

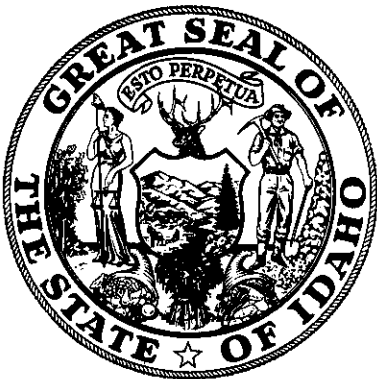
CERTIFICATE OF INCORPORATION
OF

PERKINS CONSTRUCTION, 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: February 27, 1986



SECRETARY OF STATE

by: _____

FEB 27 9 17 AM '86
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
PERKINS CONSTRUCTION, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, being two (2) natural persons of full age, both whom are citizens of the United States or of its territories or possessions, have this day voluntarily associated ourselves for the purposes of forming a private corporation under the laws of the State of Idaho, and to that end hereby adopt Articles of Incorporation as follows:

ARTICLE I

CORPORATE NAME

That the name of this corporation shall be Perkins Construction, Inc.

ARTICLE II

CORPORATE EXISTENCE

That the period of existence and duration of life of this corporation shall be perpetual.

ARTICLE III

A REGISTERED OFFICE

The location of the registered office of this corporation shall be Orofino, County of Clearwater, State of Idaho, and the address of the registered office of this corporation shall be 12325 Grand Ave., Orofino, Idaho 83544.

ARTICLE IV

REGISTERED AGENT

The registered agent for service of process of this

corporation shall be Anthony R. Teel, 12325 Grand Ave., Orofino, Idaho 83544.

ARTICLE V

CORPORATE PURPOSE

The nature of the business and the objects and purposes to be transacted, promoted and carried on are to do any or all the things herein mentioned, as fully and to the extent as natural persons could do, in any part of the world, namely:

1. To deal in and to operate, finance, maintain and furnish the equipment and services of a general construction contractor. To purchase and to hold in the corporate name any and all licenses necessary for the operation of the above named enterprises and to buy, sell, rent, lease, encumber, and to own any and all equipment and stock and trade necessary for the operation of the above enterprises and businesses, to buy, sell, rent, or lease any and all buildings and land necessary for the operation of said enterprises and business, and to provide all incidentals connected therewith or anyway related thereto.
2. To undertake and carry on any business transactions or operations commonly undertaken or carried on by general construction contractors and generally to institute, enter into, assist, promote and to participate in any such business or operation.
3. To do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinabove set forth, and to do all other things incident thereto or connected therewith, which are not forbidden by Idaho law, by other law, or by these Articles of Incorporation.
4. To carry out the purposes hereinabove set forth in any state

territory, district or possession of the United States, or in any foreign country, to the extent that such purposes are not forbidden by the laws of such state, territory, district or possession of the United States, or by such foreign country, and in the case of any state, territory, district or possession of the United States, or any foreign country, in which one or more of such purposes are forbidden by law, to limit the purpose or purposes which the corporation proposed to carry on in such state, territory, district or possession of the United States, or foreign country, to such purpose or purposes as are not forbidden by law thereof and any certificate for application to do business in such state, territory, district or possession of the United States or foreign country.

ARTICLE VI

STATUTORY POWERS

To have and to exercise all the powers now or hereafter conferred by the laws of the State of Idaho upon corporations organized pursuant to the laws under which corporation is organized and any and all acts amendatory thereto and supplemental thereof.

ARTICLE VII

ADDITIONAL POWERS

In furtherance and not in limitation of the powers conferred by the laws of the State of Idaho upon corporations organized for the foregoing purposes, the corporation shall have the following additional powers:

1. Directly or through ownership of stock in any corporation to purchase, lease, exchange or otherwise acquire real estate and property, either improved or unimproved, and any interest

therein, to own, hold, control, maintain, improve, manage, and develop the same, to erect, construct, maintain, improve, rebuild, enlarge, alter, manage, operate and control, all kinds of buildings, offices, warehouses, mills, shops, factories, machinery and plants and all structures and erections of any description on any lands owned, held or leased by the corporation, or upon any other lands, to lease or sublet offices and other space in such building or buildings, and to sell, lease, sublet, mortgage, exchange, assign, transfer, convey, pledge or otherwise alienate or dispose of any such real estate and property, and any interest therein.

2. Directly, or through ownership in any corporation, to purchase or otherwise acquire, hold, manufacture, sell, exchange, mortgage, pledge, hypothecate, deal in and dispose of machinery, implements, equipment, accessories, parts and supplies and other personal and real property of every kind, and any interest therein.

3. To purchase or otherwise acquire, hold, sell, exchange, pledge, hypothecate, underwrite, deal in and dispose of stocks, bonds, notes, debentures or other evidence of indebtedness and obligations and securities of any corporation, company, association, partnership, syndicate, entity or person, domestic or foreign, or of any domestic or foreign state, government, or governmental authority or of any political or administrative subdivision or department thereof, and certificates or receipts of any kind representing or evidencing any interest in such bonds, stock, notes, debentures, evidences of indebtedness, obligations or securities, to issue its own shares of stock, bonds, notes, debentures, or other evidence of indebtedness and

obligations and securities, certificates or receipts purchased or acquired by it, and, while the owner or holder of any such stocks, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates or receipts, to exercise all the rights of ownership and respect thereof, and, to the extent now or hereafter permitted by law, to aid by loan, subsidy, guarantee or otherwise, those issuing, creating, or responsible for any such stocks, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates or receipts.

4. To purchase, or otherwise acquire, hold, exchange, pledge, hypothecate, sell, deal in, and dispose of mortgages covering any kind of property, tax liens, and transfers of tax liens on real estate.

5. To borrow or raise monies for any of the purposes of the corporation, and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute, issue and grant promissory notes, drafts, bills of exchange, warrants, options, bonds, debentures, and other negotiable or non-negotiable instruments, evidences of indebtedness and agreements, to secure the payment thereof and of the interest thereon and the performance thereof by mortgage upon, or pledge, conveyance or assignment of trust in, the whole or any part of the assets of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge, or otherwise dispose of such securities or other obligations of the corporation for its corporate purposes.

6. To purchase or otherwise acquire, undertake, carry on, improve or develop, all or any of the business, goodwill, rights, assets and liabilities of any person, firm, association, or

corporation carrying on any kind of business of a similiar nature to that which this corporation is authorized to carry on, pursuant to the provisions of this certificate, and to hold, utilize and in any manner dispose of the rights and properties acquired.

7. To make any guarantee respecting dividends, stocks, securities, indebtedness, interest, contracts or other obligations so far as the same may be permitted to be done by corporations organized under the act.

8. To enter into any lawful arrangements for sharing profit, union of interest, reciprical concession, or cooperations with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, in the carrying on of any business which the corporation is authorized to carry on or any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of the corporation.

9. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government or governmental authority, or any political, or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel or to send any such contracts.

10. To exercise all or any of the corporate powers and to carry out all or any of the corporate powers and to carry out all or any of the purposes, enumerated herein or otherwise granted or permitted by law, while acting as agent, nominee, or attorney in fact for any persons or corporations, and to perform any service under contract or otherwise for any corporation, direct

stock company, association, partnership, firm, syndicate, individual or other entity, and in such capacity or under such arrangement to develop, improve, stabilize, strengthen, or extend the property or commercial interest thereof, and to aid, assist or participate in any lawful enterprises in connection therewith or incidental to such agency, representation, or service and to render any other services or assistance in so far as it lawfully may under the act.

11. To purchase the corporations own capital stock, using the corporation's surplus earnings or accumulated profits at any time, as the board of directors may determine, and the corporations capital stock so purchased may, if the director so determines, be held in the treasury as its treasury stock, to be thereafter disposed of in such manner as the director may deem proper.

ARTICLE VIII

AUTHORIZED SHARES AND VOTING

1. **AUTHORIZED SHARES.** The maximum number of shares the Corporation may issue is one thousand (1000) and such shares shall have no par value. No distinction shall exist between the shares of this corporation and all such shares shall have the same right in the corporation.

2. **Dividends.** The holders of the capital stock shall be entitled to receive, when and as declared by the board of directors, out of the unreserved surplus of the corporation, as permitted by Idaho Law, dividends payable either in cash, property, or in shares of the capital stock of the corporation.

3. Stock Non-Assessable. The private property of the stockholders of this corporation shall not be subject to the payments of the corporate debts to any extent whatsoever, and shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the corporation.

4. Issuance of Stock. All or any portion of the capital stock or debentures may be issued for cash or in payment for real or personal property, services or any other right or thing of value for the uses and purposes of the corporation and when so issued shall become and be fully paid, the same as so paid for in cash at par, and the director shall be the sole judge of any property right or thing acquired in exchanges for capital stock or debentures.

5. Increase of Capital Stock and Debentures. From time to time the capital stock or debentures may be increased, according to law, and may be issued in such amounts and proportions which shall be determined by the board of directors and as may be permitted by law.

6. Voting Power. The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the common stock, who shall be entitled to one vote for each share of common stock held by them of record.

7. Sale of Stock. If an incorporator wishes to sell his or her shares of stock in the corporation to a person other than an incorporator, he or she shall first offer the stock for sale to said incorporator at the same price and on the same terms offered by said non-incorporator, and said incorporator shall have the first choice to purchase or refuse to purchase said shares. The

offer to purchase shares shall be made in writing to said incorporator who shall exercise or refuse to exercise the right to purchase within thirty (30) days of the delivery of said offer to the incorporator.

ARTICLE IX

INCORPORATORS

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

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Winona Perkins	P.O. Box 7782 Missoula, MT. 59807	51
Anthony R. Teel	P.O. Box 1396 Orofino, ID 83544	49

ARTICLE X

INTEREST OF DIRECTORS AND CONTRACTS

1. No contract or other transaction between the corporation and its directors or any other corporation, firm, association or entity in which one or more of its directors are directors or officers who are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purposes, if:

A. The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the vote or consents of such interested directors; or

B. The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent, in which vote or consent said interested directors may participate to the extent that they are also shareholders; or

C. The contract or transaction is fair and reasonable to the corporation and the fact of such relationship or interest is fully and fairly disclosed or known to the corporation.

ARTICLE XI

BOARD OF DIRECTORS

The initial board of directors shall consist of one member. The number of directors may be increased from time to time by amendment of the By-Laws, but no decrease shall have the effect of shortening the term of any incumbent director. In the absence of a By-Law fixing the number of directors, the number shall be one. The initial director, to serve until the first annual meeting of the Corporation shall be Winona Perkins, P.O. Box 7782, Missoula, MT 59807.

ARTICLE XII

AMENDMENT OF BY-LAWS

The power to alter, amend or repeal the code of By-Laws, or adopt a new code of By-Laws for the government of this corporation shall be vested in the shareholders. The code of By-Laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with Idaho Law or these Article of Incorporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 12th day of FEBRUARY, 1986.

INCORPORATORS

Winona Perkins
Winona Perkins

Anthony R. Teel
Anthony R. Teel

STATE OF MONTANA)
County of Missoula) ss.

On this 31st day of January, 198⁶5, before me the undersigned, a Notary Public for the State of Montana personally appeared Winona Perkins known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this day above written.

Kevin M. Griffin
Notary Public for Montana
Residing at Bozeman, MT
therein.

My commission expires 5/16/86.

STATE OF IDAHO)
County of Clearwater) ss.

On this 12th day of FEBRUARY, 1985, before me the undersigned, a Notary Public for the State of Idaho, personally appeared Anthony R. Teel known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this day above written.

Jim L. Sprue
Notary Public for Idaho
Residing at OROFINO,
therein.

My commission expires OF 2/11/92
Jan. 10, 1992.