

CERTIFICATE OF INCORPORATION  
OF

**A & S CONSTRUCTION, INC.**

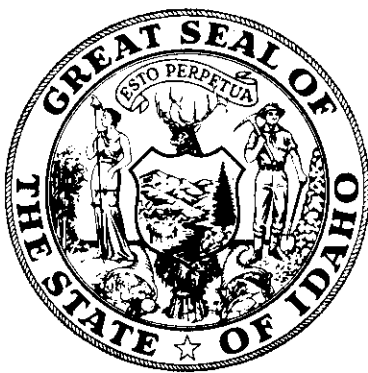
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

**A & S CONSTRUCTION, INC.**

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: **September 6, 1983**



SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION

OF

A & S CONSTRUCTION, INC.

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SECRETARY OF STATE

The undersigned incorporators, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopt the following Articles of Incorporation.

ARTICLE ONE.

Name: The name of the corporation is:

A & S CONSTRUCTION, INC.

ARTICLE TWO.

Purposes: The purpose of the corporation is to engage in any or all lawful business for which corporations may be organized under the Idaho Business Corporation Act.

ARTICLE THREE.

Duration: The period of duration of the corporation is perpetual.

ARTICLE FOUR.

Registered Office and Registered Agent: The address of the corporation's initial office in the State of Idaho is 12060 Sherwood Court, Hayden Lake, Idaho 83835.

The name of the corporation's initial registered agent at such address is LEE STERNBERG.

ARTICLE FIVE.

Stock: The total authorized number of par value shares of stock is ONE HUNDRED THOUSAND (100,000). The aggregate par value of the total authorized number of par value shares is ONE HUNDRED THOUSAND DOLLARS (\$100,000) based upon a par value of ONE DOLLAR (\$1.00) per share.

## ARTICLE SIX.

### Preemptive Right of Existing Stockholders:

A. If the corporation, through it's stockholders, authorizes the issue, by sale or exchange, of it's capital stock for money or other consideration, each existing stockholder shall have a prior right to purchase on equal terms a proportionate share of the stock to be issued; provided, that this section shall not limit the right of the corporation acting through the Board of Directors to declare a stock dividend as provided by law.

B. The phrase "existing stockholder" describes a stockholder holding one or more shares of the common stock of the corporation registered in his name in the stock journal of the corporation at the time the stockholders authorize an issue of stock.

C. An existing stockholder's proportionate share shall be determined by the ratio that his shares bear to the total shares issued and outstanding. The total of shares issued and outstanding shall not include treasury stock. The number of shares held by an existing stockholder and the total of shares issued and outstanding, shall be determined as of the time the stockholders authorize the issue of stock.

D. Upon the authorization of an issue of capital stock, the Secretary shall mail to each existing stockholder by ordinary mail, postage prepaid, a notice which shall set forth:

- (i) The total amount of stock to be issued;
- (ii) The price per share of the stock to be issued;
- (iii) Each existing stockholder's proportionate share and the number of shares to be issued to which each may subscribe.

E. The preemptive rights of existing stockholders shall be exercised not later than two months after the corporation has authorized such an issue of its capital stock.

F. The corporation, through its stockholders, by resolution of a majority of the stockholders voting, may, with respect to such preemptive rights of existing stockholders, require that the existing stockholders exercise their preemptive rights by purchasing whole, not fractional, shares of stock.

## ARTICLE SEVEN.

### Restriction On The Alienation of Stock:

A. Except as otherwise provided, a stockholder who desires to sell or transfer his shares of stock must first offer them for sale to the corporation, and then to the existing shareholders on a pro rata basis it being the intention hereof to give first the corporation and then the existing shareholders a preference in the purchase of them, and any attempted sale in violation of this section is null and void.

B. A stockholder desiring to sell or transfer his stock to any person other than the corporation shall file notice in writing of his intention with the Secretary of the corporation, stating the identity of the proposed purchaser or transferee and the terms of sale or transfer. Unless his terms are accepted by the corporation within 45 days thereafter, except as hereinafter noted, the corporation shall be deemed to have waived its privilege of purchasing and he shall be at liberty to sell to the existing shareholders, who wish to exercise their preference on a pro rata basis. The corporation shall give notice by registered or certified mail to existing shareholders who must indicate their intent to purchase to the corporation in writing within 20 days. Unless his terms are accepted by said existing shareholders within 20 days, he shall be at liberty to sell to the named purchaser.

If the corporation, acting through either a majority of the shares excluding the shares of the selling stockholder or a majority of the board of directors excluding any director who is also a selling shareholder, believes that the terms of the sale are unreasonable, then the President and Secretary or the Board of Directors of the corporation shall within twenty (20) days after delivery of such notice select an appraiser and give written notice of his name and residence address to the person desirous of making such sale, or transfer and said person shall also appoint an appraiser and notify the corporation of his name and address within twenty (20) days; the two appraisers so selected shall within twenty (20) days after the giving of the last named notice select a third appraiser; and they shall at once notify both parties in writing of the name and residence address of the third appraiser.

If the two appraisers so selected shall not within twenty (20) days select a third appraiser, either party may apply on ten (10) days' written notice to the other, to any judge of any court of general jurisdiction for the appointment of such third appraiser.

The three appraisers so selected shall within twenty (20) days after the selection of the third appraiser appraise such share or shares proposed to be sold, transferred, or foreclosed and the majority of them shall determine their value as of the time of such appraisal and shall forthwith give written notice of their determination to both parties.

The appraisal shall take place at the general administrative office of the corporation and the appraisers shall notify both parties in writing of the time when the appraisal will be made; each party shall pay the expenses and fees of the appraiser selected by him or it and one-half of the expenses and fees of the third appraiser.

The Board of Directors, by majority of the directors excluding any director who is also a selling stockholder, shall have the option, for twenty (20) days after receipt by the corporation of written notice of the determination of the appraisers, of purchasing the share or shares for the corporation at the appraised value. Payment for any such share or shares shall be made by the board pursuant to the Bylaws of the Corporation.

#### ARTICLE EIGHT.

Board of Directors: The business of the corporation shall be managed and conducted by a board of not less than one (1) and not more than five (5) directors. The board of directors shall be elected in the manner set forth in the bylaws.

#### ARTICLE NINE.

Directors: The number of directors constituting the initial board of directors is one and the name and address of the person who is to serve as director until the first annual meeting of the shareholders or until his successor is elected and qualify is:

<u>NAME</u>	<u>ADDRESS</u>
PHIL ALBANESE	2111 Canyon Road Coeur d'Alene, Idaho 83814

#### ARTICLE TEN.

Incorporators: The name and address of the incorporator is:

NAME

ADDRESS

PHIL ALBANESE

2111 Canyon Road  
Coeur d'Alene, Idaho 83814

ARTICLE ELEVEN.

Authority to Issue Corporate Obligations: The board of directors shall have authority to issue bonds, debentures, or other obligations of the corporation, from time to time to time, for any of the objects or purposes of the corporation, and to secure them by mortgage, deed of trust, or pledge of any or all of the real and personal property, rights, privileges, and franchises of the corporation wheresoever situated, acquired, and to be acquired, and to sell or otherwise dispose of any or all of such obligations in any manner and on such terms as the board of directors may deem proper.

ARTICLE TWELVE.

Quorum and Voting Requirements for Shareholders Meeting: SEVENTY-FIVE PERCENT (75%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of SIXTY-SEVEN PERCENT (67%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE THIRTEEN.

Number of Voters Required to Constitute an Act of the Board: SEVENTY-FIVE PERCENT (75%) of the directors elected shall constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors.

ARTICLE FOURTEEN.

Bylaws - Adoption: In furtherance and not in limitation of the powers conferred by the laws of the State of Idaho, the board of directors is expressly authorized to frame and adopt any such bylaws for the corporation as are not inconsistent with the laws of the State of Idaho or these Articles of Incorporation.

#### ARTICLE FIFTEEN.

Bylaws - Amendment: All bylaws of the company shall be subject to alteration or repeal, and new bylaws may be made, by the affirmative vote of the holders of record of SEVENTY-SIX PERCENT (76%) of the outstanding stock of the company entitled to vote in respect thereof, given at any annual meeting or at any special meeting, provided notice of the proposed alteration or repeal or of the proposed new bylaws be included in the notice of such meeting.

#### ARTICLE SIXTEEN

Sale of Corporation's Assets: The corporation shall not sell, lease, convey, exchange, transfer, or otherwise dispose of all or substantially all of its property and assets without authorization by a resolution adopted by a majority of the members of the board of directors and by a vote or written consent of SEVENTY-SIX PERCENT (76%) of the outstanding shares.

#### ARTICLE SEVENTEEN

Articles - Amendment: The Articles of Incorporation may be amended by the affirmative vote of the holders of record of SEVENTY-SIX PERCENT (76%) of the outstanding stock of the company entitled to vote in respect thereof, given at any annual meeting or at any special meeting, provided notice of the proposed amendment be included in the notice of such meeting.

#### ARTICLE EIGHTEEN

Interested Transactions: The corporation may enter into contracts and otherwise transact business as a vendor, purchaser, or otherwise, with its directors, officers, and shareholders, and with corporations, associations, firms and entities in which they are or may become interested as directors, officers, and shareholders, members or otherwise, as freely as though such adverse interest did not exist; even though the vote, action or presence of such director, officer or shareholder may be necessary to obligate the corporation upon said contracts or transactions. In the absence of fraud, no such contract or transaction shall be avoided and no such director, officer or shareholder shall be held liable to account to the corporation, by reason of such adverse interests or by reason of any fiduciary relationship to the corporation arising out of said office or stock ownership, for any profit or benefit realized by him through any such contract or transaction; provided that in the case of directors and officers of the corporation (but not in the case of shareholders who are not directors or officers, though not necessarily the details or extent thereof, be disclosed or known to the Board of Directors of the corporation at the meeting thereof at which said contract or transaction is authorized or conformed. A general notice

that a director or officer of the corporation is interested in any corporation, association, firm or entity shall be sufficient disclosure as to such director or officer with respect to all contracts and transactions with the corporation, association, firm or entity.

#### ARTICLE NINETEEN

Any contract, transaction or act of the corporation or of the directors or of any officers of the corporation which shall be ratified by a majority of the shareholders of the corporation at any annual meeting, or at any special meeting called for said purpose, or any memorandum of action taken in lieu of such meeting, shall insofar as permitted by law, be as valid and as binding as though ratified by every shareholder of the corporation.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation in triplicate on this 2nd day of September, 1983.

  
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PHIL ALBANESE

STATE OF IDAHO

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ss.

County of Kootenai

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On this 2nd day of September, 1983, before me, Dawn K. Garber, a Notary Public for the State of Idaho, personally appeared PHIL ALBANESE, known or identified to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.



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

*Dawn K Garber*  
Notary Public for Idaho  
Residing in Post Falls