

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, Ira H. Masters, 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

ASPHALT PAVING AND CONSTRUCTION COMPANY, Inc.

*was filed in the office of the Secretary of State on the eleventh day
of March A. D. One Thousand Nine Hundred forty-six and
duly recorded on Film Roll No. 5 of Record of Domestic Corporations, of the State
of Idaho, and that the said articles contain the statement of facts required by Section 29-
103, Idaho Code, Annotated.*

*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
100 years from the date hereof, with its registered office in this State located at
Boise, Idaho in the County of Ada*

*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 eleventh day
of March , in the year of our Lord
one thousand nine hundred forty-six ,
and of the Independence of the United States of
America the One Hundred Seventy .*

Secretary of State.

ARTICLES OF INCORPORATION
OF
ASPHALT PAVING AND CONSTRUCTION COMPANY

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, E. B. McEntee, J. P. McMenemy, and Margaret L. McEntee, all of whom are natural persons and citizens of the United States 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 do hereby make, execute, and publish the following articles of incorporation, to-wit:

ARTICLE I

Name

The name of the corporation shall be ASPHALT PAVING AND CONSTRUCTION COMPANY, Inc.

ARTICLE II

Duration

The duration/or term of existence of this corporation shall be one hundred years from and after the date of issuance of a certificate of its incorporation by the Secretary of the State of Idaho.

ARTICLE III

Location

The location and post-office address of the registered office of this corporation in the State of Idaho shall be Idaho Building, in the city of Boise, County of Ada, State of Idaho.

ARTICLE IV

Authorized Shares

The total authorized number of shares of this

corporation shall be 200 shares, having a par value of \$100.00 each, making an aggregate of \$20,000.00.

Subscriptions to the capital stock of the corporation, after incorporation, may be paid with a consideration other than cash, the fair valuation of which to the corporation is not less than the aggregate par value of the shares subscribed for, the character and value of which consideration shall be determined by the board of directors.

Stock may be allotted and/or issued for labor done, services performed, or money or property actually received, the character and value to the corporation to be determined by the board of directors.

The board of directors may allot, accept subscriptions for, and issue from time to time and as often as a majority of the board may determine, any portion or number of shares of the authorized stock of the corporation, and such shares may be allotted, subscribed for, and issued either for labor done, services performed, or money or property, tangible or intangible, actually received. Each shareholder shall have the right to purchase or have issued to him such shares in proportion to his or their respective holdings of shares in this corporation, such shares, however, not to be issued for a consideration other than as fixed by the board of directors, which shall not be less than the par value of the stock to be issued. The value shall be placed by the directors upon the consideration other than cash with which the subscriptions for shares are made payable.

The shares of the corporation shall not be issued until fully paid for, and after issuance shall not be subject to assessment.

ARTICLE V

Directors

The business of this corporation shall be managed by a board of three directors. Meetings of the Board of Directors may be held in and out of the State of Idaho at such time and place as the Board of Directors may from time to time designate.

The power to repeal and amend the by-laws and adopt new by-laws is hereby conferred upon the directors of the corporation.

ARTICLE VI

Incorporators

The name and post-office address of each of the incorporators of this corporation and the number of shares thereof subscribed by each incorporator are as follows:

E. B. McIntee	Boise, Idaho	1 share
Margaret L. McIntee	Boise, Idaho	1 share
J. P. McMenemy	Boise, Idaho	1 share

ARTICLE VII

Purposes

The purposes for which this corporation is formed are to transact business in the State of Idaho and elsewhere; to have such offices or places of business within or without the State of Idaho as its business may require; to do all acts permitted by the business corporation act of the State of Idaho as now enacted or hereafter amended, and all other acts which may be desirable or necessary to accomplish any and all purposes of a business corporation and particularly (but without limiting the generality of the foregoing) to do the following:

To conduct and carry on the business of builders and general contractors alone and/or with others as co-partners, joint-adventurers, or otherwise, and as such to perform labor upon and to furnish materials in building, erecting, altering, renovating, repairing, or doing any other work or service in connection with, including, but not limiting itself to the locating, laying out, and construction of any and all classes of buildings, dams, wells, walls, wharves, docks, shifts, slips, airways, and runways, viaducts, aqueducts, roads, highways, streets, alleys, right-of-ways, bridges, tunnels, canals, ditches, flumes, dikes, sewers, railroads and street railways, power plants, machinery, and mines and mining claims, and generally in all other structures and works, both public and private; to perform engineering and architectural work, including the preparation of plans, specifications and professional work, as acting, consulting, and superintending engineers and architects; and to do all things necessary, convenient, expedient, incidental, or proper to carrying on the business of such builders and general contractors.

To manufacture, mine, buy, lease, sell, and generally deal in fire, paving, and building brick, stone, asphalt, sand and gravel, cement, lumber, steel, machinery, and any and all materials capable of use in the construction of buildings, dams, wells, walls, wharves, docks, shifts, slips, airways and runways, viaducts, aqueducts, roads, highways, streets, alleys, right-of-ways, bridges, tunnels, canals, ditches, flumes, dikes, sewers, railroads and street railways, power plants, machinery, and mines and mining claims, and generally in all other structures and works, both public and private; and generally to carry on the business

of dealers in new and second hand materials in connection therewith.

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, stocks 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 while the owner thereof to exercise all the rights, powers, and privileges of ownership.

To promote or to aid in any manner financially or otherwise any corporations or associations and for this purpose to guarantee or to become surety upon the contracts, dividends, stocks, bonds, notes, and other obligations of such other corporations or associations, and to do any other acts or things designed to protect, preserve, improve, or enhance the value of the stocks, bonds, or other evidences of indebtedness or securities of such other corporations.

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.

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 formed under the act hereinafter referred to, 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 specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

IN WITNESS WHEREOF, each of said incorporators has hereunto subscribed his name to these Articles in triplicate on this 11th day of March, 1946.

E. B. McEntee
J. P. McMenemy
Margaret L. McEntee

STATE OF IDAHO,)
) ss.
County of Ada.)

On this 11th day of March, 1946, before me, Betty W. Wright, a notary public in and for said state, personally appeared E. B. McEntee, J. P. McMenemy, and Margaret L. McEntee, 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.