



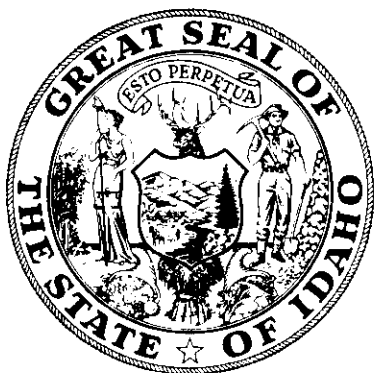
CERTIFICATE OF AUTHORITY
OF

MATHEWS INDUSTRIAL CONSTRUCTORS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of MATHEWS INDUSTRIAL CONSTRUCTORS, INC. 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 MATHEWS INDUSTRIAL CONSTRUCTORS, INC. to transact business in this State under the name MATHEWS INDUSTRIAL CONSTRUCTORS, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated **January 9, 1984**



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 Mathews Industrial Constructors, Inc.

2. *The name which it shall use in Idaho is Mathews Industrial Constructors, Inc.

3. It is incorporated under the laws of Utah

4. The date of its incorporation is September 7, 1977 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 379 Lawndale Drive, Salt Lake City, Utah 84115

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:

To engage in the business of constructing buildings and other structures to be used by industry and to engage in such other lawful business as may be authorized by the Board of Directors.

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

| Name | Office | Address |
|----------------------------|----------------------------|--|
| <u>Abe W. Mathews, Jr.</u> | <u>Director</u> | <u>555 West 27th Street</u> <u>Hibbing, Minnesota 55746</u> |
| <u>George Penoncello</u> | <u>Director/Pres/Treas</u> | <u>555 West 27th Street</u> <u>Hibbing, Minnesota 55746</u> |
| <u>Guy Wollam</u> | <u>Director/V P/Secy</u> | <u>379 Lawndale Drive</u> <u>Salt Lake City, Utah 84115</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>500</u> | <u>Common</u> | <u>\$100</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 |
|------------------|--------|--|
| 10 | common | \$100 |
| | | |
| | | |

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 December 20, 19 83.

MATHEWS INDUSTRIAL CONSTRUCTORS, INC.

By George Penoncello
George Penoncello
Its _____ President

and Guy F. Wollam
Guy Wollam
Its _____ Secretary

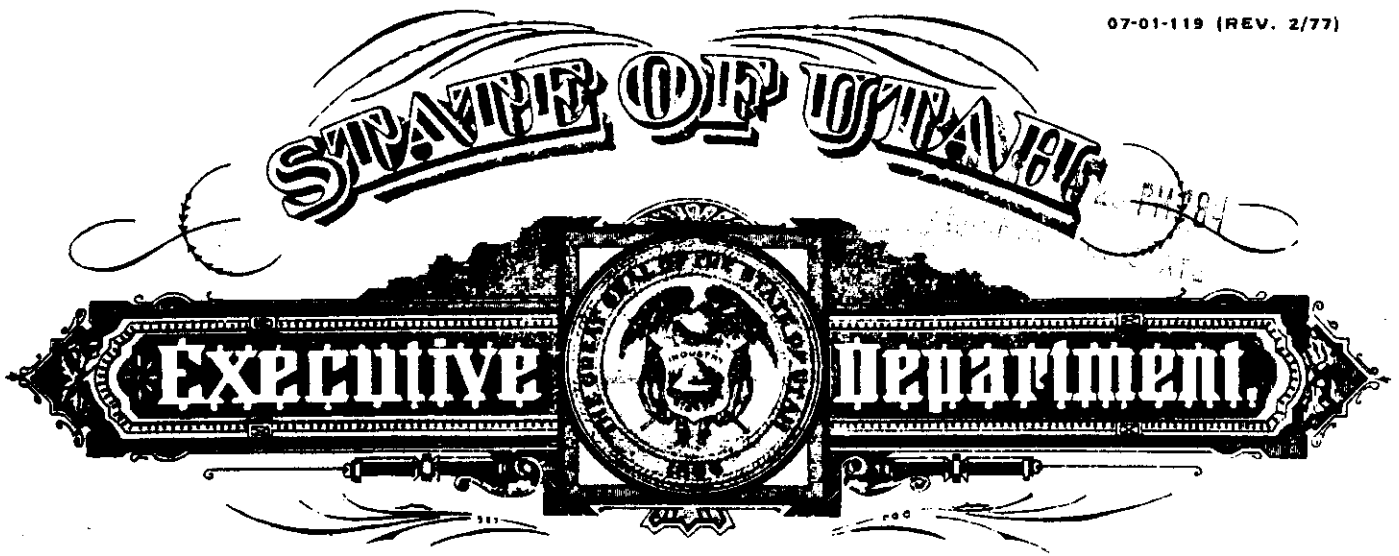
STATE OF Utah)
COUNTY OF Salt Lake) ss:

I, VAL J. FLICEK, a notary public, do hereby certify that on this 20th day of December, 19 83, personally appeared before me George Penoncello, who being by me first duly sworn, declared that he is the President of Mathews Industrial Constructors, Inc.

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

Val J. Flicek
VAL J. FLICEK
NOTARY PUBLIC - MINNESOTA
ST. LOUIS COUNTY
Notary Public EXPIRES OCT. 11, 1985

*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.



Office of Lieutenant Governor

I, DAVID S. MONSON, LIEUTENANT GOVERNOR OF THE STATE OF UTAH, DO HEREBY CERTIFY THAT the attached is a full, true and correct copy of the Articles of Incorporation of MATHEWS INDUSTRIAL CONSTRUCTORS, INC., a Utah corporation filed with this office on September 7, 1977.

AS APPEARS OF RECORD IN MY OFFICE.

File #74122

IN WITNESS WHEREOF, I have hereunto
set my hand and affixed the Great Seal
of the State of Utah at Salt Lake City, this
.....19th..... day of
.....October..... A.D. 19 ..83.

David S. Monson

LIEUTENANT GOVERNOR

ARTICLES OF INCORPORATION

FILED In the office of the Lt. Governor
State, of the State of Utah, on the 7th
day of September, 1977 MATHEWS INDUSTRIAL CONSTRUCTORS, INC.

DAVID S. MONSON
Lt. Governor of State

Filing Clerk

Fees

185 50.00
We, the undersigned, natural persons of the age of twenty-one

(21) years or more, acting as incorporators of a corporation under
the Utah Business Corporation Act, adopt the following Articles of
Incorporation for such corporation:

74122

ARTICLE I

Corporate Name

The name of this Corporation is MATHEWS INDUSTRIAL CONSTRUCTORS,
INC.

ARTICLE II

Duration of the Corporation

The period of duration of this Corporation is perpetual.

ARTICLE III

Purpose

The general purposes and objectives for which the Corporation
is organized are: To engage, either individually or in connection
with others in the form of partnerships or joint ventures, in the
construction of buildings or other structures to be used by indus-
try, particularly but not necessarily limited to those of a nature
suitable for use by industry, and to engage in such other business
as may be determined by the Board of Directors of the corporation
and which is legal under the laws of the State of Utah or the laws
of any other state wherein the corporation is qualified to do busi-
ness.

ARTICLE IV

Shares

The aggregate number of shares which this Corporation shall
have authority to issue is five hundred (500) shares of common
stock of a par value of One Hundred Dollars (\$100.00) per share.
All shares of common stock of this Corporation shall be of the same

class and shall have the same rights and preferences. Fully paid shares of common stock of this Corporation shall not be liable to any further call or assessment.

ARTICLE V

Pre-emptive Rights

The authorized shares of common stock of this Corporation may be issued at such time, upon such terms and conditions, and for such consideration as the Board of Directors of this Corporation shall determine; provided, however, that the shareholders shall have pre-emptive rights to acquire unissued shares of common stock of this Corporation.

ARTICLE VI

Voting of Shares

As to all actions to be voted on by the shareholders, each holder of common stock of the Corporation shall be entitled to one vote for each share of such stock standing in his name on the books of the Corporation, and shall not be entitled to accumulate votes for the purpose of electing directors.

ARTICLE VII

Commencing Business

This Corporation shall not commence business until consideration of a value of at least One Thousand Dollars (\$1,000.00) shall have been received by this Corporation for the issuance of its shares of common stock.

ARTICLE VIII

By-Laws

The Directors shall and the shareholders may adopt By-Laws which are not inconsistent with law or these Articles of Incorporation for the regulation and management of the affairs of this Corporation. These By-Laws may be amended from time to time, or repealed, pursuant to law.

ARTICLE IX

Registered Agent and Office

The initial registered agent of the Corporation shall be William L. Crawford, attorney at law, and the address of the initial registered office shall be c/o Parsons, Behle & Latimer, 79 South State Street, Salt Lake City, Utah 84111.

ARTICLE X

Directors

The number of Directors constituting the initial Board of Directors of this Corporation is three (3), and subsequent to the organizational meeting of this Corporation, the number of Directors shall be determined by the By-Laws of this Corporation. The names and addresses of the persons who are to serve as Directors until the First Meeting of the Shareholders of this Corporation or until their successors are elected and qualified, are:

F. Vance Davidson
7343 So. Viscayne
Salt Lake City, Utah 84101

Jack E. Horgan
8705 Brianhead Circle
Sandy, Utah 84121

Jack H. DeLuca
c/o Abe W. Mathews Engineering Co.
555 West 27th Street
Hibbing, Minnesota 55746

ARTICLE XI

Incorporators

The name and address of each incorporator is:

F. Vance Davidson
7343 So. Viscayne
Salt Lake City, Utah 84101

Jack E. Horgan
8705 Brianhead Circle
Sandy, Utah 84121

Jack H. DeLuca
c/o Abe W. Mathews Engineering Co.
555 West 27th Street
Hibbing, Minnesota 55746

ARTICLE XII

Office and Directors Contracts

No contract or other transaction between this Corporation and any other corporation shall be affected by the fact that a Director or Officer of this Corporation is interested in, or is a Director or other officer of such other corporation. Any Director, individually or with others, may be a party to, or may be interested in any transaction of this Corporation or any transaction in which this Corporation is interested. No contract or other transaction of this Corporation with any person, firm or corporation shall be affected by the fact that any Director of this Corporation (a) is a party to, or is interested in, such contract, act or transaction, or (b) is in some way connected with such person, firm or corporation. Each person who is now or may become a Director of this Corporation is hereby relieved from and indemnified against liability that might otherwise obtain in the event such Director contracts with this Corporation for the benefit of himself or any firm, association or corporation in which he may be interested in any way, provided said Director acts in good faith.

ARTICLE XIII

Section 1244 Stock

Shares of stock of this Corporation authorized and issued pursuant to these articles are, for purposes of the Internal Revenue Code, authorized and issued in compliance with and as prescribed by Section 1244 of the Internal Revenue Code of 1954, as amended, and shall be known as Section 1244 Stock.

DATED this 17th day of September, 1976


F. VANCE DAVIDSON


JACK E. HORGAN


JACK H. DeLUCA

STATE OF UTAH)
 : ss.
COUNTY OF SALT LAKE)

I, the undersigned Notary Public, hereby certify that on the 7th day of September, 1977, personally appeared before me F. Vance Davidson, one of the signers of the foregoing instrument, and being duly sworn by me, declared that he signed the foregoing instrument as incorporator and that the statements therein contained are true.

W. H. Davidson
NOTARY PUBLIC
Residing at: Salt Lake County, Utah

My Commission expires:
6-8-81

STATE OF UTAH)
 : ss.
COUNTY OF SALT LAKE)

I, the undersigned Notary Public, hereby certify that on the 7th day of September, 1977, personally appeared before me Jack E. Horgan, one of the signers of the foregoing instrument, and being duly sworn by me, declared that he signed the foregoing instrument as incorporator and that the statements therein contained are true.

William H. Horgan
NOTARY PUBLIC
Residing at: Salt Lake County, Utah

My Commission Expires:
6-8-81

STATE OF UTAH)
 : ss.
COUNTY OF SALT LAKE)

I, the undersigned Notary Public, hereby certify that on the 7th day of September, 1977, personally appeared before me Jack H. DeLuca, one of the signers of the foregoing instrument, and being duly sworn by me, declared that he signed the foregoing instrument as incorporator and that the statements therein contained are true.

William H. DeLuca
NOTARY PUBLIC
Residing at: Salt Lake County, Utah

My Commission Expires:
6-8-81