

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

IMPERIAL CONSTRUCTION, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: January 25, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Anna Seibel*

# ARTICLES OF INCORPORATION

of

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IMPERIAL CONSTRUCTION, INC.

SECRETARY OF STATE

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 IDAHO SECRETARY OF STATE

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

## ARTICLE I

The name of this corporation is IMPERIAL CONSTRUCTION, INC.

## ARTICLE II

The objects and purposes for which this corporation are formed are:

The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

## ARTICLE III

The corporation shall have perpetual existence.

## ARTICLE IV

The location and address of the registered office of the corporation shall be and is: 2880 Model Farm Drive, Meridian, Idaho 83642. The name and address of the registered agent is: Mike Smith, 2880 Model Farm Drive, Meridian, Idaho 83642.

## ARTICLE V

The amount of the capital stock of the corporation shall

be 10,000 shares and each share shall have no par value. Said stock shall be and is non-assessable.

#### ARTICLE VI

The name and post office address of the original incorporator is:

Mike Smith  
2880 Model Farm Drive  
Meridian, Idaho 83642

#### ARTICLE VII

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business or paying debts of the corporation.

#### ARTICLE VIII

The number of directors constituting the initial board of directors of the corporation is one whose name and address is:

Mike Smith  
2880 Model Farm Drive  
Meridian, Idaho 83642

The above named person shall serve as director until the first annual meeting of shareholders or until successors be elected and qualified.

#### ARTICLE IX

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 or shareholders of the corporation are pecuniarily or

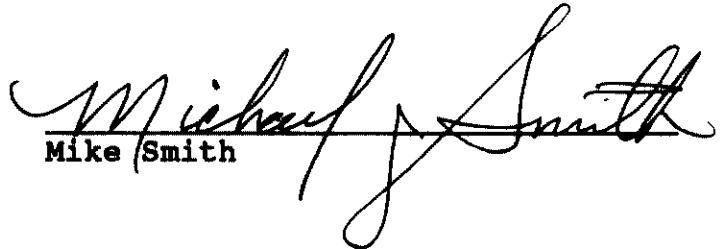
otherwise interested in or are directors or officers of such other corporation; any directors, individual or any firm of which any director or shareholder may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation provided the fact that he/she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or shareholders of the corporation which shall authorize any such contract or transaction with like force and effect as if he/she were not such officer or director of such other corporation or not so interested.

#### ARTICLE X

The personal liability of a director/shareholder to the corporation or its stockholders for monetary damages for breach of fiduciary duty as director/shareholder is hereby eliminated and no director/shareholder shall have personal liability to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director/shareholder, except that the personal liability of a director/shareholder to the corporation or its stockholders for any breach of the directors/shareholders duty of loyalty to the corporation or its stockholders, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law shall not be eliminated and the personal liability of a director/shareholder to the corporation or its stockholders for the liability imposed by Idaho Code 30-1-48 shall not be eliminated and the personal liability of a director/shareholder to the corporation or its stockholders for

personal liability for any transaction from which the director/shareholder derived a legally improper personal benefit shall not be eliminated.

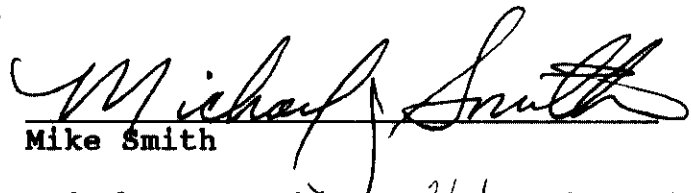
IN WITNESS WHEREOF, We have hereunto set our hands and seals this 21st day of January, 1994.

  
Mike Smith

STATE OF IDAHO       )  
                              )  
County of Ada        ) ss.


Mike Smith, being first duly sworn, upon oath, deposes and says:

That he is the incorporator named in the above-entitled Articles of Incorporation; that he has read the foregoing Articles of Incorporation and knows the contents thereof and that the same are true as he verily believes.

  
Mike Smith

SUBSCRIBED AND SWORN To before me this 21st day of January, 1994.

(SEAL)

  
Notary Public for Idaho  
Residing at Caldwell, Idaho  
My Commission Expires: 4/30/1995