

State of Idaho

Department of State

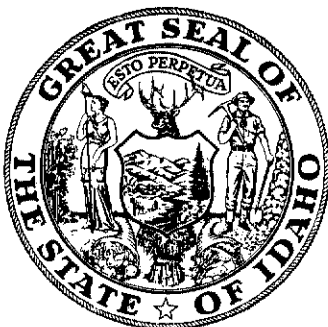
CERTIFICATE OF INCORPORATION OF

DAN HEMMER CONSTRUCTION, INC.
File number C 112364

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 16, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

ARTICLES OF INCORPORATION
OF

OCT 15 2 30 PM '95

SECRETARY OF STATE
STATE OF IDAHO

DAN HEMMER CONSTRUCTION, INC.

IDAHO SECRETARY OF STATE

10/16/95 9:00:00 AM

Customer # 33865

IVC960019069 16384

CORPORATION PROFIT

1 @ 100.00 = 100.00

KNOW ALL MEN BY THESE PRESENTS: That We, the undersigned, being citizens of the United States of America, and of full legal age, being residents of the State of Idaho, have this day voluntarily associated together for the purpose of forming a corporation under the Idaho Business Corporation Act, domestic, profit-making Corporation under the, and pursuant to the laws of the State of Idaho, and We do hereby certify as follows:

ARTICLE I

Corporate Name:

The name of this Corporation shall be "DAN HEMMER CONSTRUCTION, INC."

ARTICLE II

Principle Office and Registered Agent:

The principle office of the Corporation in the State of Idaho, is at 4702 Patton Place, Boise, County of Ada, State of Idaho. The registered Agent at this address is Dan Hemmer, Corporate President. Mail is to be addressed to said agent at 4702 Patton Place, Boise, Idaho, 83704.

ARTICLE III

Corporate Duration:

The Corporation shall have perpetual existence, unless sooner dissolved by lawful act of the Corporation or by reason of law.

ARTICLE IV

Corporate Purposes:

The purposes for which this Corporation is organized are:

(1) To perform or undertake any act, in any part of the world or to do any or all of the things herein set forth to the same extent as principals, agents, contractors, trustees, or otherwise, and either alone or in company of others.

(2) To provide general business services including but not limited to delivering high quality, professional construction services in cities throughout the Western United States.

(3) To enter into, make, perform and carry out, contracts, by providing quality work in a professional manner.

(4) To transact any lawful business and to have and exercise all powers necessary or convenient to effect any and all lawful purposes.

ARTICLE V

Capital Stock:

The capital stock of this Corporation shall be of one class, non-assessable, issuable as follows:

(1) The total authorized number of shares shall be ONE HUNDRED (100) AUTHORIZED SHARES, with a par value of ONE DOLLAR (\$1.00), lawful money of the United States of America.

(2) Each share of capital stock shall be entitled to one vote at any shareholders meeting, which may be voted either in person or proxy.

(3) No share of capital stock of this Corporation may be sold

or transferred on the Corporate books without the consent of the Board of Directors, but in the event that a shareholder requests sale or transfer of his stock and is refused, the Corporation must purchase such share or shares at the market value of said share or shares at the time of requests or within a reasonable time thereafter.

(4) The Corporation may deal in its own shares, but in no event shall any shares held by the Corporation be voted, nor shall any shares which may have been pledged or hypothecated by the Corporation unless the same are transferred to the holder.

ARTICLE VI

Incorporators:

The name and post office address of the Incorporator of this Corporation, who is a natural born citizen of the United States and more than twenty-one years of age is as follows:

Dan Hemmer
4702 Patton Place
Boise, Idaho 83704

ARTICLE VII

Board of Directors:

The Board of Directors of this Corporation shall be composed of not less than one, nor more than three, individuals who shall be elected by the Stockholders at their organizational meeting as the By-Laws provide; and thereafter shall be elected each year as terms expire at the Annual Stockholders Meeting.

Directors shall serve, during good behavior until their successors have been elected and instituted at the Annual Board

Organizational Meeting or Special Board Meeting called to institute a newly elected or appointed Director. Vacancies shall be filled temporarily by the Board of Directors from Stockholders of record until the next Annual Stockholders Meeting at which time an election for the unexpired terms shall be held.

The Directors shall meet immediately following the Stockholders Organizational Meeting and after each Annual Stockholders Meeting for the purpose of organizing themselves by electing a Chairman and such other officers as the Corporation may desire or deem necessary.

The Board shall meet from time to time as may be required, and any number equalling fifty-one percent (51%) or more of the Directors elected, shall constitute a quorum for business.

The Board shall be responsible for Corporate policy and shall be responsible for supervision of Corporate business including the hiring and firing of personnel, setting salaries or wages, entering agreements and direction of enterprises in which the Corporation may be engaged. All Corporate officers shall be directly responsible to the Board, and shall carry misconduct on the part of any elected or appointed officer and subject such officer to removal upon confrontation, hearing and finding of misconduct by a vote of holders of two-thirds of the Company Stock, or the elected Board of Directors.

The Board of Directors may be paid a gratuity for their services on the Board, to be determined at the Annual Stockholders Meeting by vote of the Stockholders. Board members may become

employees of the Corporation and recompensed for services as are other employees.

The initial Board of Directors will be:

Dan Hemmer
4702 Patton Place
Boise, Idaho

until the first Organizational meeting, or until their successors be elected and qualified.

ARTICLE VIII

Corporate Officers:

There shall be elected at the Annual Meeting of Stockholders which shall be held as near the anniversary date of these Articles as practicable after due notice to Stockholders of record who shall serve according to the Corporate By-Laws and shall not be governed by the one-year term provisions and may serve in the position of Corporate officer as well as a Director until their successors are elected and qualified: President; Vice-President, and; Secretary/Treasurer.

There may be also elected such other officers as Stockholders deem necessary. Directors shall serve staggered terms according to Corporate By-Laws and shall not be governed by the one-year term provisions.

A majority of the outstanding Stockholders, present by proxy, or in person, shall constitute a quorum at any Annual or Special Meeting of the Stockholders.

ARTICLE IX

Dissolution-Disposition of Assets:

This Corporation may be dissolved by lawful procedures provided by the laws of the State of Idaho by a vote of stockholders who own two-thirds of all outstanding stock at any Stockholders meeting. In the event that the Corporation becomes defunct or inactive for a period of five years or more, any person having an interest in the Corporation may petition for dissolution according to law without consent of the Stockholders.

Upon dissolution of the assets of the Corporation, if there be any, shall be disposed of lawfully and the proceeds distributed to the outstanding Stockholders pro-rate. If a Stockholder cannot be located after reasonable search, any sums to which he shall be entitled, shall be delivered to his descendants or other beneficiary designated by the Stockholder.

ARTICLE X

Taxation of Corporation:

The Corporation shall elect to be taxed as an "S" Corporation under the Internal Revenue Code.

The Corporation shall only authorize and issue one class of stock (voting common).


No Stockholder shall do any act (including the sale or transfer of such Stockholder's stock) which shall contravene or revoke the Corporation's election to be taxed as an "S" Corporation.

ARTICLE XI

Amendment:

These Articles may be amended, altered or added to, by a vote of more than fifty-one percent (51%) of the outstanding shares at any Annual or Special Stockholders meeting upon such notice as may be required by laws of the By-Laws of the Corporation.


IN WITNESS WHEREOF, the Incorporators have set their hands this 12 day of October, 1995.


DAN HEMMER

STATE OF IDAHO)
) ss.
County of Ada)

On this 12th day of October, 1995, before me, the undersigned Notary Public in and for said State, personally appeared Dan Hemmer, known to me to be one of the Incorporators of DAN HEMMER CONSTRUCTION, INC., whose signature is affixed to the foregoing Articles of Incorporation, and acknowledged to me that he executed the same as an incorporator of DAN HEMMER CONSTRUCTION, INC.

IN WITNESS WHEREOF, I have set my hand and seal the day and year in this certificate first above appearing.


Notary Public for Idaho
Residing at: Boise, Idaho
My commission expires: 03/08/2000