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SECRETARY OF STATE  
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

VAN GUNTEN CONSTRUCTION, INC.

KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned, KEVIN VAN GUNTEN, being of natural age and acting as incorporators of the above named corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

I.

The name of this corporation shall be VAN GUNTEN CONSTRUCTION, INC.

II.

The period of existence and duration of the life of this corporation shall be perpetual.

III.

The location of the registered office of this corporation shall be 1518 Prairie Road, Grangeville, Idaho County, State of Idaho, 83530 and the address of the registered office of the corporation shall be the same and the registered agent shall be KEVIN VAN GUNTEN.

IV.

The nature of the business and the objectives and purposes to be transacted, promoted and carried out are to do any or all things herein mentioned as fully and to the same extent as natural persons might or could do, in any part of the world viz:

As a general contractor or subcontractor for the construction, repairing, and remodeling of buildings and public works of all kinds, and for the improvement of real estate and the doing of any and all other business and contracting incidental thereto.

IDAHO SECRETARY OF STATE  
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1 connected therewith, and the doing and performing of any and all  
2 acts or things necessary, proper, or convenient for or incidental  
3 for the furtherance or the carrying out of the powers or purposes  
4 herein mentioned;

5 To obtain public works licenses and furnishing the necessary  
6 bonding thereto; to apply for, bid, contract and subcontract for  
7 public or private works and to perform, as a contractor or  
8 subcontractor, on all types of public and private projects the work  
9 and operations set forth in these powers; to comply with all the  
10 requirements of public and private works construction, as enumerat-  
11 ed hereafter.

12 To contract or subcontract types of specialty construction  
13 through public works and agencies requiring special skills and the  
14 use of specially skilled trades or crafts.

15 To plan, make, build, construct, work, grade, surface, treat,  
16 pave, repair, improve, maintain road, roadways, roadbeds, highways,  
17 streets and alleys of all kinds, and to plan, make, build,  
18 construct and repair, improve and maintain any curbs, gutters,  
19 culverts, bridges, viaducts, over passes, by passes, sidewalks,  
20 sewers, draining systems, water systems, conduits, lines for the  
21 transmission of electricity, telephone lines, telegraph lines, gas  
22 mains and works appurtenant thereto or in any way connected  
23 therewith;

24 To enter into and perform contracts and subcontracts for the  
25 grading and/or paving of streets, driveways, sidewalks, courts,  
26 alleys, and similar areas.

27 To manufacture, purchase, acquire, own, hold, maintain,  
28 repair, improve, use, operate, deal in, sell, mortgage, pledge and

1 dispose of all types of equipment, machinery, materials, and  
2 property of all kinds and any articles, including road building  
3 equipment and other vehicles, and to acquire, purchase, own, hold,  
4 maintain, repair, improve, use, operate, deal in, sell, mortgage,  
5 pledge and dispose of any kinds and any articles, materials,  
6 machinery, equipment and property useful, necessary or convenient  
7 in connection with any of the business of this corporation both  
8 hereinbefore and hereinafter set out.

9 To operate a clearing and removal business; to clear and  
10 remove the debris from rights-of-ways, roads, streets, alleys,  
11 buildings and structures of all types and kinds, and to clear and  
12 remove all debris from excavation, ditches, culverts, plats of  
13 ground, or in any other situation in which it is necessary to clear  
14 and remove anything on land, water or elsewhere, on both public and  
15 private property; to own, lease, buy and sell any and all equip-  
16 ment, machinery and materials necessary to accomplish the above  
17 purposes.

18 To construct, build, repair and replace all fences and fencing  
19 of whatever type or kind, on any land, property or any other place,  
20 both public and private, where fencing is useful or necessary; to  
21 buy, purchase, own or lease all equipment or materials necessary  
22 for a complete fencing operation.

23 To engage in the hauling business for hire, or for any of the  
24 purposes set forth in these corporate powers; to own, lease, buy  
25 and sell trucks, trailers and other kinds of vehicles for the  
26 purposes of transporting commodities, fill dirt, debris or any  
27 other kind of substance for hire, as a contractor or subcontractor,  
28 for both public and private purposes, or for any other purpose.

1 To engage in the business of landscaping, as a contractor or  
2 subcontractor for both public and private parties, and in the  
3 course of the operation, clear property, and seed, plant, cultivate  
4 and mulch all types of property, both public and private.

5 To operate a sign business, and to buy, sell, rent, and lease  
6 all types of signs; to operate as a contractor or subcontractor and  
7 install, repair and maintain all types of signs, including but not  
8 limited to, road signs, public signs, billboards and business signs  
9 on both public and private property and in any other area, both  
10 public and private.

11 To install, construct, bury and maintain all types of culvert,  
12 pipes and conduits, as a contractor, subcontractor and otherwise,  
13 on both public and private property, to own, buy, sell and lease  
14 the necessary materials and equipment to accomplish this purpose.

15 To carry on all or any of the businesses of manufactures of  
16 cement, lime, plasters, whiting, clay, gravel, sand, minerals,  
17 earth, coke, fuel, artificial stone, and buildings requisite and  
18 conveniences of all kinds.

19 To engage in the practice of farming. Said farming to include  
20 the growing and cultivating of any and all crops. Said practice of  
21 farming to further include farming any land owned by the corpora-  
22 tion or any other land owned by other persons or entities. The  
23 practice of farming shall include any and all activities, business  
24 and transactions necessary for which the practice of farming  
25 requires.

26 To enter into, make and perform and carry out contracts of  
27 every sort and kind with any person, firm, association or corpora-  
28 tion, municipality, body politic, country, territory, district,

1 state and government.

2 To manufacture, purchase, or otherwise acquire, hold, own,  
3 sell, assign, transfer, lease, exchange, invest in, mortgage,  
4 pledge, or otherwise encumber or dispose of and generally deal and  
5 trade in and with, both within and without the State of Idaho, and  
6 in any part of the world, goods, wares, merchandise and property of  
7 every kind, nature and description.

8 To enter into, make and perform contracts of every kind and  
9 description with any person, firm, association or corporation,  
10 municipality, body politic, country, territory, state, government  
11 or colony or dependency thereof.

12 To acquire, and to make payment therefor in cash or the stock  
13 or bonds of the corporation, or by undertaking or assuming the  
14 obligations and liabilities of the transferor, or in any other way,  
15 the good will, rights and property, the whole or any part of the  
16 assets, tangible or intangible, and to undertake or assume the  
17 liabilities of, any person, firm, association or corporation, to  
18 hold or in any manner dispose of the whole or any part of the  
19 property so purchased; to conduct in any lawful manner the whole or  
20 any part of the business so acquired and to exercise all of the  
21 powers necessary or convenient for the conduct and management  
22 thereof.

23 To adopt, apply for, obtain, register, produce, take,  
24 purchase, exchange, lease, hire, acquire, secure, own, hold, use,  
25 operate, contract, or negotiate for, take licenses or other rights  
26 in respect of, sell, transfer, grant licenses and rights in respect  
27 of, manufacture under, introduce, sell, assign, collect the  
28 royalties on, mortgage, pledge, create liens upon, or otherwise

1 dispose of, deal in, and turn to account, letters patent, patents,  
2 patent rights, patents applied for or to be applied for,  
3 trademarks, trade names and symbols, distinctive marks and  
4 indications of origin or ownership, copyrights, syndicate rights,  
5 inventions, discoveries, devices, machines, improvements, licenses,  
6 processes, data, and formulas of any and all kind granted by, or  
7 recognized under or pursuant to the laws of the United States of  
8 America, or of any other country or countries whatsoever, and with  
9 a view to the working and development of the same, to carry on any  
10 business, whether manufacturing or otherwise, which the corporation  
11 may think calculated, directly or indirectly, to effectuate these  
12 objects.

13 To underwrite, subscribe for, purchase, invest in, or  
14 reinvest, acquire, hold, pledge, hypothecate, exchange, sell, deal  
15 in and dispose of, alone or in syndicates or otherwise in conjunc-  
16 tion with others, stocks, bonds, debentures, mortgages and other  
17 evidences of indebtedness and obligations of any corporation,  
18 association, partnership, syndicate, entity, person or governmen-  
19 tal, municipal or public authority, domestic or foreign, and  
20 evidences of any interest in respect to any such stocks, bonds and  
21 other evidences of indebtedness and obligations; to issue in  
22 exchange therefor its own stock, bonds, or other obligations, and,  
23 while the owner or holder of any such, to exercise all the rights,  
24 powers and privileges of ownership in respect thereof, and, to the  
25 extent now or hereafter permitted by law, to aid by loan, subsidy,  
26 guaranty or otherwise those issuing, creating or responsible for  
27 any such stocks, bonds, or other evidences or indebtedness or  
28 obligations or evidence of any interest in respect thereof.

1       To borrow or raise money for any of the purposes of the  
2 corporation, without limit as to the amount, and in connection  
3 therewith, to grant collateral or other security either alone or  
4 jointly with any other person, firm or corporation and to make,  
5 execute, draw, accept, endorse, discount, pledge, issue, sell or  
6 otherwise dispose of promissory notes, drafts, bills of exchange,  
7 warrants, bonds, debentures and other evidences of indebtedness,  
8 negotiable or non-negotiable, transferable or non-transferable, and  
9 to confer upon the holders of any of its obligations such powers,  
10 rights and privileges as from time to time may be deemed advisable  
11 by the Board of Directors, to the extent permitted under the  
12 General Corporation Law of the State of Idaho; to lend and advance  
13 money, extend credit, take notes, open accounts and every kind and  
14 nature of evidence of indebtedness and collateral security in  
15 connection therewith.

16       To purchase or otherwise acquire, hold, sell, pledge, transfer  
17 or otherwise dispose of shares of its own capital stock, provided  
18 that the funds or property of the corporation shall not be used for  
19 the purchase of its own shares of capital stock when such use would  
20 cause any impairment of the capital of the corporation, and  
21 provided further, that shares of its own capital stock belonging to  
22 the corporation shall not be voted upon directly or indirectly.

23       To have one or more offices, to carry on all or any of its  
24 operations and business and without restriction or limit as to the  
25 amount; to purchase, or otherwise acquire, to hold, own, mortgage,  
26 sell, convey or otherwise dispose of real and personal property of  
27 every class and description in any of the states, districts,  
28 territories, dependencies, possessions or colonies of the United

1 States.

2 IN GENERAL, to do any or all of the things herein set forth in  
3 the same extent as natural persons might or could do in any part of  
4 the world, as principals, agents, contractors, trustees, or  
5 otherwise, within or without the State of Idaho, either alone or in  
6 company with others, and to carry on any other business in  
7 connection therewith, and to do all things not forbidden, and with  
8 all powers conferred upon corporations by the laws of the State of  
9 Idaho.

10 It is the intention that each of the objects, purposes and  
11 powers specified in each of the paragraphs of this Fourth Article  
12 of this Certificate of Incorporation shall, except where otherwise  
13 specified, be nowise limited or restricted by reference to or  
14 inference from the terms of any other paragraph or of any other  
15 Article of this Certification of Incorporation, but that the  
16 objects, purposes and powers specified in this Article and in each  
17 of the Articles or paragraphs of this Certificate shall be regarded  
18 as independent objects, purposes and powers, and the enumeration of  
19 specific purposes and powers shall not be construed to restrict in  
20 any manner the general terms and powers of this corporation, nor  
21 shall the expression of one thing be deemed to exclude another,  
22 although it be of like nature. The enumeration of objects or  
23 purposes herein shall not be deemed to exclude or in any way limit  
24 by inference any powers, objects, or purposes which this corpora-  
25 tion is empowered to exercise, whether expressly by force of the  
26 laws of the State of Idaho, now or hereafter in effect, or  
27 impliedly by any reasonable construction of said law.

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V.

In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized;

To make and alter by-laws of this corporation, to fix the amount to be reserved as working capital over and above its capital stock paid in, and to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

If the by-laws so provide, to designate two or more of its members to constitute an executive committee, which committee shall for the time being, as provided in said resolution or in the by-laws of this corporation, have and exercise any or all of the powers of the board of directors in the management of the business and affairs of this corporation, and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

Pursuant to the affirmative vote of the holders of at least a majority of the stock issued and outstanding, having voting power, given at a stockholders meeting duly called for that purpose, or when authorized by the written consent of at least a majority of the holders of the voting stock issued and outstanding, the board of directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of this corporation, including its good will and its corporate franchises, upon such terms and conditions as its board of directors deem expedient and for the best interest of the corporation.

This corporation may in its by-laws confer powers upon its directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by statute.

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**VI.**

There shall be ONE HUNDRED (100) shares of stock of this corporation. No distinction shall exist between the shares of this corporation and all such shares shall have the same rights in the corporation.

**VII.**

All or any portion of the capital stock may be issued for cash or in payment for real or personal property, services or any other right or thing of value, for the uses and purposes of the corporation and when so issued shall become and be fully paid, the same as though paid for in cash at par; and the directors shall be the sole judges of the value of any property, right, or thing acquired in exchange for capital stock.

**VIII.**

From time to time the capital stock may be increased according to laws, and may be issued in such amounts and proportions as shall be determined by the board of directors, and as may be permitted by law.

**IX.**

The name and address of the incorporator is as follows:

Kevin Van Gunten  
1518 Prairie Road  
Grangeville, ID 83530

**X.**

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

**XI.**

The number of directors constituting the initial board of

1 directors is one (1) and the name and address of the person who is  
2 to serve as director until the first annual meeting or until his  
3 successor is elected and shall qualify is:

4 Kevin Van Gunten  
5 1518 Prairie Road  
6 Grangeville, ID 83530

7 This corporation reserves the right to amend, alter, change or  
8 repeal any provisions contained in this certificate of incorpora-  
9 tion in the manner now or hereafter prescribed by statute, and all  
10 right conferred upon stockholders herein are granted, subject to  
11 this reservation.

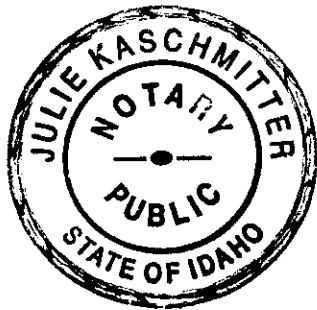
12 I, THE UNDERSIGNED, being the incorporator hereinbefore named  
13 for the purpose of forming a corporation to do business both within  
14 and without the State of Idaho, and in pursuance of the laws of the  
15 State of Idaho, do make, and file these Articles of Incorporation,  
16 hereby declaring and certifying that the facts herein stated are  
17 true, and accordingly, have hereunto set my hand and seal this  
18 20th day of May, 2006.

19   
20 KEVIN VAN GUNTEN

1 STATE OF IDAHO )  
2 County of IDAHO ) ss.

3 On this 25<sup>th</sup> day of May, 2006, before me, the undersigned, a  
4 Notary Public in and for the State of Idaho, personally appeared  
5 KEVIN VAN GUNTEN, known to me to be the person whose name is  
6 subscribed to the within and foregoing instrument, and acknowledged  
7 to me that he executed the same.

8 IN WITNESS WHEREOF, I have hereunto set my hand and affixed my  
9 official seal the day and year first above written.



Julie Kaschmitter  
Notary Public in and for the  
State of Idaho;  
My commission expires: 6-30-11