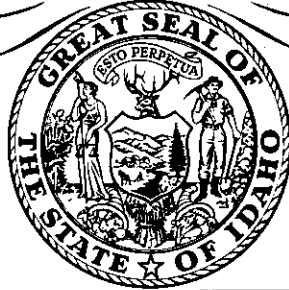


State of Idaho



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

A. G. PROCTOR COMPANY, INC.

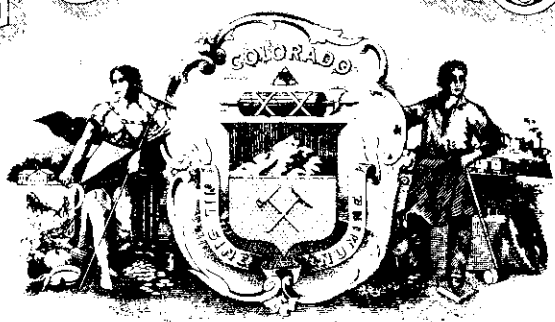
a corporation duly organized and existing under the laws of **Colorado** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Tenth** day of **December**, 19 **62**, a properly authenticated copy of its articles of incorporation, and on the **Tenth** day of **December**, 19 **62**, a designation of **Charles S. Escher** 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 **10th** day of **December**, A.D. 19 **62**.

Secretary of State.

STATE OF COLORADO



OFFICE OF THE SECRETARY OF STATE

UNITED STATES OF AMERICA,
STATE OF COLORADO.

) s.s.

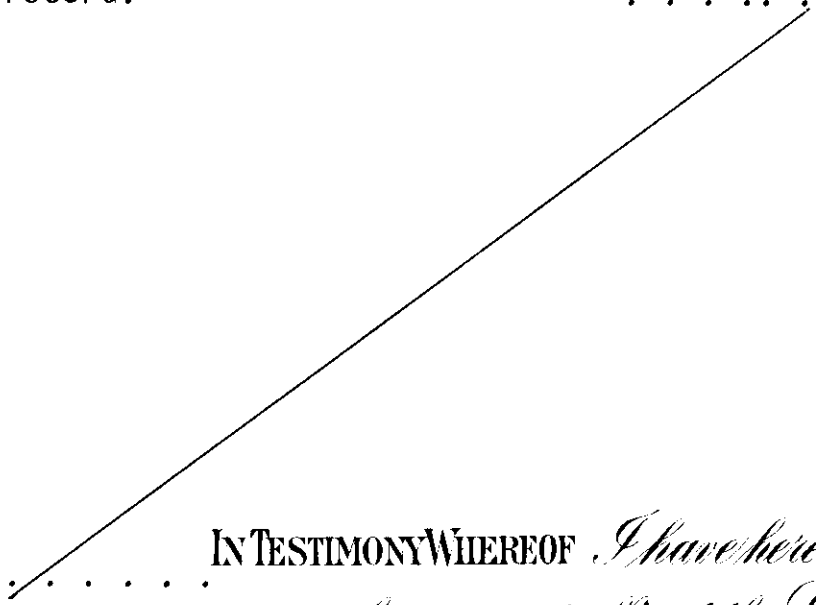
CERTIFICATE.

*I, George J. Baker, Secretary of State
of the State of Colorado, do hereby certify that*

the annexed is a full, true and complete copy of articles of
incorporation of

A. G. PROCTOR COMPANY, INC.

filed in this office on the twenty-second day of November, A. D.
1961 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*-----SIXTH-----
day of-----MARCH----- A. D. 1962

Geo. J. Baker
SECRETARY OF STATE.
BY *J. J. [Signature]*
DEPUTY.

STATE OF COLORADO



DEPARTMENT OF
STATE

CERTIFICATE 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

-----A. G. PROCTOR COMPANY, INC.-----
(A COLORADO CORPORATION)

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

Dated this -----Twenty-Second-----*day of* -----November-----, *A. D. 19* 61.



Geo. J. Baker
SECRETARY OF STATE
J. J. Terafini
BY DEPUTY

ARTICLES OF INCORPORATION

OF

A. G. PROCTOR COMPANY, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, Arnold G. Proctor, 9635 Montview Boulevard, Aurora, Colorado, Alice Harrell Proctor, 9635 Montview Boulevard, Aurora, Colorado, and John E. Beschta, 1451 Florence, Aurora, Colorado, all of whom are of the age of twenty-one (21) years or more, do hereby associate ourselves together as a body corporate under and by virtue of the laws of the State of Colorado, and in accordance with the provisions of said laws do hereby make, execute and acknowledge this certificate in writing and state:

ARTICLE I

Name

The name of the corporation shall be
A. G. PROCTOR COMPANY, INC.

ARTICLE II

Corporate Existence

The term of existence of the corporation shall be perpetual.

ARTICLE III

Objects and Purposes

The nature of the business and the objects and purposes to be transacted, promoted and carried on by the corporation are as follows:

1. To carry on and conduct a general engineering and contracting business, including the designing, constructing, enlarging, repairing, remodeling, or otherwise engaging in any work upon, buildings, roads, utility plants and facilities, factories, mines, waterworks, railroads, and all other engineering and construction projects; to extend and receive any contracts or assignments of contracts therefor or connected therewith; to manufacture building materials and supplies connected therewith; to apply for, acquire, buy and sell patents and patent rights and deal in the same everywhere; and to do and carry on, alone or in conjunction with others, work of every kind as pertains to engineering and contracting of any and every nature.

2. To purchase, acquire, hold, mortgage, pledge, hypothecate, exchange, sell, deal in and dispose of, alone or in syndicates or otherwise in conjunction with others, commodities and other personal property and real property of every kind, character and description whatsoever and wheresoever situated, and any interest therein.

3. To engage in any mercantile, manufacturing or trading business of any kind or character whatsoever, within or without the State of Colorado, and to do all things incidental to any such business; to cause to be formed, merged or reorganized or liquidated, and to promote, take charge of and aid in any way permitted by law the formation, merger, reorganization or liquidation of, any corporation, association or entity in the United States of America or abroad.

4. To do all acts and things and possess all such powers as are in any manner incident or necessary to conduct the business for which this corporation is formed, and to have, enjoy and exercise all rights, powers, franchises and privileges now conferred by law or which may hereafter be lawfully conferred or acquired.

ARTICLE IV

Capital Stock

Section 1. The total authorized capital stock of the corporation is one hundred forty thousand dollars (\$140,000), divided into one hundred forty thousand (140,000) shares of the par value of one dollar (\$1.00) per share, and said stock, when issued, shall be fully paid and nonassessable.

Section 2. No holder of stock of the corporation shall be entitled, as a matter of right, to purchase or subscribe for any shares of the capital stock of the corporation which it may issue or sell, whether out of the number of shares authorized by this certificate of incorporation or out of shares of the corporation acquired by it after the issue thereof.

Section 3. In accordance with and subject to the limitations of the laws of the State of Colorado, the corporation may grant stock rights and options to all or any of the directors, officers and employees of the corporation or any subsidiary thereof, and may establish stock bonus plans and other incentive plans for their benefit.

Section 4. Cumulative voting shall not be allowed in the election of directors.

ARTICLE V

Registered Office and Agent

The address of the initial registered office of the corporation is 9635 Montview Boulevard, Aurora, Colorado, and the initial registered agent at such address is Arnold G. Proctor. The corporation may have such other offices in the State of Colorado and in any part of the world as it may deem proper for carrying out the business of the corporation.

ARTICLE VI

Directors

Section 1. The initial board of directors shall consist of three (3) members who need not be residents of the State of Colorado or stockholders of the corporation.

Section 2. The names and addresses of those who shall act as directors until the first annual meeting of stockholders or until their successors shall have been elected and qualified are as follows:

Arnold G. Proctor - 9635 Montview Boulevard
Aurora, Colorado

Alice Harrell Proctor - 9635 Montview Boulevard
Aurora, Colorado

John E. Beschta - 1451 Florence
Aurora, Colorado

Section 3. The number of directors may be increased or decreased from time to time in accordance with the by-laws, provided that the number shall not be reduced to less than three (3).

ARTICLE VII

By-Laws

The board of directors shall have the power to make, amend and repeal the by-laws for the regulation and management of the affairs of the corporation, which may contain any provision not inconsistent with the laws of Colorado or the certificate of incorporation.

IN WITNESS WHEREOF, the above named incorporators have hereunto affixed their signatures this 22 day of November, 1961.

Arnold G. Proctor
Arnold G. Proctor
9635 Montview Boulevard
Aurora, Colorado

Alice Harrell Proctor
Alice Harrell Proctor
9635 Montview Boulevard
Aurora, Colorado

John E. Beschta
John E. Beschta
1451 Florence
Aurora, Colorado

