

# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

I, IRA H. MASTERS, 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

**BILL AMYX & SONS, INC.**

was filed in the office of the Secretary of State on the **tenth** day  
of **March** A.D. One Thousand Nine Hundred **Fifty-four** and  
duly recorded on Film No. **84** 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

**Boise**

in the County of

**Ada**

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

**10th** day of **March**

A.D., 19 **54**.

Secretary of State.

By

ARTICLES OF INCORPORATION

OF

BILL. AMYX & SONS, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, each of whom is a bona fide resident of the State of Idaho, of legal age and a citizen of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho and pursuant thereto certify as follows:

ARTICLE I

The name of this corporation shall be BILL. AMYX & SONS, INC.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

The objects and purposes for which this corporation is formed are: as principal, agent or otherwise, to do in any part of the world any and all of the things hereinafter set forth to the same extent as natural persons might or could do in furtherance thereof but not in limitation of the general powers conferred by the laws of the State of Idaho. We expressly provide that this corporation shall have power:

(a) To purchase, take, hold, own, acquire by operation of law or otherwise, lease, mortgage or otherwise

hypothecate any and all kinds of real and personal property or any interest therein or appurtenant thereto, and to sell or exchange any such real or personal property or any interest therein, or to engage in any and all undertakings or business necessary, proper or convenient to the improvement or betterment of any real or personal property owned or acquired by this corporation.

(b) To engage in and conduct a business of residential, industrial and commercial building and construction.

(c) To engage in or carry on any other manufacturing business.

(d) To engage in or carry on either a general wholesale or retail business of any and all kinds.

(e) To buy and sell at wholesale or retail any and all merchandise, goods, machinery or appliances sold in trade.

(f) To carry on and conduct a general contracting business.

(g) To enter into, make, perform and carry out contracts of every kind, amount and character with any person, firm, association, partnership or corporation.

(h) To purchase, own, sell, convey, mortgage, pledge, exchange, acquire by operation of law or otherwise, personal property of whatever kind or character, including, but not restricted to debts, dues, demands, choses in action, evidences of debt, bonds or stocks of other corporations or otherwise, both public and private.

(i) To contract with the United States of America or with any state or other governmental subdivision or agency.

(j) To borrow and lend money from and to any person, firm, partnership, association or corporation and to make, take or execute notes, mortgages, bonds, deeds of trust or other evidences of indebtedness to secure payment thereof.

(k) To purchase or otherwise acquire and own the corporate common or preferred stocks or bonds of any other corporation, public or private, and also to purchase and acquire its own common stock insofar as not contrary to the constitution or laws of the State of Idaho, and to sell its own corporate common or preferred stocks, bonds, debentures or other security or evidences of indebtedness.

(l) To purchase or otherwise acquire Letters Patent, licenses, inventions, rights or privileges either in the United States or in any other part of the world and to manufacture or produce, trade and deal in all machinery, articles, appliances or otherwise capable of being manufactured, produced or traded in, by virtue of, or in connection with any Letters Patent, licenses, inventions, rights and privileges.

(m) To merge or consolidate with any corporation in such manner as may be permitted by law.

(n) To borrow and lend money from or to any person, firm, partnership, association or corporation, and to make and issue notes, mortgages, bonds, deeds of trust, or other evidence of indebtedness to secure payment thereof, and issue debentures containing such provisions for payment and priority and for such amounts as the Board of Directors of this corporation may authorize and prescribe.

(o) In addition to the foregoing powers also to have all authority, power or right granted to corporations by the constitution and laws of the State of Idaho and any amendment thereto.

(p) To do and perform every act or thing necessary to carry out the above enumerated purposes, calculated directly or indirectly to the advancement of the interest of said corporation and to the enhancement of the value of its stock or property of any kind or character.

#### ARTICLE III

The registered office of this corporation and the principal place for the transaction of its business is at Boise, Ada County, Idaho, but such registered or principal office may be changed from time to time by action of the Board of Directors of this corporation.

#### ARTICLE IV

The number of directors of this corporation shall be three (3). It is not necessary that a director be a shareholder of this corporation.

#### ARTICLE V

The amount of the duly authorized capital stock of this corporation is Twenty-five Thousand (\$25,000.00) Dollars divided into 25,000 shares of common capital stock at the par value of One (\$1.00) Dollar per share.

Each common share shall have full voting and dividend participating privileges, and all of the said stock shall be nonassessable.

From time to time the capitalization of this corporation may be increased or decreased as provided by law, and if the capitalization is increased, such amendment may provide for different classes of stock with such

priorities and privileges as may be provided in such amendment.

The stock of this corporation may be issued or sold from time to time as and when the Board of Directors shall determine for cash, property or services, the value of such property or services to be exclusively determined by the Board of Directors of this corporation.

#### ARTICLE VI

These Articles may be amended as provided by the laws of the State of Idaho.

#### ARTICLE VII

In furtherance and not in limitation of the powers conferred by law, the Board of Directors of this corporation is expressly authorized to remove at any time any officer elected or appointed by vote of a majority of the Board, and from time to time may fix or vary the percentage of net profit to be reserved and retained in the business, over and above its capital stock paid in, before declaring dividends; said Board of Directors may direct and determine the use and distribution of any surplus of net profits over and above the capital stock paid in; may fix the time for declaring and paying any dividends and unless otherwise provided in these articles or in the by-laws, determine the amount of any dividends to be paid.

#### ARTICLE VIII

The private property of the stockholders of this corporation shall not be subject to the payment of corporate debts of this corporation. The amount of capital stock actually subscribed is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>AMOUNT</u>
J. W. Amyx	Boise, Idaho	100 shares
John W. Amyx, Jr.	Boise, Idaho	100 shares
Johnie Grace Amyx	Boise, Idaho	100 shares

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 5<sup>th</sup> day of March, 1954.

J. W. Amyx  
Johnie Grace Amyx  
John W. Amyx, Jr.

STATE OF IDAHO, )  
County of Ada, ) ss.

On this 5<sup>th</sup> day of March, 1954, before me, a Notary Public in and for said County and State, personally appeared J. W. AMYX, JOHN W. AMYX, JR., and JOHNIIE GRACE AMYX, known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same.

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

Catherine L. Sney  
Notary Public for Idaho  
Residence: Boise, Idaho