

CERTIFICATE OF INCORPORATION
OF

HEANEY CONSTRUCTION INC.

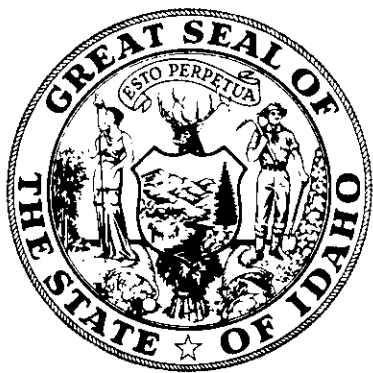
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

HEANEY CONSTRUCTION INC.

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 11, 1984**



SECRETARY OF STATE

by: _____

Dec 11 8 31 AM '84

ARTICLES OF INCORPORATION, STATE

OF

HEANEY CONSTRUCTION INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned being natural persons of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, pursuant to the laws of the State of Idaho, do hereby certify as follows:

ARTICLE I.

That the name of the Corporation shall be HEANEY CONSTRUCTION INC.

ARTICLE II.

The Corporation is formed for the purpose of the transaction of any and all lawful business for which a corporation may be incorporated under the laws of the State of Idaho.

ARTICLE III.

The Corporation is to have perpetual existence.

ARTICLE IV.

The names of the incorporators and their addresses and the shares subscribed by each incorporator are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u># OF SHARES</u>
Clee W. Heaney	1000 Falls Ave., American Falls, Idaho 83211	800
Kathleen L Heaney	962 El Rancho, Pocatello, Idaho 83201	10

ARTICLE V.

The stock of the Corporation shall be of one class, common, which shall not be subject to assessment for any reason.

There shall be authorized 1,200 shares of a par value of one dollar (\$1.00) per share.

ARTICLE VI.

The location of the initial registered office of the Corporation shall be in Power County, Idaho at:

240 Fort Hall Avenue, American Falls, Idaho 83211

ARTICLE VII.

The initial registered agent of this Corporation shall be:

Clee W. Heaney, 240 Fort Hall Avenue, American Falls, Idaho 83211

ARTICLE VIII.

The Board of Directors shall consist of two (2) directors, but during their term of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided by the By-Laws: provided, however, that the number of directors constituting the Board shall not be less than two (2) nor more than ten (10).

The names and addresses of the directors until the first annual meeting or until their successors are elected and qualify are:

Clee W. Heaney, 1000 Falls Avenue, American Falls, Idaho 83211
Kathleen L Heaney, 962 El Rancho, Pocatello, Idaho 83201

ARTICLE IX.

The Board of Directors by a majority vote shall have the power to repeal and amend the By-Laws and to adopt new By-Laws.

ARTICLE X.

No contract or other transaction between the Corporation and any other corporation, whether or not a majority of the shares of the capital stock of such corporation is owned by the Corporation, and no act of the Corporation shall be in any way affected or invalidated by the fact that any of the directors of the Corporation are pecuniarily or otherwise interested in, or are the directors or officers of such other corporation; any director individually, or any firm of which such director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors, or a majority thereof, and any director of the Corporation which is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize such contract or transaction, with like force and effect as if he were not such director or officer of such corporation, or not so interested.

ARTICLE XI.

Stockholders of the Corporation shall have pre-emptive and preferential rights of subscription to any shares of stock of the Corporation, whether

now or hereafter authorized.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this
10th day of December, 1984

Clee W. Heaney
Clee W. Heaney

Kathleen L. Heaney
Kathleen L Heaney

STATE OF IDAHO)
 : ss.
County of Power)

On this 10th day of December, 1984, before me, the undersigned,
a Notary Public for Idaho, personally appeared Clee W. Heaney and Kathleen L
Heaney known to me to be the persons whose names subscribed to the
within instrument, and acknowledged to me that they executed the same.

Verla Higgins
Notary Public for Idaho
Residing at Blackfoot, Idaho