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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
ENGINEERED STRUCTURES, INC.**SECRETARY OF STATE
STATE OF IDAHO

THE UNDERSIGNED, as the Board of Directors of **ENGINEERED STRUCTURES, INC.** ("Corporation"), under the Idaho Business Corporation Act, Title 30, Chapter 29, Idaho Code ("Act"), unanimously adopt the following Amended and Restated Articles of Incorporation of Engineered Structures, Inc. ("Articles"), which Articles the Board of Directors certifies consolidates all of the Corporation's previous articles and amendments into a single document which supersedes all previous Corporation articles and amendments, contains all information required by the Act, and has been approved by the Corporation's shareholders as required by the Act, as follows:

ARTICLE I**NAME**

The name of this Corporation is:

ENGINEERED STRUCTURES, INC.

ARTICLE II**PERIOD OF DURATION**

The period of duration of the Corporation is perpetual.

ARTICLE III**PURPOSE AND POWERS**

Section 1 Purposes. The purpose or purposes for which the Corporation is organized is for the transaction of any or all lawful business for which corporations may be incorporated under the Act.

Section 2 Powers. The Corporation shall have and exercise the statutory general powers as specified in Section 30-29-302 of the Act, and the emergency powers specified in Section 30-29-303 of the Act, as the same now exist or may hereafter be amended and, further, the Corporation shall have the power to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinabove set forth and to do all other things incident thereto or connected therewith, which are not forbidden by the Act, by other law, or by these Articles.

ARTICLE IV**AUTHORIZED SHARES**

Section 1 Common Stock. The Corporation is authorized to issue one (1) class of common stock. The total authorized number of shares of common stock which the Corporation is 10,000 shares with an aggregate par value of \$10,000, and the par value of each share is

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\$1.00. Each share of issued common stock shall have the voting right of one vote per each share held by such shareholder as such shares are determined by the corporate records.

Section 2 Shareholder Rights. The Corporation elects to have preemptive rights for existing shareholders to acquire unissued or treasury shares of the Corporation. Preemptive rights must be exercised and the shares acquired within ninety (90) days after being offered by the Corporation, or such preemptive rights become void and of no further force or effect for the offered shares. Shareholders of common stock in the Corporation do not have appraisal rights described in Part 13 of the Act.


ARTICLE V

REGISTERED OFFICE AND AGENT

The location of the Corporation's registered office in the State of Idaho is 3330 E. Louise Drive, Suite 300, Meridian, Idaho, 83642, or such other place as may be determined by the Board of Directors from time to time. The name of the registered agent of the Corporation at such address is Amanda K. Schaus, or such other registered agent as may be determined by the Board of Directors from time to time.

ARTICLE VI

BOARD OF DIRECTORS


Amanda K. Schaus,
Registered Agent

The number of directors constituting the Board of Directors of the Corporation shall be at least two (2), but in no event shall be more than seven (7). The names and addresses of the Board of Directors until the election and qualification of their successors are as follows:

<u>Name:</u>	<u>Address:</u>
Thomas D. Hill	2890 S. Creek Pointe Ln. Eagle, Idaho 83616
Neil W. Nelson	473 N. Strata Via Boise, Idaho 83712
Kevin Smith	3667 Gallatin Way Boise, Idaho 83709

Upon the unanimous approval by the members of the Board of Directors then duly elected and qualified, the Board of Directors may be dissolved and the business and affairs of the Corporation thereafter managed by such other person or persons designated by the Board of Directors at the time of said dissolution. Such other person or persons empowered by the Board of Directors to manage the Corporation shall have all rights and powers as provided in the Act, these Articles and/or by the Bylaws of the Corporation.

IDAHO SECRETARY OF STATE

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ARTICLE VII

LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1 Directors' and Officers' Liability. To the fullest extent permitted by the Act or otherwise, no director serving on the Board of Directors of the Corporation, or an officer serving in such officer's corporate capacity for the Corporation, shall have any personal liability to the Corporation or its shareholders for monetary damages for any action taken by, or failure to take any action, in his or her corporate capacity; provided that this Section shall not eliminate or limit the liability of a Director or an officer of the Corporation as prohibited by Section 30-29-202(d) of the Act for the following:

- (a) The amount of a financial benefit received by a director or officer to which he or she is not entitled;
- (b) An intentional infliction of harm on the Corporation or its shareholders;
- (c) A violation of Section 30-29-833 of the Act regarding unlawful distributions; or
- (d) An intentional violation of criminal law.

Section 2 Indemnification by Corporation for Directors' and Officers' Liability. To the fullest extent permitted by the Act or otherwise, the Corporation shall indemnify, defend, protect, and hold harmless a director for any action taken by, or omission made by, a director and/or an officer for any action taken by, or failure to take any action, in his or her corporate capacity, provided that this Section shall not provide indemnification as prohibited by Section 30-29-202(e) of the Act for the following:

- (a) Receipt of a financial benefit to which he or she is not entitled;
- (b) An intentional infliction of harm on the Corporation or its shareholders;
- (c) A violation of Section 30-29-833 of the Act regarding unlawful distributions; or
- (d) An intentional violation of criminal law.

Section 3 Reasonable Expenses. Indemnification by the Corporation as provided in this Article shall include reasonable expenses incurred by a director or an officer in the defense of any proceeding to which such director or officer is or was a party because of his or her position as a director or officer, in which such director or officer is wholly successful, on the merits or otherwise. The Corporation may advance expenses to a director and/or officer (with the same procedure as for a director) as provided by the Act from time to time.

ARTICLE VIII

DIVIDENDS AND DISTRIBUTIONS FROM CAPITAL SURPLUS

The Board of Directors may declare dividends on its issued and outstanding common stock payable in cash, property or its own shares except when prohibited by Section 30-29-640 of the Act.

AMENDED AND RESTATED

ARTICLES OF INCORPORATION OF ENGINEERED STRUCTURES, INC. - 3

IN WITNESS WHEREOF the undersigned constitute all of the duly elected Directors of the Board of Directors of the Corporation, and do hereby approve and adopt the foregoing Articles as the sole Articles of the Corporation, and have recommended to, and the adoption of the Articles were duly and unanimously approved by, the Corporation's shareholders as required by the Act, all adopted effective as of the date filed with the Idaho Secretary of State's Office.

BOARD OF DIRECTORS OF THE CORPORATION:



THOMAS D. HILL, Director



NEIL W. NELSON, Director



KEVIN SMITH, Director