation under the laws of the State of Idaho, and we hereby adopted the following Articles of Incorporation:

ARTICLE I. NAME. The name of this corporation is, and shall be: ERNCO, INC.

ARTICLE II. TERM. The term of this corporation shall be perpetual.

ARTICLE III. REGISTERED OFFICE. The location and post office address of the registered office of this corporation in this state is Meridian, Ada County, State of Idaho.

ARTICLE IV. PURPOSES. The purposes for which this corporation is formed are:

To conduct and carry on the business of contracting either as a general or specialty contractor or subcontractor, or both; without restrictions, to enter into all kinds of contracts for the erection, remodeling, enlarging or redesigning, repair or improvement of any and all types of structures, work or works, and for the installation therein of any and all types of facilities or appurtenances; to conduct and carry on the business of manufacturing and to fabricate or build, repair, alter or improve any and all types of machinery or equipment; to furnish all materials and to perform all labor necessary or incidental to the foregoing.

To acquire, hold, use, sell, assign, lease, grant license in respect of, mortgage, or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this corporation.

To acquire and pay for in cash, stock or bonds of this corporation, or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association, or corporation.

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities, or evidence of indebtedness created by any other corporation or corporations organized under the laws of this state, or any other state, country, nation, or government, and as the owner thereof, to exercise all the rights, powers and privileges of ownership.

To issue bonds, debentures, or obligations of this corporation from time to time, for any of the objects or purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise.

To purchase, hold, sell, and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided further, that the shares of its own capital stock belonging to it shall not be voted directly or indirectly.

To do and perform any of the purposes of this corporation alone or with others as co-partners, or as joint ventures or otherwise.

Without limitation as to amount, to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of, and to rent, lease, or sub-let any and all types of personal or real property of every class and description.

To have one or more offices to carry on all or any part of its business or operations.

To do and perform any and all of the purposes of this corporation and all acts and things incidental and necessary thereto in any of the states, districts, territories or colonies of the United States of America, and in any and all foreign countries, subject only, however, to the laws of such state, district, territory, colony or country.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the Business Corporation Act of the State of Idaho, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of the specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

**ARTICLE V. AUTHORIZED SHARES:** The total authorized number of shares of this corporation shall be ONE THOUSAND (1,000) shares of non-assessable common stock of a par value of ONE HUNDRED DOLLARS (\$100.00) per share with an aggregate par value of ONE HUNDRED THOUSAND DOLLARS (\$100,000.00).

**ARTICLE VI. DIRECTORS:** The number of Directors shall be three, until otherwise prescribed by the By-Laws of this corporation. Said Directors may, but need not be, stockholders of this corporation.

**ARTICLE VII. INCORPORATORS:** The name and post office address of each of the incorporators, and the number of shares subscribed by each, is as follows:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>
Ernest P. Lembke	Meridian, Idaho	<u>1</u>
Allene Lembke	Meridian, Idaho	<u>1</u>
J. F. Cromwell	1520 Washington, Boise, Idaho	<u>1</u>

**ARTICLE VIII. BY-LAWS:** The power to repeal and amend, and to adopt new By-Laws, hereby is conferred upon the Directors of this corporation.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 21st day of June, 1966.

Ernest P. Lembke  
ERNEST P. LEMBKE

Allene Lembke  
ALLENE LEMBKE

J. F. Cromwell  
J. F. CROMWELL

STATE OF IDAHO )  
County of Ada ) ss.

On this 21st day of June, 1966, before me, the undersigned, a Notary Public in and for said State, personally appeared ERNEST P. LEMBKE, ALLENE LEMBKE and J. F. CROMWELL, 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.

Agnis J. Frazer  
Notary Public for Idaho,  
Residing at Boise, Idaho.