



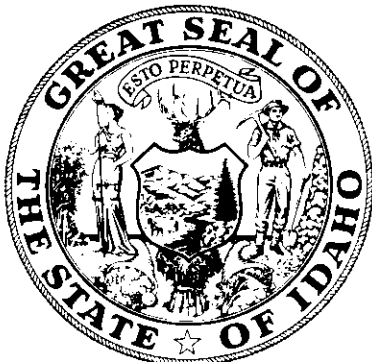
CERTIFICATE OF AUTHORITY
OF

PALISADE CONSTRUCTION COMPANY

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of PALISADE CONSTRUCTION COMPANY for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to PALISADE CONSTRUCTION COMPANY to transact business in this State under the name PALISADE CONSTRUCTION COMPANY and attach hereto a duplicate original of the Application for such Certificate.

Dated March 21st, 19 83



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

• Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is PALISADE CONSTRUCTION COMPANY
2. *The name which it shall use in Idaho is PALISADE CONSTRUCTION COMPANY
3. It is incorporated under the laws of COLORADO
4. The date of its incorporation is December 12, 1980 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 822 East First Street, Craig, Colorado 81616
6. The address to which correspondence should be addressed, if different from that in item 5
7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Construction

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>James P. Bennett</u>	<u>President/Director</u>	<u>P.O. Box 17387, Mashville, TN. 37217</u>
<u>Jerry K. Jones</u>	<u>Vice President</u>	<u>P.O. Box 1076, Craig, Co. 81626</u>
<u>Donnie R. Foutch</u>	<u>Secretary/Treasurer</u>	<u>P.O. Box 17387, Nashville, TN 37217</u>
<u>Daniel R. Feehan</u>	<u>Director</u>	<u>P.O. Box 13688, Houston, TX 77019</u>
<u>Leon R. Simon</u>	<u>Director</u>	<u>P.O. Box 14627., Albuquerque, NM 87191</u>

10. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>50,000</u>	<u>Common</u>	<u>No par value</u>

(continued on reverse)

11. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares . Are Without Par Value
50,000	Common	No par value

12. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

13. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated March 10, 19 83

PALISADE CONSTRUCTION COMPANY

By

Jerry K. Jones
Jerry K. Jones

Its

Vice

President

and

Jim Halquist

Its

Assistant

Secretary

STATE OF COLORADO)

COUNTY OF MOFFAT) ss:

I, Theresa J. Zimmerman, a notary public, do hereby certify that on this 10 day of March, 19 83, personally appeared before me Jerry K. Jones, who being by me first duly sworn, declared that he is the Vice-President of PALISADE CONSTRUCTION COMPANY

that he signed the foregoing document as Vice-President of the corporation and that the statements therein contained are true.

Theresa J. Zimmerman
My Commission Expires April 27, 1986

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

RECORD
DIVISION
OFFICE
ARTICLES OF INCORPORATION
OF
PALISADE CONSTRUCTION COMPANY

419535

The undersigned natural person, having capacity to contract and acting as the Incorporator of a corporation for profit under the Colorado Corporation Code hereby adopts the following Articles of Incorporation for such corporation:

1. The name of the Incorporator is Charles E. Grover, and his address is 1200 American National Bank Building, Denver, Colorado 80202.
2. The name of the corporation is Palisade Construction Company.
3. The initial registered office of the corporation is 1200 American National Bank Building, which is located in the City and County of Denver, State of Colorado 80202 and the name of its registered agent shall be Charles E. Grover, whose address is 1200 American National Bank Building, Denver, Colorado 80202.
4. The duration of the corporation is perpetual.
5. The address of the principal office of the corporation in the State of Colorado shall be 1200 American National Bank Building, Denver, Colorado 80202.
6. The corporation is for profit.
7. The purposes for which the corporation is organized are:

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in the business construction of buildings, and retail establishment construction,

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and to sell, trans manner per every day.

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a. To engage as a general contractor or sub-contractor in the business of construction, including without limitation the construction of roads, hospitals, schools, factories, office buildings, apartment buildings and other housing facilities, retail establishments, warehouses and any and all other types of construction, and in connection therewith and/or in aid thereof:

(i) To organize or promote or facilitate the organization of any corporation, association, partnership, syndicate, joint venture, or other entity under the laws of Colorado, the United States of America, or any other state, district, country, nation or government, for the purpose of transacting, promoting, or carrying on any lawful business or purposes;

(ii) To acquire by purchase, lease, or otherwise, and to own, hold, operate, develop, lease, mortgage, pledge, sell, transfer, or otherwise invest and trade or deal in, in any manner permitted by law, real estate and personal property of every kind and description, or any interest therein.

b. In general, to carry on any other business whether or not related to the foregoing including the transaction of all lawful business for which corporations may be organized pursuant to the Colorado Corporation Code, and to have and exercise all of the powers, privileges or immunities now or hereafter conferred upon or permitted to corporations by the laws of the State of Colorado; to do any and all of the acts and things herein set forth to the same extent as natural persons could do insofar as permitted by the laws of the State of Colorado, in any part of the world, as principal, factor, agent, contractor, trustee, or otherwise, either alone or in syndicates or otherwise in conjunction with any person, entity, syndicate, partnership, association, or corporation or any governmental, municipal, or public

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authority, domestic or foreign, to establish and maintain offices and agencies, and to exercise all of its corporate powers and rights throughout the world.

c. The foregoing clauses shall be construed as powers as well as objects and purposes, and the matters expressed in each clause, unless herein otherwise expressly provided, shall be in no wise limited by reference to, or inference from, the terms of any other clause, but shall be regarded as independent objects, purposes and powers; and the enumeration of specific objects, purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms, or the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature.

8. The maximum number of shares that the corporation is authorized to issue is fifty thousand (50,000) shares of common stock having no par value. Any and all of such shares may be issued by the corporation from time to time for such consideration in money, property or services as may be fixed from time to time by the Board of Directors without the necessity of action, by the Shareholders. All such shares shall be issued fully paid and nonassessable.

9. The business and affairs of the corporation shall be managed by a Board of Directors:

a. The number of Directors and their terms shall be as specified in the By-laws of the corporation. The initial Board of Directors shall consist of three (3) members, as follows:

James P. Bennett

c/o The Rodgers Companies, Inc.
11 International Plaza Drive
P.O. Box 17187
Nashville, Tennessee 37217

John D. Griffin

c/o The Rodgers Companies, Inc.
11 International Plaza Drive
P.O. Box 17387
Nashville, Tennessee 37217

David R. Fehan

c/o The Rodgers Companies, Inc.
11 International Plaza Drive
P.O. Box 17387
Nashville, Tennessee 37217

b. Whenever the Board of Directors is required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken, signed by all of the Directors entitled to vote thereon, and any such action shall be as valid and effective as any resolution duly adopted at a regular or special meeting of the Directors.

10. Cumulative voting shall not be allowed in the election of directors.

11. Shareholders shall not have a pre-emptive right to subscribe for additional shares of the corporation issued from time to time by the Board of Directors.

12. Whenever the shareholders of the corporation are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken, executed by the holders of record of all of the then issued and outstanding capital stock of the corporation, and such action shall be as valid and effective as any action taken at a regular or special meeting of the stockholders.

13. The Board of Directors shall have the power to enact, alter, amend or repeal such By-laws not inconsistent with the laws of the State of Colorado and these Articles of Incorporation as it may deem best for the management of the corporation.

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14. The following provisions are inserted for the management of the business and for the conduct of the affairs of the corporation and the same are in furtherance of and not in limitation or exclusion of the powers conferred by law.

a. Contracts with Directors. No contract or other transaction of the corporation with any other person, firm or corporation, or in which this corporation is interested, shall be affected or invalidated by:

(i) The fact that any one or more of the directors or officers of this corporation is interested in or is a director or officer of another corporation; or

(ii) The fact that any director or officer, individually or jointly with others, may be a party to or may be interested in any such contract or transaction. Each person who may become a director or officer of the corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with the corporation in which he may be in any way interested.

b. Third Party Actions. The corporation shall 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 proceeding, whether civil, criminal, administrative or investigative (other than an 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 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 attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, if he acted in good faith and in a manner he reasonably believed to be in 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 or 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 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.

c. Actions by or in the Right of the Corporation. The corporation shall 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 attorneys' fees) actually 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 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 the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

d. Determination of Conduct. The determination that an officer, director, employee or agent, has met the applicable standard of conduct set forth in subsections b and c above (unless indemnification is ordered by a court) 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 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 stockholders.

e. Payment of Expenses in Advance. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an 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 Subsections b through g of this Section 14.

f. Indemnity Not Exclusive. The indemnification provided hereunder shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to 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 inure to the benefit of the heirs, executors and administrators of such a person.

g. Insurance. The corporation may 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, joint venture, trust or other enterprise against any liability 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 the provisions of subsections b through g of this Section 14.

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IN WITNESS WHEREOF
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STATE OF COLORADO
CITY AND COUNTY OF

I, Debra L.
Charles E. Grover
whose name is subscribed
Articles of Incorporation
and for himself,
said instrument for the uses and

Given under
December, 1980.

My commission expires

h. Constituent Corporation. For the purposes of Section 14, references to "the corporation" include all constituent corporations absorbed in a consolidation or merger as well as the resulting or surviving corporation so that any person who is or was a director, officer, employee or agent of such a constituent corporation or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this Section 14 with respect to the resulting or surviving corporation as he would if he served the resulting or surviving corporation in the same capacity.

IN WITNESS WHEREOF, I have hereunto set my hand at Denver,
Colorado this 17th day of December, 1980.

Charles E. Grover
Charles E. Grover

STATE OF COLORADO)
CITY AND COUNTY OF DENVER) ss.:

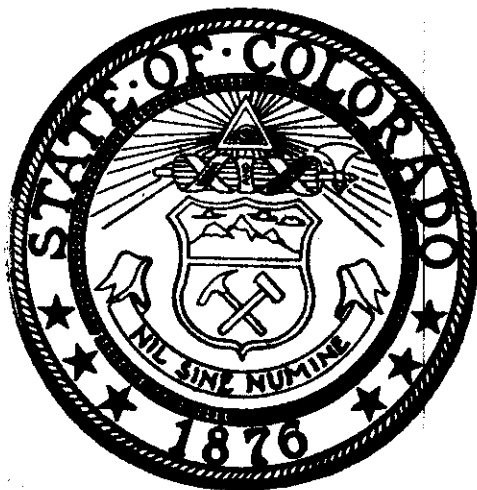
I, Debra L. Olivero, a Notary Public, do hereby certify that Charles E. Grover, known to me personally to be the same person whose name is subscribed to, and who executed the foregoing Articles of Incorporation, appeared before me this day in person, and for himself, acknowledged that he signed, sealed and delivered said instrument of writing as his free and voluntary act and deed for the uses and purposes therein set forth.

Given under my hand and notarial seal this 17th day of December, 1980.

My commission expires: January 4, 1981.

Debra L. Olivero
Notary Public





STATE OF COLORADO
DEPARTMENT OF
STATE

I hereby certify that this is a true
and complete copy of the document
as filed in this office and admitted to
record in File No 419535

DATED 3/16 1983

Daphne Theys
Secretary of State
BY Lucy J. Hanson