



Department of State

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

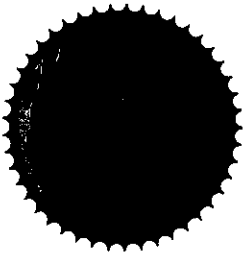
COMMERCIAL CARPETS, INC.

was filed in the office of the Secretary of State on the Thirty-first day of December Sixty-five A.D. One Thousand Nine Hundred and fifty-one duly recorded on Film No. of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

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 Fifty years existence from the date hereof, with its registered office in this State located at Jerome, in the County of Jerome.

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 31st day of December, 1965 A.D., 19

Secretary of State.



COMMERCIAL CARPORTS, INC.

BOX 944 • Phone 324-4470
JEROME, IDAHO

"PLANNED FOR PROFIT
BUILT WITH PRIDE"

31 December, 1965

Secretary of State
State of Idaho
Boise, Idaho

Dear Sir,

We, the original incorporators of Commercial Carports, Inc. (license # 6078., Receipt # 21592, dated 14 April, 1964) hereby release the name. This Corp structure has never been used and is being replaced by a new filing of this date.

Leon S. Tippett, Pres

Verna L. Tippett, Sec-Treas .

WE COVER THE WEST

ARTICLES OF INCORPORATION

OF

COMMERCIAL CARPORTS, INC.

KNOW ALL MEN BY THESE PRESENTS That we, Leon S. Tippet and Verna L. Tippet, both of Jerome, County of Jerome, State of Idaho; and Vernon W. Craner, of Buhl, County of Twin Falls, State of Idaho, each and all of whom are citizens of the United States and natural persons of full age, have this day voluntarily associated ourselves together for the purpose of forming a corporation for profit under the laws of the State of Idaho, and we do hereby certify and state:

ARTICLE I.

That the name of said corporation shall be Commercial Carports, Inc.

ARTICLE II

That for the purposes for which it is formed are as follows:

(a) To engage in the general contracting business, including but not limited to the designing, manufacturing, constructing, enlarging, extending, repairing, remodeling, completing, or removing; leasing, renting financing or selling of commercial carports, buildings and structures of all kinds and descriptions.

(b) To engage in the business of farming and plantation operations and of the reclamation, irrigation, drainage and development of farm land, and of producing, developing, buying, exchanging and otherwise acquiring and of merchandis-

ing and preserving all kinds of agricultural, farm, fruit, vegetable and garden products, including, but not limited to, potatoes, peas, grain, corn, rice, sugarbeets, clover, alfalfa, cane, coffee, beans, bananas, pineapples, rubber, nuts and truck crops, and of cultivating, growing, harvesting, storing, picking, cleaning and sorting, boxing, packing, shipping, buying and selling said products above mentioned at wholesale and retail, and to do custom work, and to carry on all other business incidental thereto or connected therewith; and to do a general commission and brokerage business in any or all of the foregoing businesses.

(c) To breed, raise, import, export and deal in cattle, sheep, hogs and livestock of all kinds and to carry on a general cattle and grazing business, purchasing or acquiring and selling or otherwise disposing of the stocks, supplies, equipment, accessories, appurtenances, products and by-products of said business; to pack, cure, render and refine and to deal in meats, and meat products and to manufacture, produce and generally deal in hides, oil, glue, animal fertilizers and all other articles made from the carcasses of animals; and also in connection therewith to establish, buy, lease or otherwise acquire, own, maintain, operate and dispose of stockyards, slaughterhouses, packing houses, rendering, refining or curing plants and necessary buildings therefore, and all other facilities and structures necessary or expedient for such purposes.

(d) To engage in the general logging and lumber business, including but without limitations, the manufacture and sale of lumber and lumber products of all kinds, together with the building of logging roads and other facilities necessary for the full and complete operation thereof.

(e) To take, purchase, lease, hire or otherwise acquire;

to hold, own, occupy, use and enjoy; to manage, improve, develop, and operate; and to grant, sell, let, lease, rent, demise, exchange and otherwise dispose of, whether for recreational or commercial purposes or otherwise, real estate, and every right, interest or estate therein, wheresoever the same may be situated, as well without as within the State of Idaho and the United States of America.

(f) To purchase or otherwise acquire; to hold, own enforce and otherwise enjoy; and to sell, assign, exchange or otherwise transfer or dispose of leases of lands, buildings, improvements and other structures, and of any estate or interest therein, and to assume, keep and perform all covenants, conditions or other obligations in or in respect of said leases, whether to prevent the forfeiture thereof or the impairment of any right, privilege, interest or estate thereunder or therein.

(g) To purchase, lease, hire, or otherwise acquire; to own, hold, use and enjoy; to sell, let, lease, hire, rent, assign, transfer, exchange or otherwise dispose of and generally to invest, trade, deal in and deal with personal property of every kind and description, at wholesale and retail, particularly including, without limiting the generality of the foregoing description, automobiles, trucks, tractors, airplanes, aquaplanes, ships, boats, road and highway equipment, farm implements and farm equipment, together with parts, supplies and accessories for the foregoing, hardware, lumber, furniture and furnishings, groceries and food products, electrical appliances, farm products, fertilizers, spray materials, machinery and building materials, docks, wharves, warehouses, buildings, carports and canopies, elevators, and machinery, apparatus and equipment therefor, without limit as to the amount, cost or value thereof, and wheresoever the same may be situated, as well outside as within the State of Idaho and the United States of America.

(h) To organize, acquire, operate, conduct, manage and supervise farms, ranches, plantations, sawmills and lumber mills, drainage and irrigation systems, buildings, barracks and homes for living and business purposes, hydroelectric power plants, radio broadcasting and receiving stations, advertising agencies, automobile parking stations, airplane landing strips, airports, gasoline and oil filling stations for land, water and air vehicles, garages and repair stations for land, water and air vehicles, warehouses and grain elevators, packing houses, places of amusement, cafes, and restaurants, stores and sales-rooms of all kinds, hotels, apartment houses, bungalow courts, and camps, and such other businesses and associations as may be necessary, useful, convenient for or auxiliary or incidental to the purposes of the corporation herein set forth, as well outside as within the State of Idaho and the United States of America, and to do each and every act and thing necessary, convenient or useful for or auxiliary to the proper conduct of said businesses, associations or organizations of any of them.

(i) To purchase, furnish, sell or otherwise provide, water, gas, electric current and electric power, and supply electricity, electric power and electric current for lights, heat and power, and generally to engage in the business of a public utility, either in connection with the purposes herein set forth or otherwise; and to supply, furnish, provide and install pipes, conduits, poles, wires, appliances and equipment for carrying and conveying water, gas and electricity.

(j) To apply for, purchase, take assignments of or otherwise acquire, accept, receive, hold, develop, use, control, transfer and dispose of distributing agencies, dealerships, franchises, franchise rights, privileges, licenses, contracts, permits which may be necessary, useful, convenient for or auxiliary or incidental to the purposes of the corporation herein set forth.

(k) To apply for, purchase, acquire, hold, use, develop,

license and dispose of and otherwise deal in inventions, improvements, patents, processes, trade marks and copyrights which may be necessary, useful, convenient for or incidental or auxiliary to the purposes of the corporation herein set forth;

(l) To lend and advance money or give credit upon, with or without interest, and with or without security for the repayment thereof, and on such terms as may seem expedient, and to give guaranties or become surety for any person, firm or corporation.

(m) To subscribe or cause to be subscribed for, and to purchase or otherwise acquire, own, hold, sell, assign, transfer, exchange, distribute and otherwise dispose of the whole or any part of the shares of the capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, evidences of indebtedness, notes, good will, rights, assets and property of every kind, or any part thereof, of any other corporation or corporations, association or associations, and also shares, rights, units of interest in or in respect of any trust estate now or hereafter existing, whether created by or under the laws of the State of Idaho, or of any other state, territory or country; and to operate, manage and control such properties of any of them, either in the name of such other corporation, associations and trust estates, or the trustees thereof, or in the name of this corporation, and while the owner thereof to exercise all the rights, powers and privileges of ownership thereof of every kind and description, including any right to vote thereon, or respecting the same, with power to designate some person or persons for that purpose from time to time, and to the same extent as natural persons might or could do.

(n) 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, or trust or otherwise.

(o) To guarantee the payment of dividends or interest upon and of the par amount or principal of any shares of stock, debentures, bonds, promissory notes, or other securities or evidences of indebtednesses, contracts and obligations of this corporation or of any other corporation, firm or person, or of the trustee or trustees of any trust estate.

(p) To issue shares of its capital stock to its employees or persons actively engaged in the conduct of its business, or to trustees for such employees or persons as provided by Sec. 30-120, Idaho Code; or in accordance with and to the extent that the corporation now or hereafter may be authorized so to do by any other statute or law now or hereafter in effect in said state.

(q) To insure the corporation against any detriment to be suffered by it arising out of or caused, whether proximately or otherwise, by any loss of, or damage or injury to, its property, or the default, incapacity, sickness or death of, or any accident or injury to any of its officers, agents, servants or employees while in its employment.

(r) To keep and maintain the corporation as a Western Hemisphere Trade Corporation and with full power and authority to make application for and to secure insurance issued by and under the authority of Foreign Operations Administration of the United States of America, for insurance protecting operations of corporations organized and existing under the laws of any state of the United States transacting business outside of the territorial limits of the United States of America.

(s) To transact and carry on any other lawful business, and to do any and all other acts and things and to exercise any and all other powers, that a copartnership or a natural person may transact, carry on, do or exercise, and that now or hereafter may be authorized by law.

(t) To pay to the directors, as remuneration or compensation for their services as such officers, such sums as may be authorized by the by-laws, the same to be divided among them in such proportions and in such manner, as the directors may determine.

(u) To engage in joint ventures and to enter into contracts of partnership with other corporations, associations, or with individuals, for the carrying on of any business or the performance of any act herein authorized, or any business or act incidental thereto.

(v) To purchase and cancel upon its books and restore to the status of authorized but unissued shares any of its outstanding shares from surplus available for cash dividends and when authorized by vote or written consent of the holders of two-thirds of such class of shares outstanding, exclusive of the shares to be purchased.

(w) Without in any particular limiting any of the objects or purposes or powers of the corporation, the business or purposes of the company shall be from time to time to do any one or more or all of the acts and things herein set forth and all such other acts, things and business or businesses in any manner connected therewith, or necessary, incidental, convenient or auxiliary thereto, or calculated, directly or indirectly, to promote the interests of the corporation or enhance the value of or render profitable any of its property or rights as such a corporation may lawfully do; and in carrying on its business or for the purpose of attaining or furthering any of its objects, to do any and all acts and things and to exercise any and all other powers that a natural person or an association of individuals could do or exercise and which now or hereafter might be authorized by law, and either as or by or through principals,

agents, attorneys, contractors, factors, lessors, lessees, or otherwise, and either alone or in conjunction with others, and in any part of the world; and in addition to have and to exercise all of the rights, powers and privileges now or hereafter belonging to or conferred upon corporations organized under the provisions of the law authorizing the formation of such corporation and it is further expressly provided that the holders of all or any part of the shares of the capital stock of the corporation shall have the right from time to time, at their discretion, to create and form a voting trust.

The several clauses contained in this statement of purposes shall be construed as both purposes and powers on the part of the stockholders of the corporation wherever herein so expressed or implied, as well as on the part of the corporation, and the statements contained in each clause shall, except where otherwise expressed, be in no wise limited or restricted by reference to or inference from the terms of any other clause, but shall be regarded as independent purposes and powers.

ARTICLE III

That for the term for which this corporation shall exist is fifty years.

ARTICLE IV

That the location and post office address of the registered office in this state shall be Post Office Box ²⁰⁰~~944~~, 401 East Avenue C, Jerome, Idaho.

ARTICLE V.

That the number of shares which may be issued is 1,000 and the par value of each share is \$100.00; that the aggregate par value of all shares is \$100,000.00; that said shares are classified into preferred stock, to which a preference is granted, and common stock, to which no preference is granted. The number of shares of such preferred stock is 500 and the number of shares of such common stock is 500.

That the nature and extent of the preferences, rights, privileges and restrictions granted to or imposed upon the holders of the respective classes of stock are as follows:

The holders of the preferred stock shall be entitled to receive when and as declared, out of and from the paid in surplus, and from profits arising from the business of the corporation, dividends at the rate of six per centum per annum of the par value of said shares, and no more, from the respective dates when it shall be issued, payable annually or oftener, at such times as may be fixed by the Board of Directors. The dividends on the preferred stock shall be cumulative and shall be payable before any dividends on the common stock shall be paid or set apart for payment; so that if in any year dividends amounting to six per centum of the par value thereof shall not have been paid thereon, the deficiency shall be paid or set apart before payment on the common stock.

All surplus profits arising from the business of the corporation, remaining after the aforesaid cumulative dividend shall have been paid to or set apart for the holders of the preferred stock, shall be available for dividends on the common stock, or for such other corporate purposes as the Board of Directors may determine.

In the event of any liquidation, dissolution or winding up, whether voluntary or involuntary, of the corporation, or of any distribution of its assets to or among its stockholders the holders of the preferred stock shall be entitled to be paid in full, both the full par amount of their shares and the unpaid dividends accrued thereon, before any amount shall be paid to the holders of the common stock; and after such payment to the holders of the preferred stock the remaining assets and funds of the corporation shall be divided and paid to and among the holders of the common stock proportionately in accordance with the number of shares of such stock held by them respectively.

The corporation on or at any time after the first day of January, 1970, at its option, may redeem any number of shares of preferred stock at prices per share equal to the following respective percentages of the par value of the stock so to be redeemed, at the following respective times, to-wit:

110% if redeemed during the calendar year 1970
108% if redeemed during the calendar year 1971
106% if redeemed during the calendar year 1972
104% if redeemed during the calendar year 1973
102% if redeemed during the calendar year 1974
100% if redeemed on or after January 1, 1975

plus an amount equal to all accrued dividends remaining unpaid thereon at the date of such redemption upon and by the payment of such redemption price to the respective holders of such shares as they shall then appear on the stock and transfer books of the corporation. Whenever any shares of such stock less than the whole number of such shares outstanding shall be so redeemed, the same shall be selected by lot drawn in such manner as the Board of Directors of the corporation shall prescribe, and notice in writing of the shares so selected shall be mailed to each holder thereof at his address, if any, as it appears on the stock and transfer book of the corporation, not less than sixty days prior to the date fixed by the Board of Directors for the redemption of such shares. From and after the date so fixed for their redemption, all rights of the holders of shares so selected for redemption, except to receive or enforce payment of the redemption price thereof, shall cease. The certificate for all shares so redeemed shall be cancelled upon redemption.

No stock ranking prior to the preferred stock may be issued, except with the consent of the holders of two-thirds of the preferred shares then outstanding.

Shares of common stock shall have voting power, each share entitling the holder to one vote. Preferred stock shall have no voting power.

ARTICLE VI

That the total number of shares actually subscribed is three shares of common stock; that the names of the subscribers and the number of shares, respectively, for which they have subscribed, and the amounts to be paid by them respectively for such shares are as follows:

<u>Name of Subscriber and Postoffice Address</u>	<u>Number of Shares</u>	<u>Amount to Be paid</u>
Leon S. Tippett Jerome, Idaho	1	\$100.00
Verna L. Tippett Jerome, Idaho	1	\$100.00
Vernon W. Craner Buhl, Idaho	1	\$100.00

ARTICLE VII

That the number of directors of the corporation shall be not less than three nor more than seven. To qualify as a director, each director shall be the owner of, or shall have subscribed for, subject to permit of the Commissioner of Finance of the State of Idaho authorizing the issuance of, fifty shares of the common capital stock of the corporation. The names and residences of the persons who are appointed to act as directors until the selection and qualification of their successors, are as follows:

Leon S. Tippett, Jerome, Idaho

Vernon W. Craner, Buhl, Idaho

Verna L. Tippett, Jerome, Idaho

The number of directors may be altered from time to time as may be provided in the by-laws. In case of an increase in the number of directors, the additional directors may be elected by the Board of Directors as shall be provided in the by-laws.

ARTICLE VIII

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

IN WITNESS WHEREOF, We have hereunto subscribed our names this 31st day of December, 1965.

→ Leon S. Tippett

→ Verna L. Tippett

Vernon W. Craner

STATE OF IDAHO)
) ss.
COUNTY OF JEROME)

On this 31st day of December, 1965, before me, the undersigned, a Notary Public in and for said County and State, personally appeared LEON S. TIPPETT, VERNA L. TIPPETT, and VERNON W. CRANER, 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.

Louis Peterson
Notary Public for the State of Idaho
Residing at Jerome, Idaho