

State of Idaho

Department of State

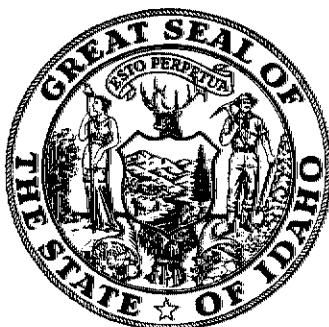
CERTIFICATE OF INCORPORATION OF

GROVOM & SONS CONSTRUCTION, INC.
File number C 112318

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: October 12, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Seibel*

Oct 12 8 53 AM '95

SECRETARY OF STATE
STATE OF IDAHO
ARTICLES OF INCORPORATION
OF
GROVOM & SONS CONSTRUCTION, INC.

IDAHO SECRETARY OF STATE
10/12/95 9:00:00 AM
Customer # 4725
LIC#0018462 16384
CORPORATION PROFIT
1 @ 100.00 = 100.00

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being natural persons of legal age, and being citizens of the United States, 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 GROVOM & SONS CONSTRUCTION, INC.

SECOND:

Designation as close corporation.

The corporation shall be a close corporation as defined in Internal Revenue Code Subchapter S - Election of Certain Small Business Corporations as to Taxable Status §§ 1371 - 1377. The corporation's issued stock of all classes, with the exception of treasury stock, shall be held of record by no more persons than allowable under said act. The corporation shall at no time make any offering of its stock of any class, which offering would constitute a public offering under the Securities Act of 1933 and any amendments thereto, or under any applicable statutes of the State of Idaho.

An amendment to these Articles deleting this corporation's designation as a close corporation may be adopted by an affirmative vote of a majority of the outstanding shares.

THIRD:

The purposes for which said corporation is formed are:

- A. To engage in a general construction business, including but not limited to

landscaping, excavation, sandblasting, septic and water systems, welding and general repair.

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

C. 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.

D. To make, execute and enter into contracts with, and to take and receive contracts or assignments of contracts from, any and all persons, firms, 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 corporations, or acquired by assignment from others.

E. 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.

F. 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.

G. To in any way acquire transfer, and otherwise deal in and with goods, wares and merchandise and personal property of every class and description.

H. 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.

I. To borrow or raise funds 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 negotiable or non-negotiable instruments and evidences of indebtedness (including but not limited to promissory notes, drafts, bills of exchange, warrants, bonds, and debentures), for any of the objects or purposes of the corporation, and to secure payment thereof 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.

J. To endorse, guarantee and secure the payment and satisfaction of obligations and evidences of indebtedness (including but not limited to bonds, coupons, mortgages, deeds of trust, debentures, and securities), and also to guarantee and secure the payment or satisfaction of interest on obligations and of dividends on shares of the capital stock of other corporations, also to assume the whole or any part of the liabilities existing or prospective of any person, corporation, firm or association and to aid in any manner any other person, firm or association with which it has business dealings or whose stock, bonds, or other obligations are held or are in any manner guaranteed by the corporation, and to do any other acts and things for the

preservation, protection, improvement or enhancement of the value of such stocks, bonds or other obligations.

K. 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 the United States and in any foreign countrys, subject to the laws of such state, district, territory, colony or country.

L. 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.

M. 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.

Except where otherwise expressed, the objections and purposes specified in the foregoing clauses shall not be limited or restricted by any other clause in these Articles of Incorporation; the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

FOURTH:

The location and post office address of the principal office of the corporation is Route 1, Box 116, Lenore, Idaho 83541. The name of the registered agent is Kimberly J. Childers-Grovom, Route 1, Box 116, Lenore, Idaho 83541.

FIFTH:

The total authorized number of shares of common stock is 500 shares of the par value of \$100 per share, aggregate par value, \$50,000.

SIXTH:

The name and post office address of the incorporators and initial directors and the number of shares subscribed by each are as follows:

<u>NAME</u>	<u>SHARES</u>
Douglas A. Grovom Route 1, Box 116 Lenore, Idaho 83541	228
Roberta M. Grovom Route 1, Box 116 Lenore, Idaho 83541	227
Scot A. Grovom Route 1, Box 116 Lenore, Idaho 83541	15
Kimberly J. Childers-Grovom Route 1, Box 116 Lenore, Idaho 83541	15
Shane A. Grovom Route 1, Box 116 Lenore, Idaho 83541	15

SEVENTH: Restriction on transfer.

It is hereby expressly provided that no person shall be eligible to be a stockholder of this corporation except the original stockholders, their heirs, or persons designated by the board of directors.

It is also made a part of the contract of subscription to stock of this corporation, for the purchase of stock by each subscriber or purchaser, that, in order to carry out the provisions of this section, every shareholder or stockholder, before selling such stock belonging to him, shall offer to sell the same to the corporation at the fair book value of such stock at the time such offer is made, and in case of disagreement as to what such book value is at such time, such matter in dispute shall be arbitrated.

Any attempted sale of such stock to a person or persons ineligible to own stock in this corporation shall be void.

The corporation hereby reserves the right to purchase at the book value any share or shares of stock which may by any means or method become the property of persons, corporations, or associations ineligible to be stockholders in this corporation.

The provisions of this section shall be printed upon the face of, and be a part of, each and every certificate of stock issued by this corporation.

EIGHTH:

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

NINTH:

The board of directors shall consist of five (5) 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.

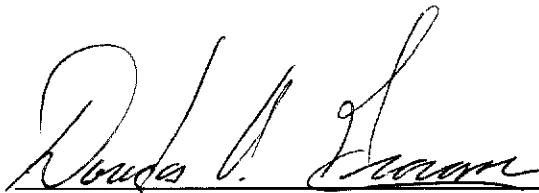
TENTH:

The existence of this corporation is to be perpetual.

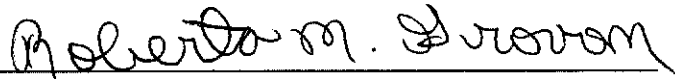
ELEVENTH:

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 amount upon the property and franchise of this corporation.

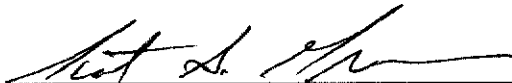
The undersigned, for the purpose of forming a corporation under the laws of the State of Idaho, do make, file and record this certificate and do hereby certify that the facts herein stated are true; and have accordingly hereunto set their hand and seal.



DOUGLAS A. GROVOM



ROBERTA M. GROVOM



SCOT A. GROVOM



KIMBERLY J. CHILDERS-GROVOM



SHANE A. GROVOM

)

) SS.

)

28th day

Mephane L Hill

Lewis, Th

My commission expires: 7/31/2001

STATE OF IDAHO

County of

Nez Perce

)
) ss.
)

BE IT REMEMBERED that on this 28 day of September, 1995, personally appeared before me DOUGLAS A. GROVOM and ROBERTA M. GROVOM, 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 each severally acknowledge that they signed, sealed and delivered the same as their voluntary act and deed, and deposes that the facts therein stated were truly set forth.

Given under my hand and seal of office the day and year hereinabove first written.

Keri Jones

Notary Public in and for the State of Idaho,
residing at Lewiston therein.

My commission expires: 8-17-2000

STATE OF IDAHO

County of

Ng Pence

)
) ss.
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BE IT REMEMBERED that on this 28 day of September, 1995, personally appeared before me SHANE A. GROVOM, a 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 severally acknowledge that he signed, sealed and delivered the same as his voluntary act and deed, and deposes that the facts therein stated were truly set forth.

Given under my hand and seal of office the day and year hereinabove first written.

Keri Jones

Notary Public in and for the State of Idaho,
residing at Lewiston therein.

My commission expires: 8-17-2000