

**FILED/EFFECTIVE**

APR 12 11:27

**ARTICLES OF INCORPORATION**

**OF**

**WESTERN FABRICATION, INC.**

**KNOW ALL MEN BY THESE PRESENTS**, that we, the undersigned, **MICHAEL CRAIG JACAWAY, BLANE JAY SALTER, JAMIE JACAWAY and MARILYN SALTER**, each being a natural person of full age, and a citizen of the United States of America, have voluntarily and do hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we do hereby certify, declare and adopt the following articles of incorporation:

**I.**

The name of this corporation shall be **WESTERN FABRICATION , INC.**

**II.**

The period of existence and duration of the life of this corporation shall be perpetual.

**III.**

The name, location and address of the registered agent and registered office of this corporation shall be as follows:

**MICHAEL CRAIG JACAWAY**  
442 South Main Street  
Malad City, Idaho 83252

The names and addresses of the initial directors of this corporation shall be:

**MICHAEL CRAIG JACAWAY**  
442 South Main Street  
Malad City, ID 83252

**JAMIE JACAWAY**  
442 South Main Street  
Malad City, ID 83252

**BLANE JAY SALTER**  
11365 South 2000 East  
Malad City, ID 83252

**MARILYN SALTER**  
11365 South 2000 East  
Malad City, ID 83252

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#### IV.

The nature of the business and the objects and purposes of this corporation shall be:

To manage and operate a metal fabrication business, the construction and repairing of metal type objects and structures, and all related and incidental matter thereto.

To institute, enter into, carry on, assist, promote or participate in financial, commercial, mercantile, industrial and other businesses works, enterprises, undertakings and operations.

To enter into, make and perform and carry out contracts of every sort and kind with any person, firm, association or corporation, municipality, body politic, country, territory, district, state, and government.

To apply for, secure, acquire by assignment, transfer, purchase or otherwise, and to exercise, carry out and enjoy any charter, license, power, authority, franchise, concession, rights or privileges, which any government or authority or any corporation or other public body may be empowered to grant; and to pay for, aid in and contribute toward carrying the same into effect, and to appropriate any of the corporation's shares of stock, bonds and assets to defray the necessary costs, charges and expenses thereof.

To acquire, and pay for 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 carry on any other business, which may seem to the corporation capable of being conveniently carried on in connection with its business or calculated directly or indirectly to enhance the value of or render profitable any of the corporation's property or rights.

To do each and every thing necessary, suitable, useful or advisable for the accomplishment of any one or more of said objects, or which shall, at any time, appear to be conducive to or expedient for the benefit of said corporation in connection therewith.

To do each and all things set forth herein to the same extent and as fully as natural persons might do or could do in the State of Idaho, and in any other state, country or place.

To have one or more offices, and to carry on all or any of its operation and business and without restriction or limit as to amount, and to purchase, or otherwise acquire, to hold, own, to mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any of the States and districts of the United States.

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

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Idaho upon corporations.

#### V.

In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make and alter by-laws of this corporation, to fix the amount to be reserved as working capital over and above its capital stock paid in, and to authorize and cause to be executed mortgage and liens upon the real and personal property of this corporation. If the by-laws so provide, to designate two or more of its members to constitute an executive committee, which committee shall for the time being, as provided in said resolution or in the by-laws of this corporation, have and exercise any or all of the powers of the board of directors in the management of the business and affairs of this corporation, and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

Pursuant to the affirmative vote of the holders of at least a majority of the stock issued and outstanding, having voting power, given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of at least a majority of the holders of the voting stock issued and outstanding, the board of directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of this corporation, including its good-will and its corporate franchises, upon such terms and conditions as its board of directors deem expedient and for the best interest of the corporation.

This corporation may in its by-laws confer powers upon its directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by statute.

#### VI.

The capital of this corporation shall be ONE HUNDRED THOUSAND (100,000) total shares of stock with no par value of per share. No distinction shall exist between the shares of this corporation and all such shares shall have the same rights in the corporation.

#### VII.

All or any portion of the capital stock may be issued for cash or in payment for real or personal property, services, or any other rights or thing of value, for the uses and purposes of the corporation, and when so issued shall become and be fully paid, the same as though paid for in cash at par; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock.

**VIII.**

From time to time the capital stock may be increased according to law, and may be issued in such amounts and proportions as shall be determined by the board of directors, and as may be permitted by law.

**IX.**

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatsoever.

**X.**

The name and post office address of each of the incorporators subscribed for by each, is as follows:

MICHAEL CRAIG JACAWAY  
442 South Main Street  
Malad City, ID 83252


JAMIE JACAWAY  
442 South Main Street  
Malad City, ID 83252

BLANE JAY SALTER  
11365 South 2000 East  
Malad City, ID 83252


MARILYN SALTER  
11365 South 2000 East  
Malad City, ID 83252


This corporation reserves the right to amend, alter, change or repeal any provisions contained in these articles of incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted, subject to this reservation.

**WE, THE UNDERSIGNED**, being each one of the original subscribers to the capital stock hereinbefore named for the purposes of forming a corporation to do business both within and without the State of Idaho, and in pursuance of the laws of the State of Idaho, do make and file these articles of incorporation, hereby declaring and certifying that the facts herein stated are true, and we respectively agree to take the number of shares of stock hereinbefore set opposite our names and accordingly have hereunto set our hands and seals this 15th day of March, 2002.

  
MICHAEL CRAIG JACAWAY

  
BLANE JAY SALTER

  
JAMIE JACAWAY

  
MARILYN SALTER

STATE OF IDAHO )

: ss.

County of Oneida )

On this 15<sup>th</sup> day of March, 2002, before me, the undersigned, a Notary Public in and for said State, personally appeared MICHAEL CRAIG JACAWAY, BLANE JAY SALTER, JAMIE JACAWAY and MARILYN SALTER, known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same of their own free will.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

  
Notary Public for Idaho

Residing at Malad City

My Commission Expires: 07/03