



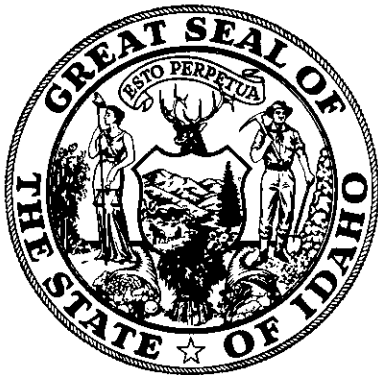
CERTIFICATE OF INCORPORATION
OF

PATTERSON & NELSON 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: April 8, 1985



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
PATTERSON & NELSON CONSTRUCTION, INC.

THE UNDERSIGNED natural person of the age of twenty-one (21) years or more, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME

The name of the corporation is PATTERSON & NELSON CONSTRUCTION, INC.

ARTICLE II - DURATION

The duration of this corporation is perpetual.

ARTICLE III - PURPOSES

The purpose or purposes for which this corporation is organized are:

(a) To carry on the business of road, highway and street maintenance, the construction, repair, maintenance and upkeep of canals, irrigation systems and waterways, and the transportation, movement and control of sand, gravel, rock, earth and other earthen material.

(b) To purchase, acquire, own, operate, rent, lease and sell each and every type of equipment or other property necessary, appropriate or helpful to the accomplishment of the above.

(c) To do each and every thing necessary, suitable, or proper to accomplish any of the purposes herein enumerated, or which may at any time appear conducive to or expedient for protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners (either general or limited), joint venturers, trustees, or otherwise, either alone or in conjunction with any other person, association, or corporation.

The foregoing clauses shall be construed both as purposes and powers and shall not be held to limit or restrict in any manner the general powers of the corporation, and the

enjoyment and exercise thereof as conferred by the laws of the State of Idaho; and it is intended that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

ARTICLE IV - STOCK

The aggregate number of shares this corporation shall have authority to issue is FIFTY THOUSAND (50,000) shares of common stock with a par value of ONE DOLLAR (\$1.00) per share. All stock of the corporation shall be the same class and shall have the same rights and preferences. Fully paid stock of this corporation shall not be liable to any further call or assessment.

ARTICLE V - CAPITALIZATION

This corporation will not commence business until consideration of a value of at least ONE THOUSAND DOLLARS (\$1,000.00) has been received for the issuance of shares.

ARTICLE VI - SHAREHOLDER RIGHTS

The authorized and treasury stock of this corporation may be issued at such time, upon such terms and conditions and for such consideration as the Board of Directors shall determine. Shareholders shall have preemptive rights to acquire unissued shares of the stock of this corporation.

ARTICLE VII - INTERNAL AFFAIRS

Except as otherwise specifically provided in these Articles, the internal affairs of the corporation shall be governed as provided in such By-Laws as may be established and amended from time to time by the corporation's Board of Directors.

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended by the affirmative vote of a majority of the shares entitled to vote on each such amendment.

ARTICLE VIII - INITIAL OFFICE AND AGENT

The address of this corporation's initial registered office and the name of its original registered agent at such address is:

T. J. Patterson
Route 3, Box 333
Blackfoot, Idaho 83221

ARTICLE IX - DIRECTORS

The number of Directors constituting the initial Board of Directors of this corporation is five (5). The names and addresses of persons who are to serve initially as Directors until the first annual meeting of stockholders, or until their successors are elected and qualify, are:

T. J. Patterson
Route 3, Box 333
Blackfoot, Idaho 83221

LaValle Nelson
Route 2, Box 314
Blackfoot, Idaho 83221

Casey Nelson
Route 2, Box 314
Blackfoot, Idaho 83221

Virginia Patterson
Route 3, Box 333
Blackfoot, Idaho 83221

Wayne Waddoups
340 West Judicial
Blackfoot, Idaho 83221

ARTICLE XI - INCORPORATORS

The name and address of the incorporator is:

R. Glen Woods
185 South State Street
Suite 1300
Salt Lake City, Utah 84111

ARTICLE XII - COMMON DIRECTORS - TRANSACTIONS
BETWEEN CORPORATION

No contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm, association, or entity in which one or more of its Directors are directors or officers or are financially interested, shall be either void or voidable because such Director or

Directors are present at the meeting of the Board of Directors or a committee thereof, which authorizes, approves, or ratifies the contract or transaction or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee that authorizes, approves, or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consent of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote or written consent; or (c) the contract or transaction is fair and reasonable to the corporation.

Common or interested Directors may be countered in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE XIII - ACQUISITION AND DISPOSITION OF SHARES

This corporation shall have the right to acquire its own shares to the extent of unreserved and unrestricted capital surplus available therefor.

ARTICLE XIV - INDEMNIFICATION OF OFFICERS AND DIRECTORS

This corporation may indemnify any officer or director or former officer or director of the corporation, 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 reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil or criminal, to which he is made a party by reason of being or having been such director or officer, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty; and to make any other indemnification that shall be authorized by any bylaw or resolution adopted by the Board of Directors or Shareholders.

ARTICLE XV - VOTING OF SHARES

At each election for directors, every shareholder entitled to vote at such election shall have the right to vote, in person or proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote, or to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or

by distributing such votes on the same principle among any number of such candidates.

DATED this 3rd day of April, 1984.


R. Glen Woods

STATE OF UTAH)
 : ss.
COUNTY OF SALT LAKE)

R. Glen Woods, having been first duly sworn, declares as follows:

1. He has executed the foregoing Articles of Incorporation of Patterson & Nelson Construction, Inc. as the incorporator thereof.


2. He has read the foregoing Articles of Incorporation and knows the contents thereof.

3. The statements contained in the foregoing Articles of Incorporation are true and correct in all material respects.

DATED this 3rd day of April, 1984.


R. Glen Woods

SUBSCRIBED AND SWORN to before me this 3rd day of April, 1984.


NOTARY PUBLIC
Residing in: Salt Lake

My commission expires:

1-22-88