

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

LONDON EXCAVATING, INC.,

was filed in the office of the Secretary of State on **June 5th**, 19 **78**

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 **Idaho Falls, Idaho** in the county of **Bonneville**

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 **5th** day of **June**, A.D., 19**78**

Pete T. Cenarrusa

Secretary of State

Corporation Clerk

ARTICLES OF INCORPORATION
OF
LONDON EXCAVATING, INC.

The undersigned natural persons of the age of eighteen or more, acting as incorporators under the provisions of the Idaho General Business Corporations Act, adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this Corporation is LONDON EXCAVATING, INC.

ARTICLE II

PURPOSES

2.0 To engage in the excavating and construction business generally as principal or agent or otherwise; to conduct the aforesaid business and all of its branches; and to do such other things as are incidental, proper or necessary in the operation of said business and in carrying out of any or all of said purposes; to construct, erect, own, equip, maintain, operate and use, and to contract with others to construct and erect, and to lease to others to maintain, operate and use construction shops, storehouses, office buildings, and buildings of all kinds, and to pay for the construction, erection, or equipment of the same in cash, stock, or bonds of this corporation or otherwise.

2.1 To engage primarily in excavating, general contracting of construction work and/or sub-contracting various types of construction work. However, in addition thereto, the Corporation is formed to engage in any other business or trade

which, in the opinion of the directors of the Company, may be advantageously carried on in connection with or auxiliary to said primary business, and to do all such things as are incidental or conducive to the above objects or any of them.

2.2 To carry on or conduct a contracting business; to solicit, bid, enter into, and perform contracts for the doing of construction work and the furnishing of machinery, equipment, appliances, accessories, materials, and supplies of all kinds; and to do all things necessary, proper, or incidental to the attainment of the foregoing purposes.

2.3 To engage in the buying, selling, trading, repairing, altering, letting, dealing in, machinery and appliances of all kinds and descriptions, or buying and selling the same on commission or as owners, contracting for the erection and building of various types of houses, commercial buildings, etc., in the State of Idaho, and letting, hiring, and erecting the same and doing general excavating and construction work.

2.4 To engage in the primary business of manufacturing, buying, selling, and otherwise dealing in all kinds of electrical motors, machinery, devices, apparatus, supplies, and accessories.

2.5 To research, design, develop, manufacture, or otherwise acquire, sell, or otherwise dispose of, distribute, and to generally deal in and with all aspects of the excavating and construction business.

2.6 To engage in activities that are necessary, suitable, or convenient for the accomplishment of the above mentioned purposes of which are incidental thereto, or connected therewith.

2.7 To conduct its business and carry out the above purposes in any state, territory, district, or possession of the United States, or in any foreign country to the extent not forbidden by law.

ARTICLE III

POWERS

3.0 This Corporation shall have all the powers specified in the Idaho General Business Corporation Act, Idaho Code Section 30-114, and in addition thereto the following powers:

3.0.1 To do all and everything necessary, suitable, or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the exercise of any of the powers herein set forth, either alone or in conjunction with other corporations, firms, or individuals, and either as principals or agents, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the above mentioned objects, purposes, or powers.

3.0.2 To acquire by lease, purchase, contract, concession, or otherwise, and to own, develop, explore, exploit, improve, operate, lease, enjoy, control, manage, or otherwise

turn to account, mortgage, grant, sell, exchange, convey, or otherwise dispose of either within or without the State of Idaho and in any country, domestic or foreign, any and all real estate, lands, options, concessions, grants, land patents, franchises, rights, privileges, easements, tenements, estates, hereditaments, interests, and properties of every description and nature whatsoever which the Corporation may deem wise and proper in connection with the conduct of any business or businesses herein enumerated.

3.0.3 To apply for, obtain, purchase, lease, take licenses in respect of, or otherwise acquire, and to hold, own, use, operate, enjoy, turn to account, grant licenses in respect of, manufacture under, introduce, sell, assign, mortgage, pledge, or otherwise dispose of and any all inventions, devices, processes, and any improvements and modifications thereof.

3.0.4 To apply for, purchase, or by other means acquire, hold, sell, assign, lease, mortgage, or otherwise dispose of, and protect, prolong, and renew, whether in the United States or elsewhere, any patents, patent rights, licenses, protections, concessions, trademark and tradenames which may appear likely to be advantageous or useful to the Corporation, and to use and turn to account and to manufacture under or grant licenses or privileges in respect of the same, and to expend money in experimenting upon and testing and improving or seeking to improve any patents, inventions, or rights which the Corporation may acquire or propose to acquire.

3.0.5 To subscribe for, acquire by purchase or otherwise, and to own, hold, sell, assign, and transfer shares of the capital stock of any other corporation and to exercise all the rights of a stockholder; to acquire by purchase or otherwise hold and dispose of the stocks and bonds of this Corporation.

3.0.6 To acquire all or any part of the good will, rights, property, and business of any person, firm, association, or corporation, heretofore or hereafter engaged in any business similar to the business of this Corporation or otherwise, and to pay for it in cash or in stock or obligations of the Corporation or otherwise, and to hold, utilize, enjoy, and in any manner dispose of the whole or any part of the rights and property so acquired, and to assume in connection therewith any liabilities of any such person, firm, association, or corporation, and to conduct in any lawful manner in the State of Idaho and/or in any other state, territory, locality, or country, the whole or any part of the business thus acquired, provided such business is not prohibited by the laws of the State of Idaho.

3.0.7 To purchase, lease, or otherwise acquire lands and buildings in this State, or elsewhere, for the erection and establishment of a manufactory or manufactories and workshops, with suitable plant, engines, motors, machinery, and equipment with a view to manufacture, buy, sell, import, and export, or otherwise deal in or with, as distributors and retailers, any of the wares, merchandise, or goods which this Company may lawfully manufacture or deal in.

3.0.8 To promote and assist, financially or otherwise, corporations, firms, syndicates, associations, individuals, and others and to give any guarantee in connection therewith or otherwise for the payment of money or for the performance of any other undertaking or obligation.

3.0.9 To conduct and carry on its business or any branch thereof in any state or territory of the United States or in any foreign country in conformity with the laws of said state, territory, or foreign country, and to have and maintain in any state, territory, or foreign country a business office, plant or store.

3.0.10 To erect, construct, maintain, improve, rebuild, enlarge, alter, manage, and control, directly or through ownership of stock in any corporation, any and all kinds of buildings, houses, stores, offices, shops, warehouses, factories, mills, machinery, and plants, and any and all other structures and erections which may at any time be necessary, useful, or advantageous, for the purposes of the Corporation, and which can be lawfully done under the laws of the State of Idaho.

3.0.11 To do any or all of the things set forth herein to the same extent as a natural person might or could do in the State of Idaho or any part of the world as principals or agents, or otherwise alone or in company with others, without restriction as to time, place, or amount.

3.0.12 Subject to the limitations and restrictions imposed by law, to do all and everything necessary, suitable, or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the furtherance of any of the powers

hereinbefore set forth, either alone or in connection with other corporations, firms, or individuals, and either as principals or agents, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects, purposes, or powers, or any of them.

3.0.13 To issue both preferred and common stock, and accept payment of subscriptions therefor and such installments, in such manner, on such terms, in money or in property, real or personal, or both, as shall be determined by the Board of Directors.

3.0.14 It is the intention that each of the powers specified in each of the paragraphs herein, except where otherwise specified, shall not be limited or restricted by reference to or inference from the terms of any other paragraph or of any other article, but that the powers and the enumeration of specific powers shall not be construed to restrict in any manner the general terms and powers of this Corporation, nor shall the expression of one thing be deemed to exclude another, although it be of a like nature.

3.0.15 To engage in any business whatsoever either as principal or as agent or both, or as a syndicate, which the Corporation may deem convenient or proper in furtherance of any of the purposes hereinabove mentioned or otherwise; to conduct its business in this state, in other states, in the District of Columbia, in the territories and possessions of the United States, and in foreign countries; and to have and to exercise all powers authorized by the laws of the State of Idaho under which the Corporation is formed, whether expressly set forth in this paragraph or not, as such laws are now in effect or may at any time hereafter be amended.

3.0.16 To acquire any and all trademarks, trade-names, and trade symbols, and other indications of origin and

ownership granted by or recognized under the laws of the United States or any other country, state, territory, or locality.

3.0.17 With power, for its corporate purposes, to borrow money, and, from time to time, make, accept, endorse, execute, issue bonds, debentures, promissory notes, bills of exchange, or other obligations of the Corporation for moneys borrowed or in payment for property acquired or for any of the other objects or purposes of the Corporation or its business, and to secure payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreements in regard to, all or any part of the property, rights, or pledges of the corporation wherever situated, whether now owned or hereinafter to be acquired.

3.0.18 To enter into any kind of contract or agreement, cooperative, or profitsharing plan with its officers or employees that the Corporation may deem advantageous or expedient or otherwise to reward or pay such persons for their services as the Directors may deem fit.

3.0.19 Employee plans. From time to time, to provide and carry out and to recall, abolish, revise, amend, alter, or change a plan or plans for the participation by all or any of the employees, including Directors and Officers of this Corporation, and for the furnishing to such employees and persons or any of them, at this Corporation's expense, of medical services, insurance against accident, sickness, or death, pensions during old age, disability or unemployment, education, housing, social services,

recreation, or other similar aids for their relief or general welfare, in such manner and upon such terms and conditions as may be determined by the Board of Directors.

ARTICLE IV

STOCK

4.0 Description of Classes of Shares. There shall be one class of shares, all of which shall be common shares.

4.1 Number of Shares. The aggregate number of shares which this Corporation shall have authority to issue is 20,000 shares, with a par value of \$1.00 per share, for an aggregate par value of \$20,000.00.

4.2 Voting Rights. Each share shall have equal voting powers; each share entitling the holder to one vote.

4.3 Nonassessable. No shares shall be issued until the same are fully paid for, and when fully paid for, the same shall be nonassessable. There shall be stated on each stock certificate in print the following: "The shares represented by this certificate are fully paid for and nonassessable."

4.4 Internal Revenue Code Section 1244. All stock issued shall be considered "Section 1244 Stock" as is defined under Internal Revenue Code Section 1244. Any individual or partnership receiving such stock shall be entitled to any benefits as explained in that Internal Revenue Code Section.

ARTICLE V

PREEMPTIVE RIGHTS AND RELATED MATTERS

5.0 Statement of Preemptive Rights. When the Board of Directors so determines, each holder of existing shares in this Corporation shall have the first right to purchase shares

of this Corporation that may from time to time be issued, in the ratio that the number of shares he holds at the time of the issue bears to the total number of outstanding shares. This right shall be waived by any shareholder who does not exercise it and pay for shares preempted within thirty (30) days of the receipt of a notice in writing from the Corporation setting the prices, terms and conditions of the issues of shares and inviting him to exercise his preemptive rights. This statement of preemptive rights does not in any way inhibit or prohibit the Directors from issuing stock in the form of stock options.

5.1 Consideration for Shares. Shares of this Corporation shall be issued only for cash or services in kind, with the approval of the Directors, to an amount not less than the aggregate par value of the shares being issued, or for consideration other than cash, the fair value of which to the Corporation is not less than the aggregate par value of the shares subscribed for.

ARTICLE VI

PROVISIONS FOR REGULATION OF THE CORPORATION'S INTERNAL AFFAIRS

6.0 Meetings of Shareholders and Directors. Meetings of the shareholders and directors of this Corporation may be held within or without the State of Idaho at such place or places as may from time to time be designated in the code of bylaws or by resolution of the Board of Directors.

6.1 Code of Bylaws. The initial code of bylaws of this Corporation shall be adopted by its shareholders. The power to amend or repeal the bylaws or to adopt a new code of bylaws shall be in the shareholders, but, the affirmative vote of the

holders of one hundred percent of the shares outstanding shall be necessary to exercise the power. The code of bylaws may contain any provisions for the regulation and management of this Corporation which are consistent with the Idaho Business Corporation Act and these Articles of Incorporation.

ARTICLE VII

REGISTERED OFFICE AND REGISTERED AGENT

7.0 The initial registered agent in the State of Idaho of this Corporation is:

Verle Landon
Route 7, Box 114
Idaho Falls, Idaho 83401

7.1 The initial registered office in the State of Idaho of this Corporation has the address as follows:

Landon Excavating, Inc.
Route 7, Box 114
Idaho Falls, Idaho 83401

ARTICLE VIII

INFORMATION ON THE INCORPORATORS

8.0 The name and post office address of each of the incorporators and the number and class of shares for which each subscribed is as follows:

Verle Landon Route 7, Box 114 Idaho Falls, Idaho 83401	100 Shares Common
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Amle Landon Route 2, Box 270B Rigby, Idaho 83442	100 Shares Common
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Kathleen Lundberg 905 Austin Avenue Idaho Falls, Idaho 83401	1 Share Common
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IN WITNESS WHEREOF, the undersigned being the incorporators of this Corporation, execute the Articles of Incorporation in triplicate and certify to the truth of the facts therein stated, and do respectively subscribe to the number of shares hereinbefore set forth after their names, this 31st day of May, 1978.


Verle Landon

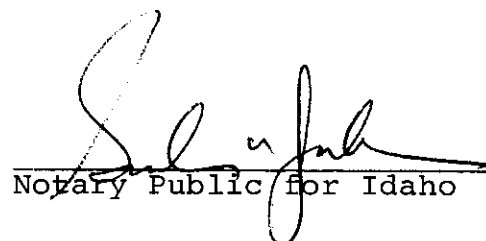

Amle Landon


Kathleen Lundberg

STATE OF IDAHO)
) ss.
County of Bonneville)

I, the undersigned Notary Public duly commissioned to take acknowledgements and administer oaths in the State of Idaho, certify that on this 31st day of May, 1978, before me, personally appeared VERLE LANDON, AMLE LANDON, and KATHLEEN LUNDBERG, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same, and swore to the truths therein stated.

Witness my hand and official seal this 31st day of May, 1978.


Notary Public for Idaho