

State of Idaho



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

R. W. COLES CONSTRUCTION COMPANY, INC.

was filed in the office of the Secretary of State on the **Sixteenth** day
of **June,** A.D. One Thousand Nine Hundred **Sixty-five** and
will be duly recorded on ~~film~~ **microfilm** 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

perpetual existence from the date hereof, with its registered office in this State located at

Post Falls

in the County of

Kootenai.

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 **16th** day of **June**,
A.D., 19 **65**.

ARNOLD WILLIAMS
Secretary of State

By Deputy Secretary of State.

ARTICLES OF INCORPORATION

R. W. COLES CONSTRUCTION CO., INC.

BE IT KNOWN: That the undersigned, R. W. COLES, W. L. COLES, SR., and ROBERT J. McKANNA, each being of full age and all of whom are citizens of the United States, having associated themselves together for the purpose of forming a corporation under the laws of the State of Idaho and in pursuance thereof do hereby sign and acknowledge the following Articles of Incorporation in triplicate originals, and do state as follows:

ARTICLE I

Name

That the corporate name of this corporation shall be R. W. COLES CONSTRUCTION COMPANY, INC.

ARTICLE II

Purposes

That the purposes for which this corporation is formed are the following:

1. To carry on and conduct general contracting business, including therein the constructing, enlarging, repairing, removing or otherwise engaging in any work upon buildings, roads, highways, manufacturing plants, buildings, piers, docks, mine shafts, waterworks, railroads, railway structures, and all iron steel, wood, masonry, and earth construction, and to extend and receive any contracts or assignments of contracts thereof, or relating thereto, or connecting therewith, and to manufacture and furnish the building material and supplies connected therewith.
2. To make and carry out contracts for the purpose of repairing, constructing or finishing houses, stores, factories, public institutions, and all other buildings.

3. To manufacture, construct, repair, own, buy, lease from others or otherwise acquire, sell, convey, transfer, lease to others, and otherwise dispose of all types of tools, equipment, motor vehicles, materials and supplies, used or needed in carrying out the purposes of this corporation.

4. To apply for and obtain any and all licenses, permits, or franchises necessary and/or proper for the operation of the corporation, and to hold, sell, lease, assign, transfer, mortgage, encumber, or otherwise deal in and/or with said licenses, permits, or franchises as allowed by law.

5. To purchase or otherwise acquire the whole earning part of the business, good-will, rights, property and assets, and to assume or undertake or guarantee the whole or any part of the whole abilities of any person, partnership, association, or corporation as a growing concern, or otherwise; and to pay the same in cash, note, stocks, bonds, debentures, or other securities of this corporation, or otherwise in any manner permitted by law.

6. To make and enter into and to carry out any and all contracts with any person, firm, association or corporation, private, or municipale, and with any government or public authorities for and in relation to any of the businesses, objects, or purposes herein set forth or any business lawfully carried on by this corporation.

7. In connection with or in furtherance of any of the business of the corporation, to loan money and make or enter into any guarantees or agreements of suretyship respecting the payment and/or performance of bonds, mortgages, and other securities, contracts, obligations, interests, dividends, rents, earnings, profits, premiums, credits, payments, or transfers of property of any kind.

8. To carry on all or any part of the foregoing objects as a principal or an agent or in connection or conjunction with any person, firm, trust, corporation, or other organization, and in any part of the world and in general to do any and all things necessary to carry on any business incident to the foregoing and to exercise all of the powers conferred upon the corporation by the laws of the State of Idaho, or any other law that may be now or hereafter applicable to the corporation and to do any and all things heretofore set forth to the same extent as natural persons might or could do.

9. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of the objects or the furtherance of any of the powers hereinbefore set forth, either along or in association with other corporations, associations, firms, or individuals, and either as principal or agent, and to do every other lawful act or acts, or things, incident or pertinent to or growing out of or connected with the aforesaid business or businesses, or object or objects, or purpose or purposes, or any part thereof.

10. To borrow money, contract debts, issue and dispose of its obligations secured or unsecured, for any amount, to mortgage and/or pledge all or any part of its property and franchises to secure the payment and/or performance of any of its contracts or obligations, or any contract obligations, or debt contracted for any purpose of its incorporation, or in the exercise of any of its corporate rights or privileges, franchises in any manner permitted by law.

11. To conduct their businesses and establish and maintain offices, agencies, and branches and in the furtherance thereof, to acquire, dispose of, and generally deal with real or personal property insofar as is permitted by the law in any State or Territory of the United States of America, and in the District of Columbia, and in any and all dependant colonies or possessions of the United States of America and in foreign countries as well.

12. To do each and everything above set forth to the same extent as fully as natural persons might do or could do in the State of Idaho or in any other state, county or place; PROVIDED that such action and power shall be limited to the purposes which are not repugnant to law.

13. To do any and all things, and exercise any and all powers which may now or hereafter be lawful for the corporation to do or exercise under and pursuance of the laws of the State of Idaho, or any other laws that may now or hereafter be applicable to the corporation.

14. The foregoing clauses shall be construed both as objects and powers and are in furtherance of and not in limitation of the general powers conferred by the State of Idaho; 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.

15. IN GENERAL, to carry on any business or undertaking which the Board of Directors may deem useful or necessary for the benefit of the corporation, and whether specifically referred to in this Article or not, or whether in any manner pertaining to or incident to, the business or pursuits referred to in this Article which might lawfully be carried on by a natural person, corporation, firm, co-partnership, lawfully formed by the laws of the State of Idaho, or elsewhere.

ARTICLE III

Terms of Existence

That this corporation shall continue perpetually.

ARTICLE IV

Location

The post office address of the registered office of this corporation shall be Post Office Box 666, Post Falls, Idaho.

ARTICLE V

Stock

The total number of par value shares of stock shall be One hundred thousand (100,000) shares, valued at One (\$1.00) Dollar per share, all of which shares shall be common stock. The aggregate par value of the total authorized par value shares is \$100,000.00. and non-assessable. / That the corporation may issue through its Board of Directors, non par value shares from time to time and for such consideration as the Board shall deem fit.

ARTICLE VI

BOARD OF DIRECTORS

That the number of directors of this corporation shall be no less than three nor more than seven; that the number, qualifications, terms of office, manner of election, time and place of meeting, and the power or duty of the Directors, shall be such as are prescribed by the By-Laws of this corporation. The names and post office addresses of the first directors who shall hold the office and manage the affairs of the corporation for a period of one year after its incorporation and until their successors are elected and qualified are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
R. W. COLES	Box 666, Post Falls, Idaho
W. L. COLES, SR.	Box 666, Post Falls, Idaho
ROBERT J. McKANNA	Box 064 Opportunity, Wash.

ARTICLE VII

Incorporators

The names and post office addresses of the incorporators of this corporation, and the number of shares subscribed by each are

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
R. W. COLES	Same as above	17,500 Shares
W. L. COLES, SR.	Same as above	2 Shares
ROBERT J. MCKANNA	Same as above	2 Shares

ARTICLE VIII

By-Laws

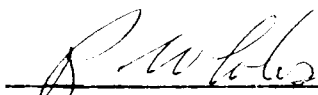
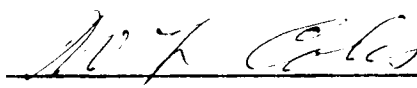
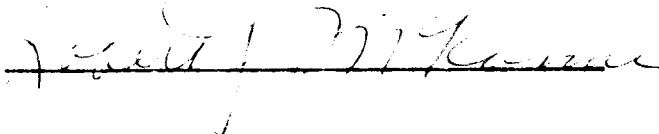
The authority to make by-laws for this corporation is hereby expressly vested in the board of directors of this corporation, subject to the power of the shareholders to change or repeal such by-laws.

ARTICLE IX

Sale or Lease of Assets

The voluntary sale, lease, or exchange of all the assets of this corporation may be authorized by it upon such term and conditions as it deems expedient, including exchange for shares in another corporation, domestic or foreign. If this corporation is able to meet its liabilities then matured, such authorization shall be given at a meeting of shareholders, duly called for the purpose, by the vote of the majority of the voting power of all shareholders. If the corporation is unable to meet its liabilities then matured such authority may be given by the vote of the Board of Directors of this corporation.

IN WITNESS WHEREOF the Incorporators have hereunto set their hands this 14 day of June, 1965.

STATE OF WASHINGTON)
 : ss
 County of Spokane)

This is to certify that on this 14 day of June, 1965,

before me a Notary Public in and for the State of Washington, residing at Spokane, personally appeared before me R. W. COLES, W. L. COLES, SR. and ROBERT J. MCKANNA, to me known to be the individuals described in and who executed the within and foregoing instrument and acknowledged to me that hey signed the same as their free and voluntary act and deeds for the uses and purposes therein mentioned.

Given under my hand and official seal this th17 day of June 1965.

Howard H. Hennessey
Notary Public in and for the State
of Washington, residing at Spokane.