



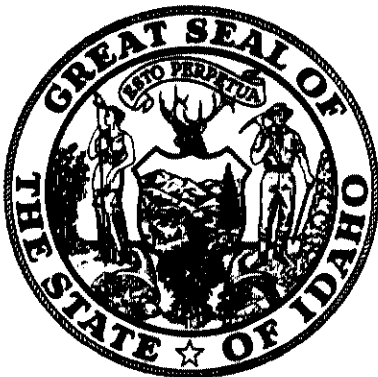
**CERTIFICATE OF INCORPORATION
OF**

KELLEY'S' TOP ROOFING COMPANY INCORPORATED

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: April 30, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

by:

Elizabeth M. Zabala

RECEIVED
SEC. OF STATE

ARTICLES OF INCORPORATION

91 APR 30 AM 8 25

OF THE

KELLEYS' TOP ROOFING COMPANY INCORPORATED

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, each of whom is a citizen of the United States and of the State of Idaho, over the age of twenty-one years, have this day voluntarily associated ourselves together for the purpose of organizing and forming a corporation for profit under the general business corporation laws of the State of Idaho, and we do hereby certify and declare as follows, to wit:

ARTICLE I

The name of the corporation hereby organized shall be "KELLEYS' TOP ROOFING COMPANY INCORPORATED."

ARTICLE II

The corporation hereby organized shall have perpetual existence unless the same is dissolved or otherwise terminated according to law.

ARTICLE III

The location and Post Office address of the registered office of the corporation in the State of Idaho is 5155 Yellowstone Avenue, Space Number 15, Chubbuck, Idaho 83202.

ARTICLE IV

The registered agent of said corporation shall be Mitzi D. Kelley, whose business office is identical with the

registered office of the corporation set forth in Article III above.

ARTICLE V

The objectives and purposes for which this organization is organized and the powers and authority to be possessed by it under and by virtue of its corporate charter are as follows, to wit:

1. To engage in the business of contracting and performing all manner, type, or form of roofing construction.

2. To engage in and perform all manner of construction and consultation services.

3. To engage in and conduct any business activity related to the construction trades.

4. To acquire, by purchase, gift, lease or other legal means, and to own, lease, hold, improve, equip, supply, manage, run, till, farm, operate, or cultivate and deal in and sell, lease, transfer, and convey or otherwise dispose of all types or real estate, including but not limited to commercial and noncommercial properties, agricultural lands, farm grounds, range and grazing lands, both in its own account and as agent for other persons or corporations.

5. To engage in the business of farming, ranching, and general livestock grazing, and in connection therewith, to acquire by purchase, lease, gift, or other legal means, all manner of agricultural lands, including irrigation, farms, dry land farms, ranching and grazing lands, and to operate, conduct, or otherwise manage cattle, sheep, dairy, swine, and fowl

business activities; to supervise, manage, operate, run, improve lands, flocks, and herds; to renovate, seed, and improve grazing lands to grow, cultivate, raise, harvest, store, sell, market at wholesale and retail prices, agricultural crops; and to breed, feed, fatten, graze, herd, control, brand, care for, sell, encumber, or dispose of, market at retail or wholesale, cattle, sheep, swine, or fowl both on its own account and as agent for other persons or corporations; to process, preserve, and merchandise crops grown; and to slaughter, butcher, and merchandise cattle; and to engage in, carry on, and on its own to operate and manage any and all other businesses incident to or connected with the business of farming, ranching, and general livestock raising.

6. To do any and all things necessary, proper, and convenient to carry out the foregoing and above specified purposes, including but not limited to, the following:

To borrow money and to execute and deliver promissory notes, bonds, debentures or other negotiable and non-negotiable instruments in evidence thereof, and to secure the payment of the same by mortgages, liens, or other encumbrances or security device upon any property owned or controlled by the corporation.

To construct, acquire by purchase, lease or otherwise, and to own, hold and operate land, livestock, warehouses, elevators, cellars, slaughterhouses or other structures for effectuation of the purposes of this corporation.

To acquire by purchase, gift, or other legal means, and to own, hold, sell, transfer, pledge or otherwise deal in corporate stocks, bonds, or other securities of any other corporation or corporations and to sell, transfer, assign, and convey the same.

To acquire by purchase, lease, or otherwise, and to own, hold, manage, control, and operate automobiles, trucks, tools, office equipment, supplies, etc., tractors, and any and all types and kinds of machinery or equipment necessary, suitable, or convenient for the conduct of the business purposes hereinbefore set forth, construction, roofing, or consulting services, farming, ranching operations, or any other business authorized hereby, the improvement and leveling of land, the development of subsurface water resources, irrigation ditches, sprinkler systems and other water distribution and storage facilities.

To acquire by lease or purchase, and to own, hold, sell, transfer, convey, let or otherwise acquire, sell, or dispose of water and water rights, including the development and use of surface and subsurface waters for the operation of agricultural and range lands.

In addition to the powers and purposes set forth above, the corporation shall have such additional general powers as are provided by the general business corporation laws of Idaho, including but not limited to the powers granted by Section 30-1-4, Idaho Code, as the same is now enacted or as the same may hereafter be amended.

ARTICLE VI

The authorized capital stock of the corporation shall consist of One Hundred Thousand (100,000) shares of common stock having a par value of One Dollar (\$1.00) per share. Each share shall have the same and equal preemptive right, voting power and right upon dissolution, and all shares shall be nonaccessable.

ARTICLE VII

The name and Post Office address of each of the incorporators and the number of shares for which each has subscribed is:

NAME:	ADDRESS:	NO. OF SHARES
GERALD K. KELLEY	5155 Yellowstone Avenue Space Number 15 Chubbuck, Idaho 83202	25,000
MITZI D. KELLEY	5155 Yellowstone Avenue Space Number 15 Chubbuck, Idaho 83202	25,000

ARTICLE VII

That the business and affairs of the corporation shall be managed and controlled by a Board of Directors composed of two (2) persons, each of whom shall be required to be a stockholder in the corporation. The incorporators shall comprise the first Board of Directors, and shall hold office until their successors shall have been elected. The officers of the corporation shall consist of a President, Vice-President, Secretary, and Treasurer. The offices of Vice-President, Secretary, and Treasurer may be held by the same person. The officers shall be elected by and from the directors.

ARTICLE VIII

The incorporators of this corporation shall have the first right and option to buy or acquire any of the common stock of any incorporator, above named, and the sale or other disposition of said stock shall be controlled exclusively by the conditions of the bylaws of the corporation. The purchase price at which each incorporator shall have the option to purchase the common stock of any other incorporator shall be at the par value of the shares at the date of incorporation.

ARTICLE IX

The conduct and management of the business and affairs of the corporation shall be governed by such rules and regulations as are set forth in the bylaws of the corporation.

IN WITNESS WHEREOF, we hereunto set our hands and seals in duplicate this 25th day of April, 1991.

Gerald K. Kelley
GERALD K. KELLEY


Mitzi D. Kelley
MITZI D. KELLEY

STATE OF IDAHO)
)ss.
County of Cassia)

On this 25th day of April, 1991, before me, the undersigned, a Notary Public in and for said State, personally appeared GERALD K. KELLEY and MITZI D. KELLEY, known to me to be the persons whose names are subscribed to the within and foregoing instrument, and acknowledged to me that they 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.

(SEAL)


Notary Public for Idaho
Residing at:
My Commission Expires: