



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

KENASTON CORPORATION

was filed in the office of the Secretary of State on the 23rd day of December A.D., One Thousand Nine Hundred Seventy and will be duly recorded on ~~film~~ Microfilm of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for perpetual existence from the date hereof, with its registered office in this State located at Lewiston in the County of Nez Perce

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 23rd day of December, A.D., 19 70 .

Pete T. Cenarrusa
Secretary of State.

Ass't. Corporation Clerk.

ARTICLES OF INCORPORATION

of

KENASTON CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being natural persons of legal age, and at least two-thirds of them being citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, pursuant to the Business Corporation Act of Idaho, do hereby certify as follows:

FIRST:

The name of the corporation is KENASTON CORPORATION.

SECOND:

The purposes for which said corporation is formed are:

To engage in any enterprise calculated or designed to be profitable to this corporation and in conformity with the laws of the State of Idaho;

To generally engage, do and perform any enterprise, act or vocation that a natural person might or could do or perform;

To carry on and conduct a general contracting and construction business, including but not limited to the designing, constructing, enlarging, extending, repairing, completing, removing, remodeling, or otherwise perform any work upon buildings, roads, sidewalks, highways, bridges or manufacturing plants and private and public works of all and every kind and nature, and all and every kind of excavation and construction, and to manufacture or

otherwise acquire and furnish all building and other materials and supplies connected therewith or required therefor;

To purchase or otherwise acquire letters patent, concessions, licenses, inventions, rights, and privileges, subject to royalty or otherwise, and whether exclusive, nonexclusive, or limited, or any part interest in such letters patent, concessions, licenses, inventions, rights, and privileges, whether in the United States or in any other part of the world;

To sell, let, or grant any patent rights, concessions, licenses, inventions, rights or privileges belonging to the company, or which it may acquire, or any interest in the same;

To register any patent or patents for any invention or inventions, or obtain exclusive or other privileges in respect of the same, in any part of the world, and to apply for, exercise, use, or otherwise deal with or turn to account any patent rights, concessions, monopolies, or other rights or privileges, either in the United States or in any other part of the world;

To manufacture and produce, and trade and deal in all machinery, plant, articles, appliances, and things capable of being manufactured, produced or traded in by virtue of or in connection with any such letters patent, concessions, licenses, inventions, rights, or privileges as aforesaid;

To purchase, acquire, apply for, secure, hold, or own any and all copyrights, trademarks, trade names, and distinctive marks; and to license, lease, or authorize the use thereof by other persons, firms, or corporation, either in the United States or in any other part of the world;

To conduct and carry on its business, or any part thereof, and to have one or more offices, and to exercise all or any of its corporate powers and rights, in the State of Idaho, and in all and any other states, territories, colonies, and dependencies of the United States, in the District of Columbia, and in all or any foreign countries;

To purchase, hold, sell, and transfer shares of its own capital stock, bonds, and other obligations of this corporation from time to time to such extent and in such manner and upon such terms as its Board of Directors may determine;

To acquire by purchase, subscription, or otherwise, and to hold for investment or otherwise, and to use, sell, assign, transfer, mortgage, pledge, or otherwise deal with or dispose of stocks, bonds, or any other obligations or securities of any corporation or corporations; to merge or consolidate with any corporation in such manner as may be permitted by law; to aid in any manner any corporation whose stock, bonds, or other obligations are held or in any manner guaranteed by the company, or in which the company is in any way interested; to do any other acts or things for the preservation, protection, improvement, or enhancement of the value of any such stock, bonds, or other obligations, or to do any acts or things designed for any such purpose, and while the owner of any such stock, bonds, or other obligations to exercise all the rights, powers, and privileges of ownership thereof, and to exercise any and all voting powers thereon; to guarantee the payment of dividends upon any stock, or the principal or in-

terest, or both, of any bonds or other obligations, and the performance of any contracts;

To buy, sell, deal in, exchange or otherwise acquire or dispose of any part of or all of the assets of any corporation, partnership or sole proprietorship, or to undertake to guarantee the obligation of any corporation, partnership or sole proprietorship;

To lend money, either without any collateral security or on the security of real or personal property, and to enter into, make, perform and carry out, or cancel and rescind contracts of every kind and for any lawful purpose with any person, firm, association, corporation, syndicate, governmental, municipal or public authority, domestic or foreign, or others;

To make, execute and enter into contracts with, and to take and receive contracts or assignments of contracts from any and all persons, firms, co-partnerships, associations and corporations, for doing any or all of the acts or things that this corporation is, or may be, authorized to do; and to carry out and perform, assign or sublet to others in whole or in part, any or all such contracts whether originally made and entered into by this corporation, or acquired by assignment from others;

To be appointed and to act as the agent or representative, or both, of any corporation, firm or individual in any and all parts of the world, in such capacity and on such terms and conditions as may from time to time be mutually determined upon;

To conduct a general agency business, to employ, engage, hire, and to appoint corporations, firms and individuals in any and all parts of the world; to act as agents and/or sub-agents for this company in such capacity and on such conditions as may be determined from time to time by the Board of Directors;

To acquire, and pay for in cash, stocks or bonds of this corporation or otherwise, the good will, rights, capital stock, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation;

To borrow or raise moneys for any of the purposes of the corporation, and from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness for any of the objects or purposes of the corporation, and to secure payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes;

To have one or more offices, to carry on all or any of its operations and business, and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, pledge, sell, convey or otherwise dispose of such real and personal property as the purposes of this corporation may require,

in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country;

To engage in any of the activities enumerated herein either alone or in conjunction with other persons, firms or corporations by joint lease, joint venture, or other forms of joint enterprise;

In general to carry on any other business whatsoever in connection with the foregoing, or which is calculated directly or indirectly to promote the interest of the corporation or to enhance the value of its properties and to have and exercise all the rights, powers and privileges which are now or may hereafter be conferred by the laws of Idaho; to execute from time to time general or special powers of attorney to persons, firms, associations or corporations, either in the United States or in any other country, state or locality, and to revoke the same as and when the Board of Directors may determine, and to do any and all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to or inference from the terms of any other clause in these Articles of Incorporation, but the objects and purposes specified in each of the foregoing clauses of this Article shall be regarded as independent objects and purposes.

THIRD:

The location and post office address of the registered office of the corporation is Lewiston, Idaho 83501.

FOURTH:

The total authorized number of par value shares is 100,000 shares of the par value of \$1.00 per share, aggregate par value, \$100,000.00.

FIFTH:

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

S. Dale Kenaston	2517 Main Street, Lewiston, Idaho 83501	1 share
Monte R. Kenaston	2517 Main Street, Lewiston, Idaho 83501	1 share
Margaret Kenaston	2517 Main Street, Lewiston, Idaho 83501	1 share

SIXTH:

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

SEVENTH:

The Board of Directors shall consist of three Directors or such other number as shall be established by the By-Laws of the corporation. Any vacancies occurring in the office of any Director, however occasioned, may be filled by the remaining members of said Board. On failure of the Board to elect, a special meeting of the stockholders shall be called to fill the vacancy.

EIGHTH:

The existence of this corporation is to be perpetual.

NINTH:

The Directors shall have the power to make and to alter or amend the By-Laws, to fix the amount to be reserved as working capital and to authorize and cause to be executed mortgages and

liens without limit as to the amount upon the property and franchise of this corporation.

TENTH:

This corporation shall indemnify any and all of its Directors or officers or former Directors or officers or any person who may have served at its request as a Director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been Directors or officers or a Director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such Director or officer or former Director or officer or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any by-law, agreement, vote of stockholders, or otherwise.

We, the undersigned, for the purpose of forming a corporation under the laws of the State of Idaho, do make, file and record this certificate and do hereby certify that the facts herein stated are true, and we have accordingly hereunto set our respective hands and seals.

DATED at Lewiston, Idaho, this 22nd day of December, 1970.

S. Dale Kenaston (SEAL)
S. Dale Kenaston

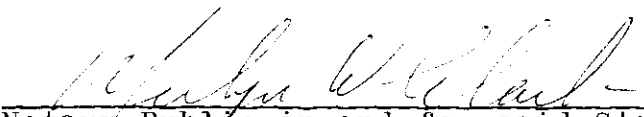
Monte R. Kenaston (SEAL)
Monte R. Kenaston

Margaret Kenaston (SEAL)
Margaret Kenaston

STATE OF IDAHO)
County of Nez Perce) ss.

BE IT REMEMBERED that on this 22nd day of December, 1977, personally appeared before me S. DALE KENASTON and MARGARET KENASTON, the parties to the foregoing certificate of incorporation, known to me personally to be such, and I have first made known to them the contents of said certificate, and they did acknowledge that they signed, sealed and delivered the same as their voluntary act and deed, and deposed that the facts therein stated were truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.



Notary Public in and for said State,
residing at Lewiston, therein.

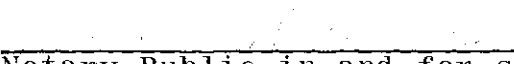
(SEAL)

STATE OF TENNESSEE)
County of Shelby) ss.

BE IT REMEMBERED that on this day of , 197 , personally appeared before me MONTE R. KENASTON, the party to the foregoing certificate of incorporation, known to me personally to be such, and I have first made known to him the contents of said certificate, and he did acknowledge that he signed, sealed and delivered the same as his voluntary act and deed, and deposed that the facts therein stated were truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

My Commission Expires Oct. 10, 1972



Notary Public in and for said State,
residing at Memphis, therein.

(SEAL)