



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

**ASHBY 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: **December 5, 1988**



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *[Signature]*

ARTICLES OF INCORPORATION

OF

ASHBY CONSTRUCTION, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, in order to form a corporation for the purposes herein<sup>after</sup> stated, pursuant to the Idaho Business Corporation Act, do hereby adopt the following articles of incorporation, to-wit:

I

NAME

The name of this corporation shall be Ashby Construction, Inc.

II

PURPOSES

The purposes for which this corporation is formed are as follows:

(a) To carry on a general excavating, earthmoving and contracting business.

(b) The transaction of any or all lawful business for which corporations maybe incorporated under the Idaho Business Corporation Act.

III

DURATION

The period of existence and duration of this corporation shall be perpetual.

IV

REGISTERED OFFICE

The initial location of the principal place of business and registered office of the corporation shall be at Bruneau, Idaho, and the mailing address shall be Box 247, Bruneau, Idaho 83604. The name of the initial registered agent at the above address shall be Henry E. Ashby.

V

CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue shall be 10,000. All such shares shall have no par value. No distinction shall exist between the shares of the corporation and all such shares shall have the same rights in the corporation. All or any portion of the capital stock may be issued for cash or in payment for real or personal property, services or any other right or thing of value for the uses and purposes of the corporation, and when so issued shall become and be fully paid the same as though paid for in cash, and the board of directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock. No assessments or calls shall be made upon fully-paid capital stock.

VI

INCORPORATORS

The name and post office address of the incorporator and the number of shares subscribed by each are as follows:

NAME	POST OFFICE ADDRESS	NO. OF SHARES
Raymond E. Ashby	Box 247 Bruneau, Idaho 83604	1

VII

GOVERNING BODY

The governing body of the corporation shall consist of a board of one director, who shall be elected annually as provided by the by-laws. The number of the board of directors may be changed from time to time as prescribed by the by-laws, but shall be not less than one nor more than five. The names and post office addresses of those who are selected to act as directors until the first annual election are as follows:

NAME  
Raymond E. Ashby

POST OFFICE ADDRESS  
Box 247  
Bruneau, Idaho 83604

VIII

POWERS OF THE BOARD OF DIRECTORS

In addition to other powers, the board of directors is authorized to make, alter or amend the by-laws of the corporation, to fix the amount of capital stock to be reserved as working capital or treasury stock, over and above its capital stock paid in, and to authorize and cause to be executed mortgages, liens or other encumbrances on the real and personal property of the corporation.

The undersigned, being the original subscriber to the capital stock hereinbefore mentioned, for the purpose of forming a corporation to do business both within and outside of the State of Idaho, and pursuant to the laws of the State of Idaho, do make and file these articles of incorporation and agree to take the number of shares of stock hereinbefore set forth opposite my name.

IN WITNESS WHEREOF, I have hereunto set my hand in the City of Mountain Home, County of Elmore, State of Idaho, this 29 day of Nov., 1988.

  
Raymond E. Ashby

STATE OF IDAHO,       )  
                              )  
COUNTY OF ELMORE,    ) ss.

On this 29<sup>th</sup> day of November, 1988, before me, the undersigned, a Notary Public in and for said State, personally appeared Raymond E. Ashby, known to me to be the person whose names 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 affixed my official seal, the day and year in this certificate first above written.

Jay R. Freedy  
Notary Public for Idaho,  
Residing at Mountain Home, ID