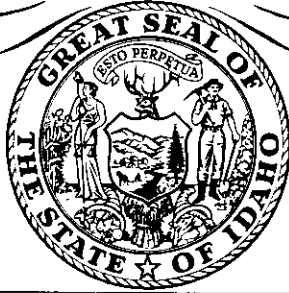


State of Idaho



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

BARTON, STODDARD, MILHOLLIN, AND LUPTON, INC.

a corporation duly organized and existing under the laws of **Colorado** 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 **Seventh** day of **November** **1963**, a properly authenticated copy of its articles of incorporation, and on the **Seventh** day of **November** **1963**, a designation of **S. M. Barton** 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 **7th** day of **November**, A.D. **1963**.

Secretary of State.

STATE OF COLORADO



DEPARTMENT OF
STATE

CERTIFICATE OF
AMENDMENT

I, Byron A. Anderson,

Secretary of State of the State of Colorado, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of -----

-----BARTON, STODDARD, MILHOLLIN, AND LUPTON, INC.-----

duly signed and verified pursuant to the provisions of the Colorado Corporation Act, have been received in this office and are found to conform to law.

Accordingly the undersigned, as such Secretary of State, and by virtue of the authority vested in me by law, hereby issues this Certificate of Amendment and attaches hereto a duplicate original of the Articles of Amendment.

Dated this THIRTY-FIRST *day of* OCTOBER *A. D. 19*3*.*

Byron A. Anderson

SECRETARY OF STATE

BY *Edw. Buck*

DEPUTY

ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION
of

BARTON, STODDARD, MILHOLLIN, AND LUPTON, INC.

Pursuant to the provisions of the Colorado Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is **BARTON, STODDARD, MILHOLLIN, AND
LUPTON, INC.**

SECOND: The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on **August 31** **63**, in the manner prescribed by the Colorado Corporation Act:

(Insert Amendment)

Article Fourth: A. is amended so that as amended the same should read as follows:

"Fourth: A. The total authorized capital stock of our said corporation shall be Forty-Five Thousand (45,000) shares of par value of one dollar per share. All of said stock issued shall be fully paid and non-assessable."

ARTICLES OF AMENDMENT—Continued

THIRD: The number of shares of the corporation outstanding at the time of such adoption was ✓ 45,000; and the number of shares entitled to vote thereon was ✓ 45,000

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

<u>Class</u>	(Note 1)	<u>Number of Shares</u>
Common		

FIFTH: The number of shares voted for such amendment was 45,000; and the number of shares voted against such amendment was none

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was:

<u>Class</u>	<u>Number of Shares Voted</u>	
	<u>For</u>	<u>Against</u>
Common		None

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows:

(Note 2)
One share of common stock of par value one dollar per share for each share of no par value stock.

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows:

(Note 2)

Dated September 17 19 63

Bruce W. Stoddard (Note 3)

By **Vice President** (Note 4)

and Elliot Lupton
Assistant Secretary

STATE OF COLORADO,
City & County of Denver ss.

Before me, Frederick P. Cranston, a Notary Public in and for the said County and State, personally appeared Bruce W. Stoddard who acknowledged before me that he is the Vice President of Barton, Stoddard, Milbollen, and Lupton, Inc. a Colorado corporation and that he signed the foregoing Articles of Amendment as his free and voluntary act and deed for the uses and purposes therein set forth.

In witness whereof I have hereunto set my hand and seal this 17th day of September, A. D. 1963

My commission expires October 21, 1963

Frederick P. Cranston
Notary Public

- Notes: 1. If inapplicable, insert "None."
2. If inapplicable, insert "No change."
3. Exact corporate name of corporation adopting the Articles of Amendment.
4. Signatures and titles of officers signing for the corporation.

SUBMIT IN DUPLICATE



DEPARTMENT OF
STATE

CERTIFICATE OF
AMENDMENT

I, Byron A. Anderson,

*Secretary of State of the State of Colorado, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of -----
-----B.S.M.L. CORPORATION changing
corporate name to Barton, Stoddard, Milhollin, and Lupton, Inc.-----
duly signed and verified pursuant to the provisions of the Colorado Corporation Act, have been received in this office and are found to conform to law.*

Accordingly the undersigned, as such Secretary of State, and by virtue of the authority vested in me by law, hereby issues this Certificate of Amendment and attaches hereto a duplicate original of the Articles of Amendment.

Dated this -----Eighteenth-----day of-----March-----, A. D. 1963-----



Byron A. Anderson
SECRETARY OF STATE

BY *John Back*
DEPUTY

ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION
of

B. S. M. L. CORPORATION

Pursuant to the provisions of the Colorado Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is B.S.M.L. CORPORATION ✓

SECOND: The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on January 22, 1963, in the manner prescribed by the Colorado Corporation Act:

(Insert Amendment)

Article First of the Certificate and Articles of Incorporation is hereby amended so that as amended the same shall read as follows:

"First: The name of our said corporation is Barton, Stoddard, Milhollin, and Lupton, Inc."

Article Fifth of the Certificate and Articles of Incorporation so that amended the same shall read as follows:

"Fifth: The business and affairs of the Corporation shall be under the control and management of a Board of Directors of four (4) persons who shall be stock holders in the Corporation; and the following are hereby selected and designated to act as Directors for the first year following the adoption of this amendment or until their successors are duly elected and qualified:

S. Barton, 1205 South Capitol Blvd., Boise, Idaho

B. Stoddard, 120 South Capitol Blvd., Boise, Idaho

A. B. Milhollin, 1205 South Capitol Blvd., Boise, Idaho

E. P. Lupton, 1021 Monroe Street, Denver, Colorado

provided that, upon a unanimous vote of the stockholders in the Corporation, one member of the Board of Directors may be elected who is not a stock holder in the Corporation."

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

(Note 1)

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was:

(Note 1)

(Note 2)

(Note 2)

Dated February 2 1965

and Arthur B. Mitchell
Its _____ Secretary

Notary Public

SUBMIT IN DUPLICATE

165431

Articles of Amendment
TO THE
Articles of Incorporation
OF

B.S.M.L. CORPORATION

Changing Corporate Name
TO

Barton, Stoddard, Milhollin,
and Lupton, Inc.

DOMESTIC

FILED in the office of the Secretary of
State, of the State of Colorado, on the
18th day of March A.D. 1963

BYRON A. ANDERSON

Secretary of State

Filing Clerk Crouter Fees \$25.00

Old Age Pension Fund

RECORDED

ROLL 57 PAGE 482

This document has been inspected
and properly entered on the re-
cords of The Flat Tax Department.

OK mm

Date March 24, 1963

Shaw Clerk



OFFICE OF THE SECRETARY OF STATE

UNITED STATES OF AMERICA,)
STATE OF COLORADO.)

CERTIFICATE.

*I, Byron A. Anderson, Secretary of State
of the State of Colorado, do hereby certify that*

the annexed are full, true and complete copies of the Articles
of Incorporation and the Articles of Amendment to the Articles
of Incorporation of

Barton, Stoddard, Milhollin, and Lupton, Inc.

as filed in this office and admitted to record.

.....

..... IN TESTIMONY WHEREOF *I have hereunto
set my hand and affixed the Great
Seal of the State of Colorado, at the
City of Denver, this-----Fifteenth-----
day of -----July-----A. D. 1963*

Byron A. Anderson
SECRETARY OF STATE
Fred Bask
DEPUTY.

STATE OF COLORADO

DEPARTMENT OF
STATECERTIFICATE OF
INCORPORATION

I, George J. Baker,

Secretary of State of the State of Colorado, hereby certify that duplicate originals of Articles of Incorporation, duly signed and verified pursuant to the provisions of the Colorado Corporation Act, have been received in this office and are found to conform to law,

Accordingly the undersigned, by virtue of the authority vested in me by law, hereby issues this Certificate of Incorporation of

-----B. S. M. L. CORPORATION-----
(A COLORADO CORPORATION)

and attaches hereto a duplicate original of the Articles of Incorporation.

Dated this-----FIRST-----*day of*-----MARCH-----*A. D. 19*-----



Geo. J. Baker

SECRETARY OF STATE

BY *F. J. Sragini*

DEPUTY

~~CERTIFICATE AND~~ ARTICLES OF INCORPORATION

OF

B. S. M. L. CORPORATION

KNOW ALL MEN BY THESE PRESENTS that we, L. BODUROFF, 1050 Corona Street, Denver, Colorado; H. J. MEHEEN, 5 South Lane, Englewood, Colorado; and ELLIS P. LUPTON, Georgetown, Colorado, of the age of twenty-one years or more, acting as incorporators of this Corporation in conformity with the provisions and laws of the State of Colorado, hereby adopt the following Articles of Incorporation for such Corporation:

First: The name of our said Corporation is

B. S. M. L. CORPORATION

Second: This Corporation shall have perpetual existence unless dissolved as provided by law.

Third: The nature of the business and the objects or purposes to be promoted and carried on by our Corporation are as follows:

A. To carry on and conduct a general engineering and contracting business, including the designing, constructing, enlarging, repairing, removing, or otherwise engaging in any work upon buildings, roads, highways, manufacturing plants, water works, bridges, mine structures, railway structures and all iron, steel, wood machinery and earth construction, and to extend and receive any contracts or assignments of contracts therefor, or in relation thereto, and to manufacture and furnish the building materials, machinery and supplies concerned therewith.

B. To carry on, within or without the State of Colorado or in any of the States or Territories of the United States or in any foreign country, the business of a general engineering and contracting business, including the designing, constructing, enlarging, repairing, removing, or otherwise engaged in any work upon buildings, roads, highways, manufacturing plants, public utilities, both public and private, mines, bridges, railways, or any structure appertaining thereto and in relation thereto; to do any work

or perform any service incidental to the purposes as aforesaid, to engage in the business of management consultants, and to conduct any operation within the scope of its objects and powers within its own behalf or as an agent, and to act as agent in any one or more phases of any business or operation within the scope of its objects and powers.

C. To buy, acquire, hold, use, employ, sell, trade and deal in, mortgage, convey, issue, and dispose of franchise rights, patent rights, leases, trade marks, good will and other rights.

D. To purchase, acquire, lease or otherwise hold and to own, use, mortgage, pledge, sell and to otherwise dispose of and generally to deal with and in real, personal and mixed property of every kind and description in any of the States or Territories of the United States or any foreign country.

E. To incur indebtedness, borrow money and execute notes, bonds, debentures or other obligation of this Corporation from time to time, and to secure same by mortgage, pledge, deed of trust or otherwise.

F. To manufacture, purchase, or otherwise acquire, own, operate, mortgage, pledge, sell, assign or transfer, or otherwise dispose, and invest, trade generally deal with and in goods, wares, merchandise, and real or personal property of every class and description.

G. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of the capital stock, or any bonds, securities, notes or other evidence of indebtedness, created or issued by any other corporation or association organized under the laws of any of the States or Territories of the United States, Nation or Government, and while the owner thereof, to exercise and enjoy all of the rights, powers and privilege of ownership.

H. To purchase, hold, transfer, or sell the shares of its own capital stock, provided that it shall not use its funds or property for the purchase of its own shares of capital stock, when such use would cause any impairment of its capital.

I. To have one or more offices and to carry on all of its operations and business, and without restriction as to amount, to purchase or otherwise acquire, hold, use, own, enjoy, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description in any of the States or Territories of the United States, and in any and all foreign countries, subject always to the laws of such States, Territories or foreign countries.

J. To do any and all the things hereinbefore enumerated; to carry on any business incidental or necessary to any thereof; to have and exercise all the rights and powers now and hereinafter conferred under the laws of the State of Colorado and to do any and all things hereinbefore enumerated to the same extent as a natural person might or could do.

K. The foregoing enumeration of the objects, purposes and powers of the Corporation is not intended and shall not be construed or held to prohibit or limit the exercise of any other or further rights and powers which may now and hereinafter be allowed and permitted by law.

Fourth: A. The total authorized capital stock of our said Corporation shall be Forty-Five Thousand (45,000) shares of no par value each. All of said stock issued shall be fully paid and non-assessable.

B. If, at any time, any of the stockholders desires to sell or transfer any of his or her stock, said sale or transfer shall be subject to the following restrictions:

"Any stockholder desiring to sell, transfer, give, or otherwise dispose of his or her stock, for or without consideration, shall first offer such stock for sale to the company at its book value on the date of the offer, in writing. The company shall have twenty days to accept such offer. If such offer be not accepted by the company within said twenty-day period, then such stock shall be offered immediately, in writing, at its said book value, to the other stockholders of the company, pro rata according to the number of shares of the same class that each stockholder then owns; provided, that if within ten days after such offer to said stockholders is

made, any stockholder shall fail or refuse to purchase the pro rata amount of such stock to which he or she may be entitled, then the same shall be offered immediately, in writing, at the said book value, for a period of ten days, to the other stockholders of the same class not refusing, pro rata according to the number of shares of the same class that each such other stockholder then owns.

If any stockholder shall die, his or her stock shall be offered immediately for sale to the company at its then book value by such stockholders personal representatives, heirs, legatees or survivors. If such offer be not accepted by the company within twenty days, then such stock shall be offered immediately, at its said book value, to the other stockholders of the company of the same class, in the same manner and for the same periods of time, as in the case of a stockholder desiring to sell, transfer, give or otherwise dispose of his or her stock as provided in the paragraph above."

All offers and purchases of stock under the foregoing paragraphs shall be made through the Secretary of the company; and all stock offered under either of said paragraphs and not purchased by the company or its stockholders in the manner and within the periods of time specified in said foregoing paragraphs shall be free and clear of all of the restrictions contained in said foregoing paragraphs.

Fifth: The business and affairs of the Corporation shall be under the control and management of a Board of Directors of six (6) persons who shall be stockholders in the Corporation; and the following are hereby selected and designated to act as Directors for the first year or until their successors are duly selected and qualified:

L. BODUROFF	1050 Corona Street	Denver, Colorado
H. J. MEHEEN	5 South Lane	Englewood, Colorado
E. P. LUPTON		Georgetown, Colorado
S. BARTON	1205 S. Capital Blvd.	Denver, Colorado
B. STODDARD	1205 S. Capital Blvd.	Denver, Colorado
A. B. MILHOLLIN	1205 S. Capital Blvd.	Denver, Colorado

provided that, upon a unanimous vote of the stockholders in the Corporation, one member of the Board of Directors may be elected who is not a stockholder in the Corporation.

Sixth: The principal place of business and initial registered office of our Corporation shall be 601 South Jason Street, Denver, Colorado; and the initial registered agent at such address shall be L. BODUROFF. The Corporation is created with the intent that part or all of its business may be carried on beyond the limits of the State of Colorado; and all powers of the Corporation may be exercised in Colorado, in other States, the District of Columbia, the Territories and Colonies of the United States, and in foreign countries.

Seventh: A stock ledger and other books of record that may be required to be kept in accordance with the statutes in such case made and provided shall be kept at the principal office of the company at 601 South Jason Street, Denver, Colorado.

Eighth: The Board of Directors of the Corporation by a vote of the Board, as represented by a majority of the stock issued and outstanding may sell, lease, exchange and/or convey all of its property and assets, including its goodwill and its corporate franchises, upon such terms and conditions and for such consideration as the Board of Directors shall deem expedient and for the best interests of the Corporation. Said consideration may consist in whole or in part of shares of stock and/or securities of any other corporation; provided, however, in all such cases, the affirmative vote of the holders of seventy-five (75) per cent stock of our Corporation then issued and outstanding and having voting power, shall be voted in ratification of the action of the Board of Directors, said vote to be taken at a stockholders' meeting of the Corporation duly called for that purpose. Nothing herein contained shall be construed to limit the power of the Board of Directors of the Corporation to sell, lease, exchange or convey such parts or parcels of its real or personal property or assets as the Board of Directors determine are no longer necessary or expedient to be held by the Corporation and which the Directors may deem advisable to sell for the best interests of the Corporation.

Ninth: Meetings of the stockholders of the Corporation may be held within or without the State of Colorado at such place or places as may be determined from time to time by the Board of Directors.

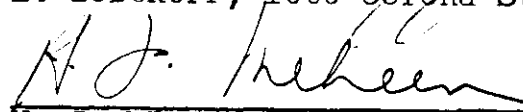
The Board of Directors shall have the power and authority to meet and to transact any business of the Corporation requiring action of the Board in any place or places without the State of Colorado, and in such other States, Districts and Territories of the United States or in such foreign countries as may be designated by the By-Laws of the Corporation or any order of the Board of Directors.

Tenth: Cumulative voting shall be allowed.

Eleventh: The Board of Directors of the Corporation shall have the power to make, alter, amend or repeal such of the By-Laws not inconsistent with the laws of the State of Colorado as they may deem proper for the management of the affairs of our said Corporation. The Stockholders shall have the power to amend these Articles according to law.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, on this 1st day of March, A.D., 1961.


L. BODUROFF, 1050 Corona St., Denver, Colo.


H. J. MEHEEN, 5 South Lane, Englewood, Colo.


E. P. LUPTON, Georgetown, Colorado

STATE OF COLORADO)
COUNTY OF JEFFERSON) ss

I, Dean Norris, in and for said County and in the State aforesaid, do hereby certify that L. BODUROFF, H. J. MEHEEN, and E. P. LUPTON, whose names are subscribed to the annexed and foregoing Certificate of Incorporation, appeared before me this day in person, and acknowledged that they signed, sealed and delivered the said instrument of writing as their free and voluntary act, for the uses and purposes therein set forth.

Given under my hand and seal, this 1st day of March, A.D., 1961.
My Commission expires May 20, 1963.


Dean Norris, Notary Public

