

98-189

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

NATIVE AMERICAN 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 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: June 10, 1992



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sheryl Boerries*

ARTICLES OF INCORPORATION

OF

NATIVE AMERICAN CONSTRUCTION, INC.

5 3 12 PM '92  
SECRETARY OF STATE

Now all men by these presence that we, the undersigned, all being of full age and citizens of the United States, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we hereby certify in writing as follows:

ARTICLE I

NAME

The name of said corporation shall be Native American Construction, Inc.

ARTICLE II

PURPOSES AND POWERS

The purposes and powers for which said corporation is formed are as follows:

1. To operate as a minority owned Native-American business enterprise.
2. To purchase and acquire, through issuance of its capital stock or otherwise, and to own, hold, lease, sell, exchange, subdivide, mortgage, operate, improve, landscape, maintain, equip, and otherwise develop, occupy or use, and deal in, any and all types of real estate, any and all other types of property, real or personal, of every kind and description whatsoever.
3. To manufacture, produce, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign, distribute, transfer or otherwise dispose of and deal in any and all items of personal property, including, but not limited to, equipment, supplies, and materials related to any legal business.
4. To make, enter into, perform and carry out contracts of every kind and nature including, but not limited to, contracts and agreements of partnership and joint

venture, with any person, firm, association, corporation or other legal entity for the purpose of engaging in any and all kinds of lawful business enterprises and ventures.

5. To acquire the goodwill, rights, property interests, franchises, options and assets of all other kinds and nature, and to undertake in whole or in part, the liabilities of any person, firm, association, corporation or other legal entity upon such terms and conditions as may be agreed upon, and to pay for the same in cash, stocks, bonds, debentures, or other securities of this corporation or otherwise.
6. To license, franchise, or in any other way establish or contract for the sale, distribution, or dissemination of any and all types of products manufactured, assembled, formulated, prepared or otherwise made available by this corporation.
7. To incur debt and to borrow, and to secure the payment of money in any lawful manner, including the issuance of bonds, warrants, debentures, notes or other evidences of indebtedness as may be necessary to accomplish and further the lawful activities of this corporation.
8. To acquire, by purchase or otherwise, shares of its own corporate stock, and to cancel the same or any part thereof, or to hold any or all of such stock for resale as treasury stock, or for the purpose of making stock dividends to its shareholders and to restrict the transferability of its outstanding shares to the extent reasonably necessary to protect the interests and rights of the corporation and its shareholders.
9. To acquire, by purchase or otherwise, stock, partnership interests, or other interests in any corporation, general partnership, limited partnership, or other legal entity.
10. To pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.
11. Without limiting any of the objectives, purposes or powers of the corporation enumerated hereinabove, it is hereby expressly declared and provided that said corporation shall have the power to do all acts or things necessary, incidental, or convenient to the promotion, either directly or indirectly of the interests of the

corporation, or to enhance the value or render profitable any of its property or rights, and to carry on its business, or for the purpose of obtaining and furthering any of its objectives, as hereinabove defined and specified, to do any and all acts and things which may now or hereafter be authorized or permitted by law.

The purposes specified hereinabove shall be construed both as purposes and powers of this corporation, and shall be in no way limited or restricted by reference to, or inference from, the terms of any other clause in this or any other Article. The purposes and powers specified in each of the clauses herein shall be regarded as independent, and the enumeration of specified purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another which is not so expressed, although it be of a like kind or nature. Enumeration of this Article and of the purposes and powers of this corporation shall not be held to limit or restrict in any manner the general powers conferred upon business corporations by the laws of the state of Idaho, all of which powers and purposes are hereby expressly claimed.

#### ARTICLE III

##### DURATION

The corporation shall have perpetual existence.

#### ARTICLE IV

##### REGISTERED OFFICE

The registered office of said corporation shall be located in the County of Ada, State of Idaho, and the address of said registered office shall be P.O. Box 2139, Boise, Idaho 83701.

#### ARTICLE V

##### REGISTERED AGENT

The registered agent for the corporation, for the purpose of receiving notices and service of process shall be Bruce Smith, 1221 W. Idaho, Ste. 600, Boise, Idaho 83702.

## ARTICLE VI

### STOCK

The capital stock of this corporation shall be composed entirely of stock of no par value, and the authorized number of shares of no par value stock shall be 1,000, which stock shall be common stock. Each outstanding share entitled to vote shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders. Votes may not be cumulated. All initial stockholders shall have the right to purchase subsequent issuances of stock so as to maintain the same proportion of ownership.

## ARTICLE VII

### BOARD OF DIRECTORS AND INCORPORATORS

The business of this corporation shall be managed and conducted by a board of directors pursuant to the bylaws of the corporation. The number of directors constituting the initial board of directors shall be two (2) as set forth below. The number of directors of the corporation shall be fixed from time-to-time by or in the manner provided in the bylaws, but the number thereof shall never be less than two (2).

#### Name of Director

#### Address of Director

Bruce M. Smith

P.O. Box 2139  
Boise, ID 83701

Jerry V. Jensen

P.O. Box 2139  
Boise, ID 83701

#### Name of Incorporator

#### Address of Incorporator

Bruce M. Smith

P.O. Box 2139  
Boise, ID 83701

Jerry V. Jensen

P.O. Box 2139  
Boise, ID 83701

IN WITNESS WHEREOF, the undersigned has set his hand this  
4 day of June, 1992.

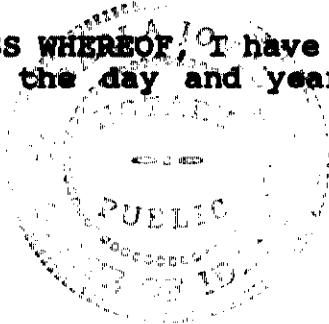
  
\_\_\_\_\_  
Bruce M. Smith


  
\_\_\_\_\_  
Jerry V. Jensen

STATE OF IDAHO           )  
                                  ) ss.  
County of Ada            )

On this 4th day of June, 1992, before me, a Notary Public, in and for said County and State, personally appeared Bruce M. Smith, known or identified to me to be the individual whose name is subscribed to the within instrument, and acknowledged to me that he 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.

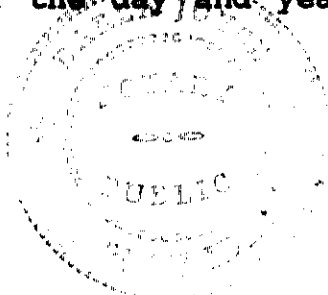



  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at: Bax  
My Commission Expires: 4-26-95

STATE OF IDAHO           )  
                                  ) ss.  
County of Ada            )

On this 4th day of June, 1992, before me, a Notary Public, in and for said County and State, personally appeared Jerry V. Jensen, known or identified to me to be the individual whose name is subscribed to the within instrument, and acknowledged to me that he 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.



  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at: Bax  
My Commission Expires: 4-26-95