



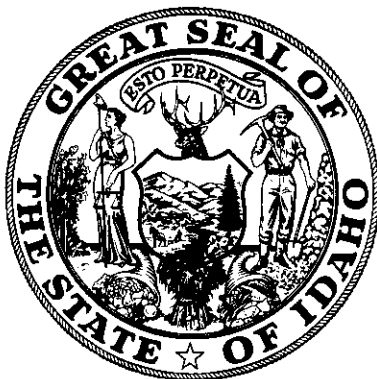
CERTIFICATE OF INCORPORATION
OF

SILCON, 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: **July 19, 1985**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Lilly J. Clark*

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SEC. OF STATE

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ARTICLES OF INCORPORATION

OF

SILCON, INC.

KNOW ALL MEN BY THESE PRESENTS:

That I, the undersigned, DONNA L. CARLSON, am a full aged citizen of the State of Idaho and of the United States of America and bona fide resident of the State of Idaho and have this day voluntarily, for the purpose of forming a corporation under the laws of the State of Idaho, executed these Articles of Incorporation, and I hereby certify:

I.

That the name of the corporation shall be SILCON, INC.

II.

That the purposes for which said corporation is formed are as follows:

a) To construct, maintain, design and perform work on power line, both distribution and high line power, and any work associated therewith.

c) To do and pursue any other business endeavor or endeavors which may or may not be related to the aforementioned purposes for which the incorporators deem worthy of pursuing.

d) To do all and everything necessary, suitable, convenient and proper for the accomplishment of any one or more of the objects herein enumerated or incidental to the powers herein named, or which shall at any time appear conducive or expedient

for the protection or benefit of the corporation and to also engage in all any business contemplated and within the purview of Idaho Code 30-1-54(c) and the other sections of title Thrity (30) Idaho Code. In general, to do any business which a natural person may do under the laws of the State of Idaho.

III.

The period of existence of this corporation shall be perpetual.

IV.

The business address and location of the corporation in the State of Idaho is Gypsy Bay Rd, Sandpoint, Idaho, 83864. The corporation shall have the power to become a partner with any other natural person or legal entity and to enter and join in any agreements and cooperative relationship not forbidden by law. The registered agent of this corporation is DONNA L. CARLSON, and the address of the registered office is Gypsy Bay Rd, Sandpoint, Idaho, 83864.

V.

This corporation shall have power to guarantee the payment of the principal and interest upon bonds, notes or other evidences of secured indebtedness or obligations, or the performances of the contracts or other undertakings of any corporation, co-partnership, syndicate, individual or others, and to enter into, make, perform, and carry out contracts of every kind and lawful purpose, with any person, firm association, corporation, syndicate or others.

VI.

This corporaiton shall have the power to make charitable contributions.

VII.

The total number of par value shares authorized is ten thousand (10,000) of non-assessable voting, common stock having a par value of Ten and No/100 Dollars (\$10.00) per share. The aggregate par value of the total authorized number of par value shares being One Hundred Thousand and No/100 Dollars (\$100,000.00). Each share of common stock shall have one vote. The company is permitted to purchase its own stock.

VIII.

The holders from time to time of the common stock of the corporation shall have the pre-emptive right to purchase at such respective equitable prices, terms and conditions as should be fixed by the board of directors, such of the shares of the corporation that may be shares held in the treasury of the corporation from time to time, or as may be authorized from time to time over and above 100,000 shares of common stock authorized by the original Articles of Incorporation of the corporation. Such pre-emptive rights shall be exercised in the respective ration which the number of shares held by each shareholder at the time of such issue beaers to the total number of shares outstanding in the names of all shareholders at such time.

IX.

This corporation shall have the power to purchase, hold, sell, and transfer shares of its own capital stock, bonds and other obligations of this corporation from time to time such

extent and in such manner upon such time as its board of directors may determine.

X.

This business of the corporation shall be managed and conducted by a Board of Directors of not less than two (2) nor more than nine (9) directors. The Board of Directors shall be elected in the manner set forth in the By-Laws.

The number of directors of this corporation is two (2) and may be altered from time to time as provided by the By-Laws. The directors need not be stockholders. Initially, there shall be two (2) directors of this corporation, who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify, namely:

Donna L. Carlson
Gypsy Bay Rd.
Sandpoint, Idaho 83864

Ronald L. Carlson
Gypsy Bay Rd.
Sandpoint, Idaho 83864

The Board of Directors shall have authority to issue bonds, debentures, or other obligations of the corporation from time to time for any of the objects or purposes of the corporation and to secure them by mortgage, deed of trust, or pledge or any or all of the real and personal property, rights, privileges, and franchises of the corporation wheresoever situated, acquired and to be acquired, and to sell or otherwise dispose of any or all of such obligations in any manner and on such terms as the Board of Directors may deem proper.

The corporation shall have the power to purchase, receive, redeem, or otherwise acquire, own, hold, sell, mortgage, pledge, or otherwise acquire or dispose of and otherwise use and deal in and with its own shares of stock.

XI.

A. Power to Indemnify - Third Party Actions. The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than any action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprises, against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

B. Power to Indemnify - Actions brought in the Right of the Corporation. The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorney's fees, acutally and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which such court shall deem proper.

C. Right to Indemnification. Any indemnification under clauses (A) and (B) (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer,

employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in clauses (A) and (B). Such determination shall be made: (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the shareholders.

E. Advancement of expense. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in clause (D) upon receipt of any undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this section.

F. Savings Clause. The indemnification provided by this section shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Laws, agreement, vote of stockholders, or disinterested directors or otherwise, both as to action in his official capacity and as to the action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall have inure to the benefit of the heirs, executors, and administrators of such a person.

G. Insurance. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a

director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under provisions of this section.

XII.

The board of directors shall have the power to make or amend By-Laws of the corporation except as concerns their term of office and compensation.

XIII.

In addition to the powers and authority granted to the directors granted in the Articles of Incorporation and in addition to the powers and authority expressly conferred upon them by statute, the board of directors of the corporation shall have the power to make or amend the By-Laws of the corporation, except as concerns their terms of office and compensation, and shall have additional powers and authorities not inconsistent with law as may be set forth in the By-Laws.

XIV.

The corporation reserves the right to amend, add to, or appeal any provision contained in these Articles of Incorporation by a two thirds vote of the number of outstanding shares of common stock at any regular meeting of shareholders or at any special meeting called for that purpose, and or in the manner consistent with law and in conformity with the provisions set forth in the By-Laws.

XV.


The name and address of the incorporator is as follows:

NAME: _____ ADDRESS: _____

Donna L. Carlson

Gypsy Bay Rd.
Sandpoint, Idaho 83864

The undersigned, for the purpose of forming a corporation under the laws of the State of Idaho, do make and file this agreement and have accordingly made, signed and acknowledged these Articles of Incorporation this 15th day of May, 1985.



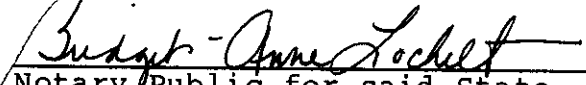
DONNA L. CARLSON

Incorporator

STATE OF IDAHO)
) ss.
County of Kootenai)

On this 15th day of May, 1985, before me, the undersigned Notary Public in and for said State, personally appeared Donna L. Carlson , known to me to be the person whose name is subscribed to the foregoing ARTICLES OF INCORPORATION and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.



Notary Public for said State
Residing at Coeur d'Alene, Idaho
My commission expires: