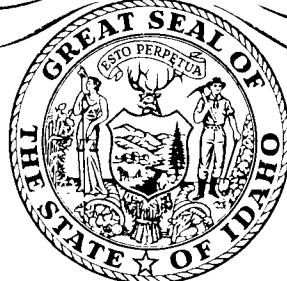


State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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 STATE OF IDAHO

a corporation duly organized and existing under the laws of Nevada has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the Twenty-third day of April, 1965, a properly authenticated copy of its articles of incorporation, and on the Twenty-third day of April, 1965, a designation of E. F. Morris et al. in U. S. Room in the County of Ada as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 23rd day of April, 1965, A.D. 1965.

Secretary of State.

OFFICE OF
JOHN KOONTZ
SECRETARY OF STATE

THE STATE OF NEVADA



DEPARTMENT OF STATE

I, JOHN KOONTZ, the duly elected, qualified and acting Secretary of State of the State of Nevada, do hereby certify that the annexed is a true, full and correct transcript of the original Articles of Incorporation of

NELSON BROTHERS CONSTRUCTION COMPANY

as the same appears on file and of record in this office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office in Carson City, Nevada, this 11TH day of AUGUST A. D. 1960



John Koontz
Secretary of State

Deputy

ARTICLES OF INCORPORATION
OF
NELSON BROTHERS CONSTRUCTION COMPANY

The undersigned citizens of the United States and persons of legal age acting as incorporators of the corporation under and pursuant to the laws of the State of Nevada, do hereby adopt, certify, agree and declare the following to be our Articles of Agreement and Incorporation.

ARTICLE I.

The name of this corporation is NELSON BROTHERS CONSTRUCTION COMPANY.

ARTICLE II.

The existence of this corporation shall be perpetual unless sooner dissolved or disincorporated according to law.

ARTICLE III.

The principal office of the company in the State of Nevada is to be located at the office of Edwin J. Dotson, 203 Bridger Street, Las Vegas, County of Clark, State of Nevada

ARTICLE IV.

The purposes and pursuits to be transacted by this corporation are limited as follows:

FIRST: To conduct, engage in and carry on business as a general building contractor and as a general engineering contractor and in connection therewith but without limiting the generality thereof, to construct, repair, remodel, and maintain buildings and structures of all kinds; to construct, repair, remodel and maintain irrigation, drainage, water power, water supply, flood control and inland water systems, and all structures and fixed works relating thereto; to construct, repair, remodel and maintain railroads, highways, tunnels, bridges, pipe lines, power lines, airports, airways, sewers and sewer systems; to construct, repair, remodel and maintain public works and to excavate and transport earth and earth products.

SECOND: To render and charge for services of every kind and character which the corporation may legally perform.

THIRD: To purchase or otherwise acquire, and to own, maintain, develop, improve, use, grant licenses in respect of, mortgage, sell, exchange and otherwise dispose of and deal in and with letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names.

FOURTH: To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein wherever situated.

FIFTH: To purchase or otherwise acquire and to own, pledge, sell, exchange and otherwise dispose of and deal in and with shares of the capital stock, rights, bonds, debentures, notes, trust receipts and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporations, associations, firms, trusts or persons, public or private, or by the government of the United States of America, or by any foreign government or by any state, territory, province, municipality or any other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

SIXTH: To enter into, make and perform contracts of every kind and description with any other party.

SEVENTH: To lend money and to borrow money and from time to time, without limit as to amount, to issue, accept, endorse and execute promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness and to secure the payment of any thereof or the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other

obligations of the corporation for its corporate purposes.

EIGHTH: To buy, acquire, own, use, encumber, sell and dispose of and otherwise deal in for any purpose whatsoever, its own corporate stock and any other evidence of indebtedness of any kind whatsoever issued by this corporation.

NINTH: To conduct its business and exercise any and all its corporate powers and rights, both within and without the State of Nevada, and to have offices and exercise powers in any state, territory, district or possession of the United States or in any foreign country.

TENTH: To make, execute and enter into and negotiate contracts for any other person, legal or fictitious, or any association, partnership or entity whatsoever for any lawful purpose, including but not limited to joint ventures, profit-sharing transactions, and to acquire, own and dispose of going concerns and businesses of all kinds in connection with such contracts

ELEVENTH: To engage generally and without restriction in the business of wholesaling, jobbing and acting as a commission agent or merchant in the purchase and sale of all commodities, goods, chattels, realty, substances and choses in action.

TWELFTH: To engage generally in the retail trade business, and in connection therewith, to buy, sell, hypothecate and otherwise deal in all classes of commodities, including choses in action.

THIRTEENTH: To engage generally in investment enterprises, investments and realty operations and to do all and sundry acts necessary or helpful to the operation of any such enterprises.

FOURTEENTH: To carry on any other lawful business whatsoever in connection with any of the purposes and powers described in these articles or which is calculated directly or indirectly to promote the interest of the corporation or to enhance the value of the corporate property or any enterprise of the corporation, and to promote generally the welfare of the corporation.

FIFTEENTH: To enter into any lawful arrangement or venture for sharing profits, union of interest, reciprocal asso-

ciation or cooperative association with any corporation, association, partnership, individual or other legal entity for the carrying on of any business, the purpose of which is similar to the purposes set forth in this section.

SIXTEENTH: To make any guarantee respecting stocks, dividends, securities, indebtedness, interest, contracts or other obligations created by an individual, partnership, association, operation or other entity to the extent that such guarantee is made in pursuance of the purposes herein set forth.

SEVENTEENTH: To do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinabove set forth, to do all things incidental thereto or connected therewith which are not forbidden by law or by these Articles of Incorporation.

EIGHTEENTH: To do any and all of the things in this article set forth to the same extent as natural persons might or could to and in any part of the world as principals, agents, contractors, trustees or otherwise and either alone or in company with others.

NINTEENTH: The foregoing clauses are to be construed both as purposes and powers, and it is hereby expressly provided that the enumeration herein of specific purposes, objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation.

ARTICLE V.

The total number of shares of stock which the corporation shall have authority to issue is 20,000 with a par value of \$10.00 per share, amounting in the aggregate to \$200,000.00, said amount being the total authorized capital stock. All of said stock shall be common stock and there shall be no other class of stock other than common stock. All of the voting rights in the corporation shall reside in the said common stock. All stockholders shall be entitled to vote one vote for each share owned by him as appears of record in the books and records of said corporation.

ARTICLE VI.

The governing body of this corporation shall be a Board of Directors of not less than three nor more than five members, all of whom shall be of legal age and at least one of whom shall be a citizen of the United States. Management, direction and control over the affairs of this corporation shall be vested in said Board.

(a) A majority of the Board of Directors shall be necessary to constitute a quorum for the transaction of business and no act of the Board shall be binding upon this corporation in the absence of an affirmative vote of a majority of the entire Board.

(b) The term of the members of the Board of Directors shall be one year or until their successors shall have been duly elected and qualified. Directors shall be chosen at the annual meeting of the stockholders or at a special meeting of the stockholders called for that purpose. The appropriate number of qualified persons with the largest number of votes at any election of directors shall be declared elected. The number of directors shall not be increased except upon the affirmative action of not less than a majority of the issued and outstanding stock of the corporation.

(c) The resignation of any officer or director shall be effective upon the date tendered or the date specified therein without acceptance by the corporation. In the event of the death, resignation or inability to act of any director, the secretary of said corporation is empowered to and shall immediately call a special stockholders' meeting to elect a new board of directors and the terms of all existing directors shall terminate upon the election and qualification of the new board.

(d) The Board shall have the power to issue treasury stock in exchange for assets or stock or any interest in any business whatsoever by the unanimous action of the said Board. The Board shall have all of the powers permitted directors of corporations under and by virtue of the laws of the state of Nevada. Any stock so issued by the corporation shall be deemed fully paid.

(e) Other than directors, the officers of this corporation shall be a president, an executive vice president and

general manager, and a secretary-treasurer. Until the first meeting of the stockholders of this corporation, the following named persons shall act as directors and officers:

L. Wayne Redd	President and Director
Oren A. Nelson	Executive Vice President, General
"	Manager and Director
Emery G. Nelson	Secretary-Treasurer & Director
Willard E. Nelson	Director

ARTICLE VII..

The capital stock of this corporation shall not be assessable. It shall be issued as fully paid and the private property of the stockholders shall not be liable for the debts, obligations or liabilities of this corporation.

ARTICLE VIII.

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

L. Wayne Redd 260 West 6750 South Bountiful, Utah	1 share
Oren A. Nelson 1228 Harrison Avenue Salt Lake City, Utah	1 share
Emery G. Nelson 1139 Herbert Avenue Salt Lake City, Utah	1 share
Willard E. Nelson 2370 Blaine Avenue Salt Lake City, Utah	1 share

ARTICLE IX.

The Directors of this corporation shall be stockholders of record in this corporation. No officer need be a stockholder except that the president of the corporation shall be a member of the Board of Directors.

ARTICLE X.

No stockholder shall sell, transfer, assign, convey or encumber any of his stock in this corporation without first complying with the terms and provisions of this article. The requirements of this article may be waived in writing in whole or in part by the owners of all of the issued and outstanding stock of

this corporation. Any owner of stock desiring to sell, assign, or convey said stock shall be required to offer said stock as follows:

(a) Sale. Any stockholder desiring to sell or assign his stock shall notify in writing all other capital stockholders of the corporation and the corporation of his intention to dispose of said stock. If said stockholder has received a bona fide offer to purchase said stock he shall communicate said offer, the name of the offeror and the terms of said offer to the stockholders and corporation together with a statement of his intention to dispose of said stock as above set forth, and for a period of 30 days thereafter the corporation shall have the option to purchase said stock at the price and upon the same terms and conditions as those set forth in the offer to said stockholder. If no such offer has been received, the corporation shall have the option to purchase said stock for the book value of the stock as shown by the books and records of the corporation. If the corporation fails to exercise such options, the secretary of the corporation shall forthwith notify all stockholders of such failure and the owners of the stock, except the owner of the stock being offered for sale, shall have the option for a period of thirty days after said notification to purchase such part of the stock offered as the ratio of the offeree's stock bears to the total issued and outstanding stock of the corporation. If the stock offered for sale or any part thereof remains unsold either to the corporation or to any other stockholder at the end of the period of time that said options are in effect, the stockholder desiring to sell shall be entitled to sell such stock on the open market to any person whomsoever.

(b) Encumbrances. A stockholder desiring to encumber his stock shall notify the corporation in writing of his desire to encumber or otherwise hypothecate said stock, together with the proposed terms of the said encumbrance at least thirty days prior to said encumbrance. In the event the amount of the said proposed encumbrance exceeds the book value of said shares as shown by the books of the corporation, said notice shall be construed as an offer

to sell and the procedure applicable to sales and other conveyances shall be followed by the offering stockholder of the corporation and other stockholders. The stockholder desiring to encumber his stock shall at the time of the said encumbrance notify the lender or other person receiving any security interest in said stock of the terms and provisions of this paragraph. The corporation shall be entitled to no less than thirty days notice of any default of the borrower on such security transaction. The corporation shall have the right to redeem said stock by payment of the amount of arrears in any security transaction and to be subrogated to the rights of the security interest holder. No security transaction of any kind whatsoever shall be valid except upon compliance with the provisions of this article and the corporation shall not recognize any claim or interest of any holder of such security except upon compliance with the terms of this subparagraph.

(c) The defaulting stockholder shall be liable for all costs incident to the enforcement of this article, including reasonable attorneys' fees. The provisions of this article shall be construed to be incidents of and limitations upon the property rights of the shares of stock of this corporation. Such provisions shall be construed pursuant to the laws of the State of Nevada.

(d) Notices provided for or required in this article shall be sent by registered mail to the last known place or address of the stockholder and to the secretary of the corporation.

(e) Any stockholder may assign to any other stockholder his option to purchase as provided in subparagraph (a) of this article.

(f) In determining book value per share of the stock subject to this agreement, standard accounting practices shall be followed. The value shown on the books and records of account of the corporation shall be conclusive on the parties except that the following shall be observed:

(1) Good will and going concern value have been taken into account in arriving at the formula herein provided.

The only good will to be considered shall be that shown on the books of the corporation, if any, at the time herein provided.

(2) All accounts payable shall be taken at the face amount less discounts deductible therefrom. All accounts receivable shall be taken at the face amount thereof less discounts to the customers and reasonable reserves for bad debts.

(3) All machinery, fixtures and equipment shall be taken at the depreciated value appearing on the books of the corporation.

(4) Inventory of merchandise and supplies shall be computed at cost or market value, whichever is lower.

(5) All unpaid and accrued taxes shall be deducted as liabilities.

(6) Any stock of this corporation carried on the books as treasury stock shall be considered as having been redeemed and cancelled. Book value per share shall be computed as of the last day of the month preceding the notice of sale as described in subparagraphs (a) and (b) of this article, whichever is applicable. When such determination has been made and certified it shall be binding upon the corporation and all stockholders for the purposes described in this article.

ARTICLE XI.

The holders from ^{time} to time of the shares of the corporation shall have the pre-emptive right to purchase at such respective equitable prices, terms and conditions as shall be fixed by the Board of Directors such of the shares of the corporation as may be issued from time to time over and above the issue of the first 13,500 shares of the corporation which have never previously been sold. Such pre-emptive rights shall apply to all shares issued after such first 13,500 shares, whether such additional shares constitute a part of the shares presently or subsequently authorized or constitute shares held in the treasury of the corporation and shall be exercised in the respective ratio which the number of shares held by each shareholder at the time of such issue bears to the total number of

shares outstanding in the names of all shareholders at such time.

ARTICLE XII.

The annual meeting of the shareholders of this corporation shall be held on the Wednesday following the first Monday in July of each year, commencing with the year 1960, at the hour of 2:00 p.m. in the office of the corporation in Las Vegas, Nevada, or at such other place as the Board of Directors may determine. Notice thereof shall be given in writing signed by the president or vice president and secretary, and shall be given personally or by mail to the stockholder at his last known address shown on the books of the corporation not less than ten days nor more than sixty days before such meeting. Special stockholders' meetings may be called by any two directors of the corporation or by the owner or owners of not less than one-third of the issued and outstanding capital stock of the corporation. In such event such notices shall be given in the same manner as notices of the annual meeting, except they shall be given by the persons calling the meeting. No special stockholders' meeting shall consider any business except that which is designated with particularity in the notice of said meeting. Any meeting to amend the Articles of Incorporation shall describe in detail the proposed amendment. Stockholders may vote in person or by proxy on such matters as may be presented to the Board for determination.

ARTICLE XIII.

The Board of Directors and stockholders may hold meetings within or without the State of Nevada in the discretion of the Board of Directors. The Board of Directors shall have power to adopt such bylaws and rules as may be necessary in its judgment for the management of the affairs of this corporation.

ARTICLE XIV.

No contract or other transaction between the corporation and any other corporation or business entity shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in or is a director, officer, or directors or officers of such other corporation or entity, and

any director or directors individually or jointly may be a party or parties to or may be interested in any contract or transaction of this corporation or in which this corporation is interested; and no contract, act or transaction of this corporation with any person or persons, firm or association shall be affected or invalidated by the fact any director or directors of this corporation is a party or are parties to or interested in such contract, act or transaction, or any way connected with such person or persons, firm or association, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or the firm or corporation which he may in any way be interested so long as full disclosure is made.

ARTICLE XV.

The corporation reserves the right to amend, alter, change or repeal any provisions contained in this certificate of incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE XVI.

The Board of Directors is hereby authorized by these Articles of Incorporation to make provision for reasonable compensation to its members for their services as directors and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

IN WITNESS WHEREOF the incorporators have hereunto set their hands this 25th day of June, 1959.

L. Wayne Reid
Clay A. Nelson
Emery D. Nelson
Willard E. Nelson

STATE OF UTAH)
)
COUNTY OF SALT LAKE) ss.

On this 25th day of June, 1957, personally appeared before me L. WAYNE REDD, OREN A. NELSON, EMERY G. NELSON and WILLARD E. NELSON, known to me to be the persons described in and who executed the foregoing instrument, who duly acknowledged to me that they executed the same freely and voluntarily for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official notarial seal at my office in the County of Salt Lake, State of Utah, the day and year in this certificate first above written.

Helen Elaine Nordberg
Notary Public
Residing at Salt Lake City, Utah

My commission expires:

November 19, 1962