# State of Idaho

# Department of State

CERTIFICATE OF INCORPORATION
OF

CLEMENT BROTHERS, INC. File number C 116254

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: August 29, 1996

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# ARTICLES OF INCORPORATION

**OF** 

## **CLEMENT BROTHERS, INC.**

10440 SEDENAN PESTIMIE

DATE 08/29/1966 20500 CR 16699

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The undersigned, acting as incorporator, in order to form a corporation for the purposes hereinafter stated, pursuant to the Idaho Business Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation.

#### ARTICLE I

The name of the Corporation shall be **CLEMENT BROTHERS**, **INC.** 

#### **ARTICLE II**

The Corporation is to have perpetual existence.

# **ARTICLE III**

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

# ARTICLE IV

The capital stock of the Corporation shall be one thousand (1,000) shares of common stock, without par value. The capital stock of the Corporation shall not be assessable.

#### ARTICLE V

Provisions denying preemptive rights are: None

#### ARTICLE VI

The address of the Corporation's initial registered office shall be 209 East Main, Lewisville, Idaho 83431, and the name of its initial registered agent at such address is Ray Clement.

#### ARTICLE VII

The number of directors constituting the initial board of directors of the Corporation is four (4) and the name and address of each person serving as a director until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

Mr. Brad Bowen 8044 North 5th West IDAHO FALLS ID 83401

Ray Clement 3349 East 200 North RIGBY ID 83442

Ryan Clement 371 North Ridge IDAHO FALLS ID 83402

Todd Clement 311 East 65 North IDAHO FALLS ID 83401

**ARTICLE VIII** 

The name and address of the incorporator are:

Ryan Clement 371 North Ridge IDAHO FALLS, ID 83402

ARTICLE IX

Provisions for the regulation of the internal affairs of the Corporation are: None

### ARTICLE X

No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except:

2 - ARTICLES OF INCORPORATION Clement Brothers, Inc.

- a. For breach of a director's duty of loyalty to the Corporation or its stockholders.
- b. For facts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.
  - c. Liability under §30-1-48 of the Idaho Code.
- d. For any transaction from which the director derived an improper personal benefit.

DATED this <u>23</u> day of August, 1996.

Ryan Clement, Incorporator

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