



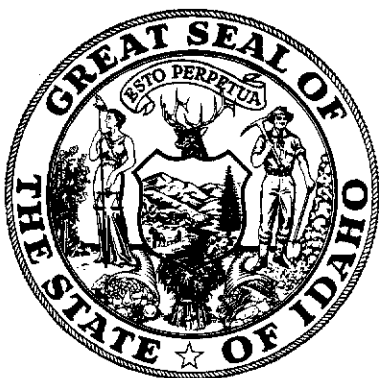
CERTIFICATE OF INCORPORATION
OF

HALL CONST., 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: **January 2, 1987**



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

HALL CONST., INC.

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is HALL CONST., INC.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are:

- (a) To act as a general contractor for the construction, repairing and remodeling of buildings and public or private works of all kinds, and for the improvement of real estate, and the doing of any and all other business and contracting incidental thereto, or connected therewith, and the doing and performing of any and all acts or things necessary, proper or convenient for or incidental to the furtherance or the carrying out of the powers or purposes herein mentioned.
- (b) To engage in the general speculative home building business, including the erection of homes, flats and apartments; to operate a contracting business; to purchase, hold, own and sell real property, improved and unimproved, or any interest therein or easement thereon; to purchase lands and subdivide the same into subdivisions or lots; to loan money

upon real property and to accept secured and unsecured notes as collateral for the same; to execute notes, deeds of trust, mortgages and chattel mortgages; to enter into leases as landlord or tenant; to perform or do any act customarily performed or done by a contractor and builder, speculative builder, subdivider or real property developer; to invest in and hold for investment any real property, shares of stock, bonds, government, private or corporate; and to exchange and enter into agreements of exchange of one parcel of real property for another parcel of real property.

- (c) To carry on and engage a general construction business including designing, constructing, enlarging, extending, repairing, completing, removing or otherwise engaging in any work on private, residential, commercial or industrial structures, using any building materials and techniques now employed or to be developed; to make, execute and receive contracts or assignments or delegations of contracts therefor or relating thereto or connected therewith; to manufacture or otherwise acquire and to furnish all building and other tools and equipment connected therewith or required therefor; to manufacture, produce, adapt and prepare, and deal in or with any materials, articles or things incidental to, or required for, or useful in connection with, any of such activities; and generally to carry on any other business which can be advantageously pursued in conjunction with or incidental to any of the above purposes.
- (d) To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways acquire import, lease, possess, maintain, handle on consignment, own, hold for invest-

ment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm, or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto, including, but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

- (e) To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.
- (f) To promote or aid in any manner, financially or otherwise, any person, firm, corporation or association, and to guarantee contracts and other obligations.
- (g) To let concessions to others to do any of the things that this corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm association or corporation, or any government or authority or subdivision or agency thereof.
- (h) To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this corporation, and to do all things specified in Sections 30-1-3 and 30-1-4, Idaho Code, and to have and to exercise all powers conferred by the laws of the State of Idaho on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations, and in any part of the world.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is 100 shares, without par value, all of one class. Said capital stock shall be nonassessable.

ARTICLE V

There shall be no preemptive rights to any issued and outstanding corporate shares.

ARTICLE VI

Provisions for the regulation of the internal affairs of the corporation shall be set out in the By-Laws of the corporation.

ARTICLE VII

The address of the initial registered office of the

corporation is 703 North Washington Street, Twin Falls, Idaho 83301; the mailing address of the initial registered office of the corporation is P. O. Box 555, Twin Falls, Idaho 83303-0555; and the name of its initial registered agent at such address is Lyle F. Frazier.

ARTICLE VIII

The number of directors constituting the initial board of directors of the corporation is five (5) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
R. G. Messersmith	212 Woodridge Circle Route #3, Box 666B Twin Falls, ID 83301
Lyle F. Frazier	P. O. Box 388 Twin Falls, ID 83303
Toni D. Frazier	P. O. Box 388 Twin Falls, ID 83303
Rodney E. Hall	1420 Lawndale Drive Twin Falls, ID 83301
Darren E. Hall	128 Caswell Avenue West Twin Falls, ID 83301

ARTICLE IX

The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
R. G. Messersmith	212 Woodridge Circle Route #3, Box 666B Twin Falls, ID 83301
Lyle F. Frazier	P. O. Box 388 Twin Falls, ID 83303

Toni D. Frazier

P. O. Box 388
Twin Falls, ID 83303

Rodney E. Hall

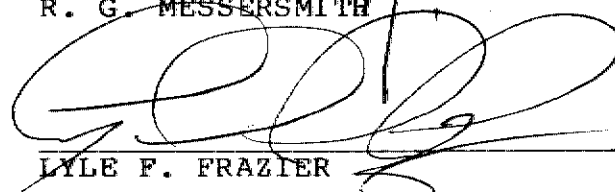
1420 Lawndale Drive
Twin Falls, ID 83301

Darren E. Hall

128 Caswell Avenue West
Twin Falls, ID 83301

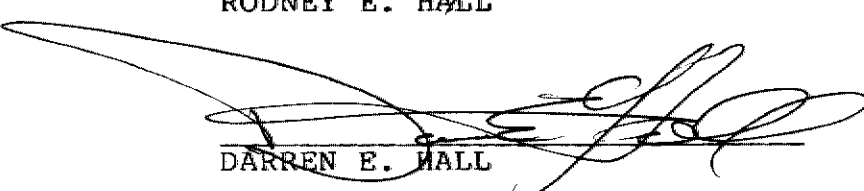
DATED This 31 day of December, 1986.


R. G. MESSERSMITH


LYLE F. FRAZIER


TONI D. FRAZIER

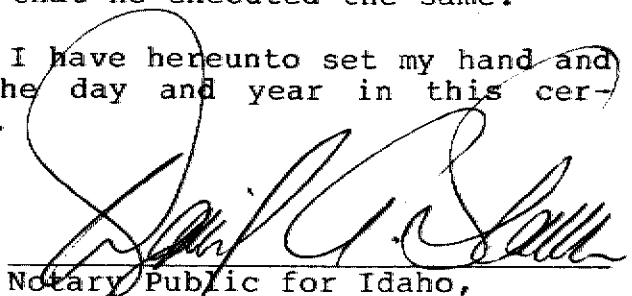

RODNEY E. HALL


DARREN E. HALL

STATE OF IDAHO)
 : SS.
County of Twin Falls)

On this 30th day of December, 1986, before me, the undersigned, a Notary Public in and for said State, personally appeared R. G. MESSERSMITH, known or identified to me to be the person who executed the foregoing instrument, and acknowledged to me that he executed the same.

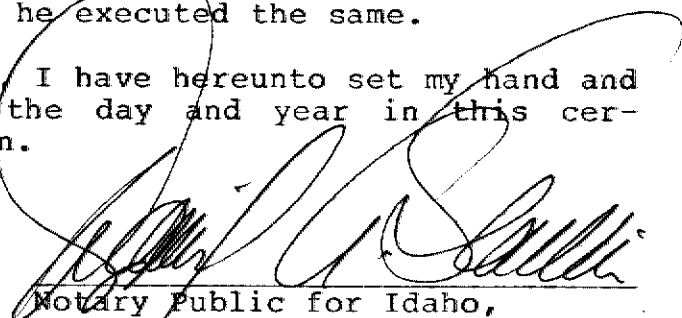
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.


Notary Public for Idaho,
Residing at Twin Falls, Idaho.

STATE OF IDAHO)
 : SS.
County of Twin Falls)

On this 29th day of December, 1986, before me, the undersigned, a Notary Public in and for said State, personally appeared LYLE F. FRAZIER, known or identified to me to be the person who executed the foregoing instrument, and acknowledged to me that he executed the same.

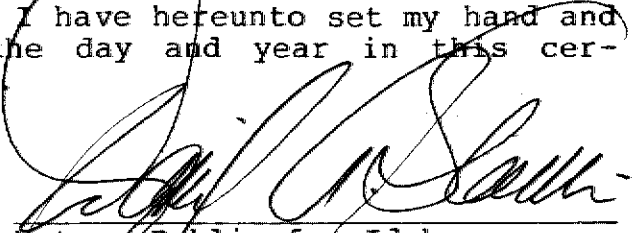
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.


Notary Public for Idaho,
Residing at Twin Falls, Idaho.

STATE OF IDAHO)
 : ss.
County of Twin Falls)

On this 28th day of December, 1986, before me, the undersigned, a Notary Public in and for said State, personally appeared TONI D. FRAZIER, known or identified to me to be the person who executed the foregoing instrument, and acknowledged to me that she executed the same.

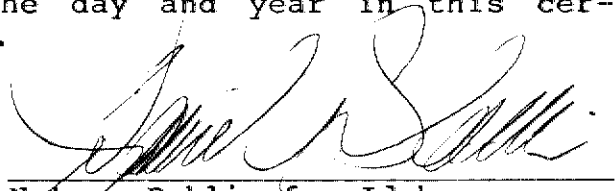
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.


Notary Public for Idaho,
Residing at Twin Falls, Idaho.

STATE OF IDAHO)
 : ss.
County of Twin Falls)

On this 29th day of December, 1986, before me, the undersigned, a Notary Public in and for said State, personally appeared RODNEY E. HALL, known or identified to me to be the person who executed the foregoing instrument, and acknowledged to me that he executed the same.

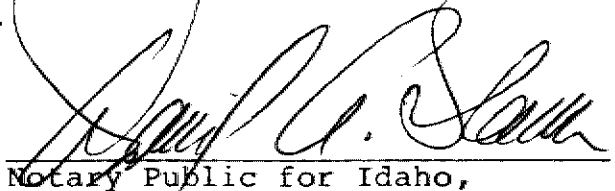
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.


Notary Public for Idaho,
Residing at Twin Falls, Idaho.

STATE OF IDAHO)
 : SS.
County of Twin Falls)

On this 30th day of December, 1986, before me, the undersigned, a Notary Public in and for said State, personally appeared DARREN E. HALL, known or identified to me to be the person who executed 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.



Notary Public for Idaho,
Residing at Twin Falls, Idaho.