



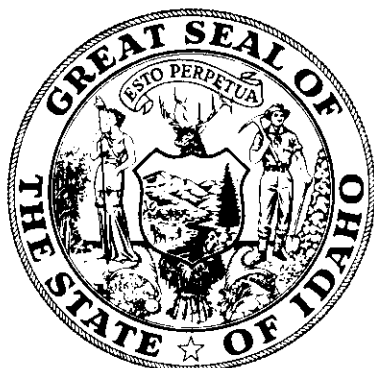
CERTIFICATE OF AUTHORITY  
OF

**STEARNS-ROGER INCORPORATED**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **STEARNS-ROGER INCORPORATED** 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 **STEARNS-ROGER INCORPORATED** to transact business in this State under the name **STEARNS-ROGER INCORPORATED** and attach hereto a duplicate original of the Application for such Certificate.

Dated **August 16**, 19 **82**



*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 Stearns-Roger Incorporated
2. \*The name which it shall use in Idaho is Stearns-Roger Incorporated
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is May 3, 1982 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 100 West Tenth St., Wilmington, Delaware 19801
6. The 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
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:  
Engage in construction contracting business and the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>See attached rider</u>		

9. 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>500</u>	<u>Common</u>	<u>\$1.00</u>

(continued on reverse)

10. 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
500	Common	\$1.00

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

12. 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 July 27, 19 82

Stearns-Roger Incorporated

By

G. R. Galbraith  
G. R. Galbraith

Its Vice President

and

Albert G. Aleman  
Albert G. Aleman

Its \_\_\_\_\_ Secretary

STATE OF Colorado )  
COUNTY OF Arapahoe ) ss:

I, Kathryn A. Gibson, a notary public, do hereby certify that on this 27th day of July, 19 82, personally appeared before me G. R. Galbraith, who being by me first duly sworn, declared that he is the Vice President of Stearns-Roger Incorporated

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

my Commission expires December 2, 1984

Kathryn A. Gibson  
Notary Public

3576 S. Norfolk Way, Aurora, CO 80013

\*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.

STEARNS-ROGER INCORPORATED  
OFFICERS AND DIRECTORS

<u>Name &amp; Title</u>	<u>Business Address</u>
D. E. Provost, Chairman & President	4500 Cherry Creek Drive Denver, Colorado 80217
G. R. Galbraith, Vice President & General Manager	4500 Cherry Creek Drive Denver, Colorado 80217
W. K. Molleur, Vice President-Labor Relations	4500 Cherry Creek Drive Denver, Colorado 80217
J. L. Monarchi, Vice President-Florida	4500 Cherry Creek Drive Denver, Colorado 80217
A. G. Aleman, Vice President, Secretary and Treasurer	4500 Cherry Creek Drive Denver, Colorado 80217
J. E. Jeppesen, Assistant Secretary	4500 Cherry Creek Drive Denver, Colorado 80217

Aug 16 10 12 AM '82  
COUNTY OF IDAHO  
CLERK OF COURT

CONSENT TO USE OF NAME

Stearns-Roger Incorporated, a corporation organized under the laws of the State of Colorado, hereby consents to the qualification of Stearns-Roger Incorporated (a Delaware Corporation) in the State of Idaho.

Furthermore, it is the intention of Stearns-Roger Incorporated (Colorado) to begin withdrawal proceedings within the next 30 days.

IN WITNESS WHEREOF, the said Stearns-Roger Incorporated has caused this consent to be executed by its vice president and attested under its corporate seal by its secretary, this 27th day of July , 1982.

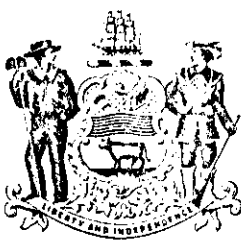
Stearns-Roger Incorporated

By G. R. Galbraith  
G. R. Galbraith, Vice President

Attest:

Albert G. Aleman  
Albert G. Aleman, Secretary

(SEAL)

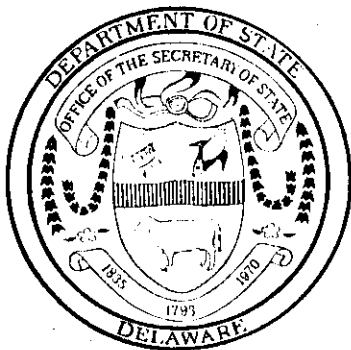


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SECRETARY OF STATE

# State of DELAWARE

## Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,  
do hereby certify that the attached is a true and correct copy of  
Certificate of Incorporation  
filed in this office on May 3, 1982



*Glenn C. Kenton*

Glenn C. Kenton, Secretary of State

BY: *B. Knowles*

DATE: July 22, 1982

CERTIFICATE OF INCORPORATION

OF

SKYTOP INCORPORATED

10Am  
**FILED**

MAY 3 1982

*Maureen C. Keaton*  
SECRETARY OF STATE

1. The name of the corporation is SKYTOP INCORPORATED.
2. The address of its registered office in the State of Delaware is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.
3. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
4. The total number of shares of stock which the corporation shall have authority to issue is Five Hundred (500) and the par value of each of such shares is One Dollar (\$1.00) amounting in the aggregate to Five Hundred Dollars (\$500.00).
5. The name and mailing address of the sole incorporator is as follows:

<u>Name</u>	<u>Mailing Address</u>
Richard A. Gray, Jr.	P.O. Box 538 Allentown, PA 18105
6. The corporation is to have perpetual existence.

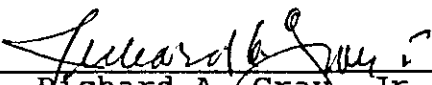
7. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, alter or repeal the by-laws of the corporation.

8. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such places as may be designated from time to time by the board of directors or in the by-laws of the corporation.

9. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 29th day of April 1982.

  
\_\_\_\_\_  
Richard A. Gray, Jr.





# State of DELAWARE



## Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,  
do hereby certify that the attached is a true and correct copy of  
Certificate of Amendment  
filed in this office on July 16, 1982



*Glenn C. Kenton*

Glenn C. Kenton, Secretary of State

BY:

*B. Knowles*

DATE: July 22, 1982

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION

SKYTOP INCORPORATED, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, Does Hereby Certify:

FIRST: That the Board of Directors of said corporation, by unanimous written consent signed by the Directors of said corporation in accordance with the provisions of Section 141(f) of the General Corporation Law of the State of Delaware, have adopted a resolution declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

"1. The name of the corporation is  
STEARNS-ROGER INCORPORATED"

SECOND: That in lieu of a meeting and a vote of shareholders, the shareholders have given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 228 and 242 of the General Corporation Law of Delaware.

IN WITNESS WHEREOF, said SKYTOP INCORPORATED,  
has caused its corporate seal to be hereunto affixed  
and this certificate to be signed by James H. Agger, Vice  
President and attested by Richard A. Gray, Jr., its Secretary,  
this 24th day of May 1982.

SKYTOP INCORPORATED

By

  
Vice President

(CORPORATE SEAL)

ATTEST:

By

  
Secretary

COMMONWEALTH OF PENNSYLVANIA) ) SS  
COUNTY OF LEHIGH )

Be It Remembered, that on this 24th day of May 1982, personally came before me, a Notary Public in and for the County and State aforesaid, James H. Agger, Vice President of SKYTOP INCORPORATED, a corporation of the State of Delaware, and he duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation and the facts stated therein are true; and that the seal affixed to said certificate and attested by the Secretary of said corporation, is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid. ,

Nancy L. West  
Notary Public

NOTARIAL SEAL

NANCY L. WETZEL, NOTARY PUBLIC  
UPPER MERIDION TWP., LEHIGH COUNTY  
MY COMMISSION EXPIRES AUG. 5, 1985  
Member, Pennsylvania Association of Notaries

23-AA