

01 MAR 30 PM 2:08
STATE OF IDAHO

ARTICLES OF INCORPORATION
OF
WHITE ROSE CONSTRUCTION INC

IDAHO SECRETARY OF STATE
04/02/2001 09:00
CK: 778 CT: 84459 BH: 300266
1 @ 100.00 = 100.00 CORP # 2

FL The undersigned shareholders to these Articles of
Incorporation, a natural person competent to contract, hereby
forms a corporation under the laws of the State of Idaho.

ARTICLE I

The name of this corporation shall be:

WHITE ROSE CONSTRUCTION INC

ARTICLE II

FILED/EFFECTIVE
01 MAR 30 PM 2:08
STATE OF IDAHO
The general nature of the business and the object and
purposes to be transacted and carried on are to do any and all
the things herein named and mentioned, as fully and to the same
extent as natural persons might or could do, is:

Heavy construction and environmental cleanup.

To engage in and carry on any business activities
permitted under the laws of the United States of America and the
State of Idaho.

To purchase, lease or otherwise acquire and hold lands,
buildings and tenements for the offices and premises of the
corporation and to lease, mortgage and convey such real estate in
such manner as may appear for the best interests of the
corporation.

To sue and be sued and appear and defend in all actions
and proceedings in its corporate name to the same extent as a
natural person.

To adopt and use a common corporate seal and alter the
same.

To appoint such officers and agents as its affairs
shall require and allow them suitable compensation.

To adopt, change, amend and repeal by-laws, not
inconsistent with law or its certificate of incorporation, for
the exercise of its corporate powers, the management, regulation
and government of its affairs and property, the transfer on its
records of its stock or other evidence of interest or membership
and the calling and holding of meetings of its stockholders.

C 138478

To make and enter into all contracts necessary and proper for the conduct of its business.

To conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of franchises in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in foreign countries.

To purchase the corporate assets of any other corporation and engage in the same character of business. Acquire, enjoy and utilize and dispose of patents, copyrights and trademarks and any licenses or other rights or interests thereunder or therein. Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state or any other state or government; while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To purchase, hold, sell and transfer shares of its own capital stock, provided that it shall not purchase any of its own capital stock except from the surplus of its assets over its liabilities including capital. Shares of its own capital stock owned by the corporation shall not be voted, directly or indirectly, or counted as outstanding for the purpose of any stockholders' quorum or vote.

Do all and everything necessary and proper for the accomplishment of the objects enumerated in this certificate of incorporation or necessary or incidental to the benefit and protection of the corporation, and to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects enumerated in its certificate of incorporation or any amendments thereof.

Contract debts and borrow money at such rates of interest not to exceed the lawful interest rate and upon such terms as it or its Board of Directors may deem necessary or expedient and shall authorize or agree upon, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, whether secured or unsecured, and execute such mortgages or other instruments upon encumbering its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and the Board of Directors deem expedient.

Make gifts for educational, scientific or charitable purposes.

ARTICLE III

The maximum number of shares of stock of this corporation authorized to be outstanding at any one time shall be One Thousand (1,000) shares of privately held stock of the par value of One Dollar (\$1.00) each. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV

This corporation shall begin business with a capital of not less than One Thousand Dollars (\$1,000).

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The principal place of business of this corporation shall be located in the City of Kingston, County of Shoshone, State of Idaho, with a post office address within or without the state of Idaho as the Board of Directors shall, by appropriate action hereafter, from time to time determine.

ARTICLE VII

A. The business of this corporation shall be conducted and managed by its Board of Directors, and such Board of Directors shall consist of not less than two (2) members. A majority of the first Board of Directors named below shall have the power to approve and to adopt the by-laws of this corporation until their successors are elected or appointed.

B. The qualifications, time and place of election and term of office of each director shall be as provided for in the by-laws of the corporation.

C. The officers of this corporation may consist of two (2) Chief Executive Officers, a secretary and treasurer, and such other officers and agents as may be provided for by the by-laws of this corporation, who shall be chosen. serve for such term, and have such duties as may be prescribed by such by-laws.

D. A director may be removed with or without cause at any annual or special meeting of stockholders only upon affirmative vote of stockholders or fifty-one (51%) percent of stock present and voting.

ARTICLE VIII

The names and post office addresses of the members of first Board of directors who, unless otherwise provided by the by-laws of this corporation, shall hold office and manage the corporation for the first year of existence of the corporation, or until their successors are elected or appointed and have qualified, are as follows:

Tamala Calkins PO Box 335 Kingston, Idaho 83839

Donna Bumgardner PO Box 4 Kingston, Idaho 83839

ARTICLE IX

The name and post office address of the shareholders of these Articles of Incorporation is as follows:

Tamala Calkins President	PO Box 335 Kingston, Idaho 83839
Donna Bumgardner Vice President	PO Box 4 Kingston, Idaho 83839
Tamala Calkins Treasurer	PO Box 335 Kingston Idaho 83839
Donna Bumgardner Secretary	PO Box 4 Kingston Idaho 83839

ARTICLE X

In the event that the corporation enters into contracts or transacts business with one or more of its directors, or with any firm of which one or more of its directors are members or employees, or with any other corporation or association of which one or more of its directors, officers or employees, such contract shall not be invalidated or in any way affected by the fact that such director or directors have or may have interests therein which might be adverse to the interests of the corporation, even though the vote of the director or directors having such adverse interests shall have been necessary to obligate the corporation upon such contract or obligation; provided, however, that in any such case, the fact of such interest shall be disclosed to the other directors or shareholders acting upon or in reference to such contract or transaction.

No director or directors having disclosed adverse interests shall be liable to the corporation or to any shareholder or creditor thereof or to any other person for any loss incurred by it under or by reason of such contract or transaction, nor shall any such director or directors be accountable for any gains or profits realized thereon. Provided, also, that such contract or transaction shall, at the time at

which it was entered into, have been a reasonable one to have been entered into and shall have been, upon terms that, at the time, were fair.

ARTICLE XI

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceedings in which he may be involved or to which he may be made a party by reason of his being or having been a director or an officer of the corporation (said expenses to include attorneys' fees and the costs of reasonable settlements made with a view towards curtailment of costs of litigation), except in any such action, suit, or proceedings to have been derelict in the performance of his duty, as such officer or director.

Such right of indemnification shall be exclusive of any other rights to which a director or an officer may be entitled under any regulations, agreements, vote of stockholders or to which he may be entitled as a matter of law and the rights of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

ARTICLE XII

A director shall not be liable for dividends illegally declared, distributions illegally made to stockholders or any other action taken by reliance in good faith upon the financial statements of the corporation represented to him to be correct by an officer having charge of its books of account or a financial statement certified by a Certified Public Accountant to fairly reflect the financial condition of the corporation; nor shall he be liable if, in good faith in determining the amount available for dividends or distribution, he considers the assets to be of their book value.

ARTICLE XIII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved by a stockholders' meeting by fifty-one (51%) percent of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be adopted.

ARTICLE XIV

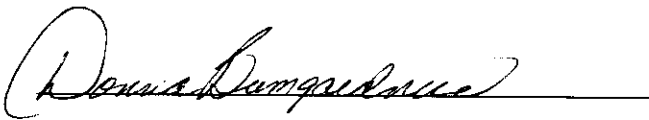
Any action that may be taken at a meeting of the shareholders of this corporation may be taken without a meeting, if consent in writing setting forth the action shall be signed by all, but not less than all, of the shareholders of the corporation entitled to vote on the action and shall be filed by the secretary of the corporation. This consent shall have the same effect as a unanimous vote at a shareholders' meeting. If all of the directors, severally or collectively, likewise, consent in writing to any action taken or to be taken by the corporation, and the secretary of the corporation, the action shall be valid as though it has been authorized at a meeting of the Board of Directors.

ARTICLE XV

IN PURSUANCE WITH THE APPLICABLE LAW, THE FOLLOWING IS SUBMITTED:

That WHITE ROSE CONSTRUCTION INC desiring to organize under the laws of the State of Idaho with its principal business office, as indicated in the Articles of Incorporation at the city of Kingston, County of Shoshone, State of Idaho, has named Donna Bumgardner as the registered agent, whose physical address is 205 B Reinoehl Rd, Kingston, Idaho 83839 for service of process within this state.

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping said office open.

A handwritten signature in cursive script, appearing to read "Donna Bumgardner", is written over a horizontal line.

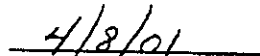
Signature of Resident Agent

ARTICLE XVI

01 APR -9 AM 10:09

SECRETARY OF STATE
STATE OF IDAHO
The following individual is the incorporator of these
articles of incorporation for White Rose Construction Inc., Donna
M Bumgardner, whose physical address is 205 B Reinohel Rd,
Kingston, Idaho 83839.


Signature


Date

IN WITNESS WHEREOF, the subscriber hereto has hereunto set his/her hand and seal this 28th day of February 2001

Tamala Calkins
Donna Bumgardner

Signature of First Stockholder (s)

State of Idaho

SS:

County of Shoshone

The foregoing instrument was acknowledged before me this 28th day of February 2001, by Donna Bumgardner and Tamala Calkins who produced his/her Idaho Drivers License as proof of identification and who are personally known to me and who did/did not take an oath.

SEAL

Gail M. Haynes

Notary Public

State of Idaho

Printed Name of Notary Public

GAIL M. HAYNES

My Commission Expires:

8-12-2003

March 02, 2001

01 MAR 30 PM 2:07

STATE OF IDAHO

State of Idaho
Pete T. Cenarrusa
Secretary of State
PO Box 83720
Boise, ID 83720-0080

Re: Articles of Incorporation for White Rose Construction Inc.

Dear Sir:

Enclosed please find for filing the original Articles of Incorporation for the above referenced corporation. I have enclosed my check in the sum of \$100.00 for the filing fee.

I have also enclosed a copy of the Articles which I am requesting that you mark as "true", stamp with the filing date and return to the undersigned in the envelope provided.

Thank you for your prompt and courteous attention to this mater.

Very truly yours

Donna Bumgardner



enclosures.

Secretary of State
Corporate Division
Room 208
State House
Boise, ID 83720