

State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

IMPERIUM INDUSTRIES, INC.

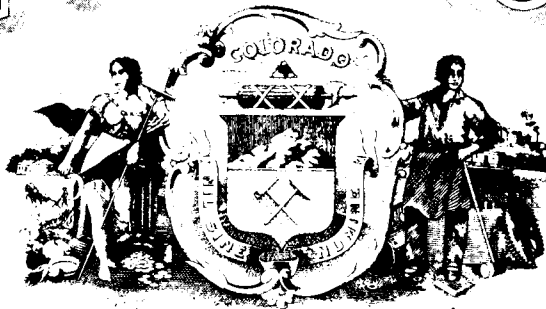
a corporation duly organized and existing under the laws of **Colorado** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Tenth** day of **March**, 19 **65**, a properly authenticated copy of its articles of incorporation, and on the **Tenth** day of **March**, 19 **65** a designation of **C. Ben Martin** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **10th** day of **March**, A.D. 19 **65**.

Secretary of State.

STATE OF COLORADO



OFFICE OF THE SECRETARY OF STATE

UNITED STATES OF AMERICA,) S.S.
STATE OF COLORADO.)

CERTIFICATE

*I, Byron A. Anderson, Secretary of State
of the State of Colorado, do hereby certify that*

the annexed is a full, true and complete copy of articles of
incorporation and articles of amendments to the articles of
incorporation of

IMPERIUM INDUSTRIES, INC.

as filed in this office and admitted to record.

..... IN TESTIMONY WHEREOF, I have hereunto

set my hand and affixed the Great
Seal of the State of Colorado, at the
City of Denver, this ---EIGHTH---

day of ---MARCH----- A. D. 1965

Byron A. Anderson
SECRETARY OF STATE

BY

John D. Bach

DEPUTY.



DEPARTMENT OF
STATE

CERTIFICATE OF
INCORPORATION

I, Byron A. Anderson,

Secretary of State of the State of Colorado, hereby certify that duplicate originals of Articles of Incorporation, duly signed and verified pursuant to the provisions of the Colorado Corporation Act, have been received in this office and are found to conform to law,

Accordingly the undersigned, by virtue of the authority vested in me by law, hereby issues this Certificate of Incorporation of

-----IMPERIUM INDUSTRIES, INC.-----
(A COLORADO CORPORATION)

and attaches hereto a duplicate original of the Articles of Incorporation.

Dated this ----THIRD-----*day of* -----DECEMBER-----, *A. D.* 1963.

Byron A. Anderson

SECRETARY OF STATE

BY

Jack Back

DEPUTY

ARTICLES OF INCORPORATION

OF

IMPERIUM INDUSTRIES, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, Mary K. Ryan, Joyce E. Zimbelman and Ernest S. Baker, desiring to form a body corporate for the purposes hereinafter set forth, under and by virtue of the laws of the State of Colorado, do hereby voluntarily associate ourselves together and hereby make, execute and acknowledge this certificate as follows:

I.

The name of this corporation shall be IMPERIUM INDUSTRIES, INC.

II.

The purposes for which this corporation is formed are:

A. To act as general contractors and to make and enter into any kind of contract relating to real and personal property not expressly forbidden by law, and particularly to construct, build, purchase, acquire, hold, own, equip, manage, operate, maintain, control, improve, develop, pledge, mortgage, or create liens upon, turn to account, lease, sell, convey, or otherwise dispose of, any and all houses, factories, buildings, or constructions of any nature, facilities, installations, plants, manufactories, machinery, equipment, implements, works, tanks, reservoirs, docks, piers, wharves, drydocks, bulkheads, construction and repair shops and plants, elevators, terminals, warehouses, markets, storage plants, irrigation, sewage, heat, light and power plants and systems, roads, trams, tramways, railroads and railway plants and systems, cars, tank cars, tankers, ships, tugs, lighters, barges, boats, vessels, pipelines and any other means or methods of land or water transportation, including the carriage of passengers and freight, pumping stations, telephone and telegraph plants and systems, bridges, dams, embankments, canals and gas, reclamation, drainage, sanitary storage and water works, and all appliances and appurtenances thereof of the same are or may be authorized by the statutes under which the corporation is organized and incorporated and by the laws of any jurisdiction wherein any such works are located.

B. To purchase, lease or otherwise acquire, and to hold, own, sell or dispose of real and personal property of all kinds and in particular lands, buildings, business concerns, shares of stock, mortgages, bonds, debentures and other securities, merchandise, accounts and any interest in real or personal property.

C. To borrow money for its corporate purposes and to make, accept, endorse, execute, and issue promissory notes, bills of exchange, bonds, debentures or other obligations for the purchase of property or for any other purpose in or about the business of the corporation and, if deemed proper, to secure the payment of any such obligations by mortgage, pledge, deed of trust or otherwise.

D. To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the furtherance of any of the powers hereinbefore set forth, either alone or in connection with other corporations, firms or individuals and either as principals or as agents.

E. to have and to exercise all of the powers now or hereafter granted to the corporation by the State of Colorado.

III.

The term of existence of this corporation shall be perpetual.

IV.

The amount of capital stock of this corporation shall be divided into forty thousand (40,000) shares of common stock of no par value.

V.

The only class of stock in the company shall be common stock of no par value per share.

VI.

Cumulative voting shall not be allowed.

VII.

The management and affairs of the business of this corporation shall be vested in a Board of Directors consisting of four Directors.

VIII.

The initial Board of Directors of this corporation shall consist of four Directors, whose names and addresses are:

Herman H. Miller, Jr.
6470 Southwood Drive
Littleton, Colorado

Robert K. Yant
9158 East Tufts Place
Englewood, Colorado

John A. Schrawger, Jr.
2580 South Cherry Street
Denver, Colorado

Hugh H. Trussell
7036 South Norfolk Street
Denver 32, Colorado

IX.

The addresses of the undersigned incorporators are:

Mary K. Ryan
375 Denver Club Building
Denver, Colorado

Joyce E. Zimbelman
375 Denver Club Building
Denver, Colorado

Ernest S. Baker
375 Denver Club Building
Denver, Colorado

X.

The name of this corporation's initial registered agent and the address of this corporation's initial registered office are:

John A. Schrawger, Jr.
5100 York Street
Denver, Colorado

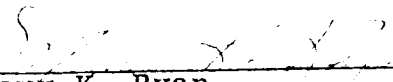
XI.

The stock of the corporation shall be non-assessable and the stock certificates shall have the words "Fully paid and non-assessable" printed or typed on the face of said certificates.

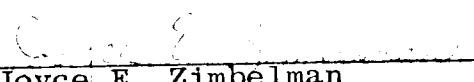
XII.

The operations of this corporation shall be carried on in the State of Colorado and elsewhere without limitation as the Board of Directors may from time to time authorize, and the Board of Directors shall have power to make and enact such by-laws as it may deem proper for the management and regulation of affairs of this corporation.

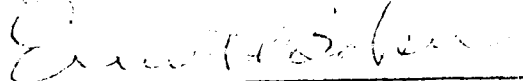
IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 2nd day of December, 1963.



Mary K. Ryan



Joyce E. Zimbelman

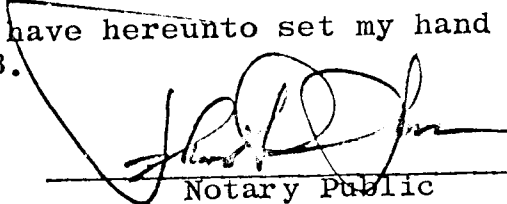


Ernest S. Baker

STATE OF COLORADO)
: ss.
CITY AND COUNTY OF DENVER)

I, Thomas D. Smart, a notary public, hereby certify that on the 2nd day of December, 1963, personally appeared before me MARY K. RYAN, JOYCE E. ZIMBELMAN and ERNEST S. BAKER, who being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.

IN WITNESS WHEREOF I have hereunto set my hand and seal this 2nd day of December, 1963.



Notary Public

My commission expires:



DEPARTMENT OF
STATE

CERTIFICATE OF
AMENDMENT

J. Byron A. Anderson,

*Secretary of State of the State of Colorado, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of -----
-----Imperium Industries, Inc.-----*

duly signed and verified pursuant to the provisions of the Colorado Corporation Act, have been received in this office and are found to conform to law.

Accordingly the undersigned, as such Secretary of State, and by virtue of the authority vested in me by law, hereby issues this Certificate of Amendment and attaches hereto a duplicate original of the Articles of Amendment.

Dated this --Twenty-Sixth-- day of----February-----, A. D. 19 65.

Byron A. Anderson
SECRETARY OF STATE

BY *Ed Back*
DEPUTY



ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION
of

.....IMPERIUM INDUSTRIES, INC.

Pursuant to the provisions of the Colorado Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is.....Imperium Industries, Inc.

.....
SECOND: The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on.....February 3.....19 65., in the manner prescribed by the Colorado Corporation Act:

(Insert Amendment)

That Article IV of the Articles of Incorporation be amended to read as follows:

"The amount of capital stock of this corporation shall be divided into fifty (50) shares of common stock of no par value per share."

ARTICLES OF AMENDMENT—Continued

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 15,000; and the number of shares entitled to vote thereon was 15,000.

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

<u>Class</u>		<u>Number of Shares</u>
Common	(Note 1)	15,000

FIFTH: The number of shares voted for such amendment was 15,000; and the number of shares voted against such amendment was -0-.

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was:

<u>Class</u>		<u>Number of Shares Voted</u>	
		<u>For</u>	<u>Against</u>
Common	(Note 1)	15,000	-0-

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: existing shares will be cancelled and new shares issued on the basis of .00125 new shares (Note 2) for each old share.

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows:

No change.

(Note 2)

Dated February 4 19 65

IMPERIUM INDUSTRIES, INC. (Note 3)

By Herman H. Miller, Jr.
Its President

and Hugh H. Russell (Note 4)

Its Secretary

STATE OF COLORADO,
City & County of Denver ss.

Before me, Mary K. Ryan, a Notary Public in and for the said County and State, personally appeared Herman H. Miller, Jr. who acknowledged before me that he is the President of Imperium Industries, Inc.
Title of office

a Colorado corporation and that he signed the foregoing Articles of Amendment as his free and voluntary act and deed for the uses and purposes therein set forth, and that the facts contained therein are true.

In witness whereof I have hereunto set my hand and seal this 17th day of February,

A. D. 19 65

My commission expires May 20, 1967

Mary K. Ryan
Notary Public

- Notes: 1. If inapplicable, insert "None."
2. If inapplicable, insert "No change."
3. Exact corporate name of corporation adopting the Articles of Amendment.
1. Signatures and titles of officers signing for the corporation.

SUBMIT IN DUPLICATE