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# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

PORTNEUF STEEL, INC.

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: December 10, 1992



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Shirley Dalves*

**ARTICLES OF INCORPORATION**

**of**

**PORTNEUF STEEL, INC.**

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KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, and natural persons all being of the age of eighteen (18) or more, acting as incorporators under the Idaho Business Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I Name: The name of this corporation is:  
PORTNEUF STEEL, INC.

ARTICLE II. Duration: The period of its duration is perpetual.

ARTICLE III. Purposes: The purposes for which this corporation is organized are as follows:

1) To carry on and conduct a general construction business including designing, constructing, enlarging, extending, repairing, completing, removing, or otherwise engaging in any work on commercial or industrial structures, using any building materials and techniques now employed or to be developed; to make, execute, and receive contracts or assignments or delegations of contracts therefor or relating thereto or connected therewith; to manufacture or otherwise acquire and to furnish all buildings and other tools and equipment connected therewith or required therefor; to manufacture, produce, adapt and prepare, and deal in or with

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any materials, articles, or things incidental to, or required for, or useful in connection with, any of such activities; and generally to carry on any other business which can be advantageously pursued in conjunction with or incidental to any of the above purposes.

2) To purchase, receive by way of gift, subscribe for, invest in, and in all other ways acquire, import, lease, possess, maintain, handle on consignment, own or hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade, and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign, and in all other ways dispose of, design, develop, invest, improve, equip, repair, alter, fabricate, assemble, deal, construct, operate, manufacture, market, and in all other ways (whether like or unlike any of the foregoing) deal in and with property of every kind and character, real, personal, or mixed, tangible and intangible, wherever situated and however held, including, but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper, and other obligations and evidences of interest in or indebtedness of any person, firm, or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents

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of title, and the accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products or avails thereof, to every character of interest therein and appurtenance thereto, including, but not limited to, mineral, oil, gas, any water rights, all or any part of any business and its incidents, franchises, subsidiaries, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof; and,

3) To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise or that it may deem calculated, directly or indirectly, to improve the interests of this corporation and to have and to exercise all powers conferred by the laws of the State of Idaho on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations, or corporations, in any part of the world.

ARTICLE IV. Capitalization: The aggregate number of shares which the corporation shall have authority to issue is Five Thousand (5000) shares of common stock at the par value of One Dollar (\$1.00) per share.

ARTICLE V. Preemptive Rights: When the Board of Directors so determine, any increase in the common stock provided by these Articles of Incorporation shall first be offered pro-rata to the common stockholders in relation to their then present holdings.

ARTICLE VI. Corporation Regulations: The internal affairs of Portneuf Steel, Inc., shall be regulated by such by-laws as may be provided for the corporation and in addition shall be regulated in accordance with the provisions of the Idaho Business Corporation Act, Sections 30-1-1, et. seq. of the Idaho Code.

ARTICLE VII. Registered Office and Registered Agent: The address of the initial registered office of Portneuf Steel, Inc., is 603 Bluebird, Chubbuck, Idaho, 83202; and, the name of the corporation's initial registered agent is Dennis Casper, whose address is 603 Bluebird, Chubbuck, Idaho, 83202.

ARTICLE VIII. Directors: The number of directors constituting the initial Board of Directors of this corporation shall be three (3). These directors shall serve as directors of the corporation until the first annual

meeting of the shareholders or until their successors are elected and qualified. The names and addresses of these directors are as follows:

Dennis Casper, 603 Bluebird, Chubbuck, Idaho,  
83202.

Andrew Casper, 842 Swisher Road, Pocatello, Idaho,  
83201.

Caleb Casper, 603 Bluebird, Chubbuck, Idaho,  
83202.

ARTICLE IX. Incorporators: The names and addresses of the incorporators of this corporation are as follows:

Dennis Casper, 603 Bluebird, Chubbuck, Idaho,  
83202.

Andrew Casper, 842 Swisher Road, Pocatello, Idaho,  
83201.

Caleb Casper, 603 Bluebird, Chubbuck, Idaho,  
83202.

ARTICLE X. Prerequisite to Transfer of Stock: In case a stockholder desires to sell his or her shares of stock, he or she must first offer them for sale to the remaining stockholders, it being the intention to give the remaining stockholders a preference in the purchase of such shares, and any attempt to sell in violation of this provision is null and void.

A stockholder desiring to sell his or her stock shall file notice in writing of his or her intention with the Secretary of the Corporation, stating the terms of sale, and unless his or her terms are accepted by any or all of the other stockholders within thirty (30) days thereafter, the remaining stockholders shall be deemed to have waived their privilege of purchasing and the selling stockholder will be at liberty to sell to anyone else.

DATED THIS 17<sup>th</sup> day of November, 1992.

  
Dennis Casper

  
Andrew Casper

  
Caleb Casper


STATE OF IDAHO

COUNTY OF BANNOCK

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On this 17<sup>th</sup> day of November, 1990, before me, a Notary Public in and for said County and State, personally appeared Dennis Casper, Andrew Casper and Caleb Casper, known to me to be the persons whose names are subscribed to the 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.

  
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Notary Public for Idaho  
Residing at Pocatello, ID  
My Commission Expires: 7/8/98