

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

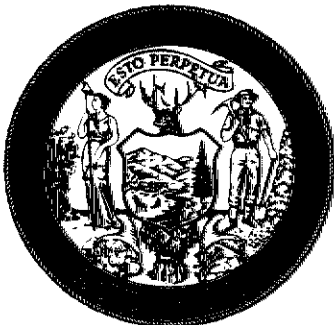
B AND H CONCRETE CONTRACTORS, INC.

File number C 109030

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: January 13, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

RECEIVED
SEC. OF STATE

ARTICLES OF INCORPORATION
OF

95 JAN 13 AM 8 58 B AND H CONCRETE CONTRACTORS, INC.

KNOW ALL MEN BY THESE PRESENTS, that I, William C. Borden, the undersigned, who is of legal age and a resident of the United States of America, have this day associated myself and do hereby, and by these Articles of Incorporation, unite and associate myself for the purpose of forming a corporation under the laws of the State of Idaho and I hereby acknowledge, enter into and adopt the following Articles of Incorporation.

ARTICLE I.

The name of this corporation shall be B and H CONCRETE CONTRACTORS, INC.

ARTICLE II.

The location of the registered office of the Corporation in the State of Idaho shall be 2206 W. Honeysuckle, Coeur d'Alene, Idaho 83814, (208) 772-1705. The registered agent at the registered office of this corporation is William C. Borden.

ARTICLE III.

The period of the duration of this corporation shall be perpetual.

ARTICLE IV.

The purposes and objects of the corporation are as follows:

The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLES OF INCORPORATION - 1

IDaho SECRETARY OF STATE
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ARTICLE V.

The maximum number of shares of stock of this Corporation authorized to be outstanding at any one time shall be 1000 (one thousand) shares of common stock at no par value. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE VI.

The corporation shall constitute and be a body incorporated under the laws of the State of Idaho, with the rights, privileges, powers and immunities which now, or may hereafter be, secured by law to corporations, and shall be subject to all the obligations and liabilities imposed by law upon corporations.

The corporation shall have the following additional powers:

1. To purchase, lease or otherwise acquire and hold lands, buildings and tenements for the offices and premises of the corporation, and to lease, mortgage and convey such real estate in such manner as may appear for the best interests of the corporation;

2. Sue and be sued and appear and defend in all actions and proceedings in it's corporate name to the same extent as a natural person;

3. Adopt and use a common corporate seal and alter the same;

4. Adopt, change, amend and repeal the By-Laws, not inconsistent with law or its certificate of incorporation, for the exercise of its corporate powers, the management, regulation and

government of its affairs and property, the transfer on its records of its stock or other evidence of interest or membership, and the calling and holding of meetings of its stockholders.

5. Conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey or otherwise dispose of franchises in this state and in any of several states, territories, possessions and dependencies of the United States, the District of Columbia and in foreign countries. Purchase the corporate assets of any other corporation and engage in the same character of business. Acquire, enjoy and utilize and dispose of patents, copyrights and trademarks and any licenses or other rights or interest thereunder or therein. Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it;

6. Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state or any other state or government; while owner of such stock. Purchase, hold, sell and transfer shares of its own capital stock, provided that it shall not purchase any of its own capital stock except from the surplus of its assets over its liabilities including capital. Shares of its own capital stock owned by the corporation shall not be voted directly or indirectly, or counted as outstanding for the purpose of any stockholders' quorum or vote;

7. Do all and every thing necessary and proper for the accomplishment of the objects enumerated in this certificate of incorporation or necessary or incidental to the benefit and protection of the corporation, and to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects enumerated in its certificate of incorporation or any amendments thereof;

8. Contract debts and borrow money at such rates of interest not to exceed the lawful interest rate and upon such terms as it or its board of directors may deem necessary or expedient and shall authorize or agree upon, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, whether secured or unsecured, and execute such mortgages, or other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and the board of directors deem expedient; and,

9. Make gifts for educational, scientific or charitable purposes.

ARTICLE VII.

The depository bank for the B and H CONCRETE CONTRACTORS, INC. is designated as the BANK OF AMERICA, Silver Lake Mall Branch, 357 Canfield, Coeur d'Alene, Idaho 83814.

ARTICLE VIII.

The business and affairs of the corporation shall be managed by a Board of Directors consisting of not less than two (2)

members, the number of such directors shall be fixed as provided by the By-Laws of the corporation; the names, together with the respective street or mailing addresses of the initial directors of the corporation, who shall serve until their successors are elected and qualified in the manner to be provided by the By-Law of the corporation as follows:

Dossa Robert Hayward, Jr.
P.O. Box 118
Coeur d'Alene, Idaho 83814

William Clinton Borden
2206 W. Honeysuckle
Coeur d'Alene, Idaho 83814

ARTICLE IX.

The principal officers of the corporation shall be a President, Secretary/Treasurer, and the names, together with the respective street or mailing addresses of the persons who shall serve in such offices until their successors are elected and qualified in the manner to be provided by the By-Laws of the Corporation are as follows:

Dossa Robert Hayward, Jr.
President
P.O. Box 118
Coeur d'Alene, Idaho 83814

William Clinton Borden
Secretary/Treasurer
2206 W. Honeysuckle
Coeur d'Alene, Idaho 83814

X.

In the event that the corporation enters into contracts or transacts business with one or more of its directors, or with any firm of which one or more of its directors are members or employees, or with any other corporation or association of which

one or more of its directors, officers or employees, such contract shall not be invalidated or in any way affected by the fact that such director or directors have or may have interests therein which might be adverse to the interests of the corporation, even though the vote of the director or directors having such adverse interests shall have been necessary to obligate the corporation upon such contract or obligation; provided, however, that in any such case, the fact of such interest shall be disclosed to the other directors or shareholders acting upon or in reference to such contract or transaction. No director or directors have disclosed adverse interests shall be liable to the corporation or to any shareholder or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such director or directors be accountable for any gains or profits realized thereon. Provided, also, that such contract or transaction shall, at the time at which it was entered into, have been a reasonable one to have been entered into and shall have been upon terms, that, at the time, were fair.

XI.

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceedings in which he may be involved or to which he may be made a party by reason of his being or having been a director or an officer of the corporation (said expenses to include attorneys'

fees and the costs of reasonable settlements made with a view of curtailment of costs of litigation), except in relation to matters as to which he finally shall be adjudged in any action, suit or proceedings to have been derelict in the performance of his duty, as such officer or director. Such right of indemnification shall be exclusive of any other rights to which a director or an officer may be entitled under any regulations, agreements, vote of stockholders or to which he may be entitled as a matter of law, and the rights of indemnification shall inure to the benefit of the heirs, executors and the administrators of any such director or officer.

XII.

A director shall not be liable for dividends illegally declared, distributions illegally made to stockholders or any other action taken by reliance in good faith upon the financial statements of the corporation represented to him to be correct by an officer having charge of its books of account or a financial statement certified by a Certified Public Accountant to fairly reflect the financial condition of the corporation; nor shall he be liable if, in good faith in determining the amount available for dividends or distribution, he considers the assets to be of their book value.

XIII.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, proposed by them to stockholders, and approved by a

stockholders' meeting by fifty-one percent (51%) of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be adopted.

XIV.

Any action that may be taken at a meeting of the shareholders of this corporation may be taken without a meeting, if consent in writing setting forth the action shall be signed by all, but not less than all, of the shareholders of the corporation entitled to vote on the action and shall be filed by the secretary of the corporation. This consent shall have the same effect as a unanimous vote at a shareholders' meeting. If all of the directors, severally or collectively, likewise consent in writing or writings evidencing their consent are filed with the secretary of the corporation, the action shall be valid as though it has been authorized at a meeting of the Board of Directors.

XV.

PURSUANT TO APPLICABLE LAW, THE FOLLOWING IS SUBMITTED:

That B and H CONCRETE CONTRACTORS, INC., desiring to organize under the laws of the State of Idaho, with its principal business office, as indicated in the Articles of Incorporation at the city of Coeur d'Alene, County of Kootenai, State of Idaho, has named William C. Borden, whose address is 2206 W. Honeysuckle, Coeur d'Alene, Idaho 83814, as its agent for service of process within this state.

Having been named to accept service of process for the above corporation, at place designated in this Certificate I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping said office open.

William C. Borden
WILLIAM CLINTON BORDEN
Registered Agent

IN WITNESS WHEREOF, the above-named Registered Agent has executed these presents this 9th day of January, 1995.

STATE OF IDAHO)
 :ss
County of Kootenai)

William C. Borden, being first duly sworn, did personally appear before me, a Notary Public in and for the State of Idaho, and is known, or made himself known, to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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

(SEAL)

[Signature]
Notary Public for Idaho
Residing at Coeur d'Alene
Commission Expires: 10/97

Dossa R. Hayward, Jr.
DOSSA R. HAYWARD, JR., President

William C. Borden
WILLIAM C. BORDEN,
Secretary/Treasurer

IN WITNESS WHEREOF, the above named incorporators have set their hands and seals this 9th day of January, 1995.

STATE OF IDAHO)
 :ss
County of Kootenai)

DOSSA R. HAYWARD, JR. and WILLIAM C. BORDEN being first duly sworn, did personally appear before me, a Notary Public in and for the State of Idaho, and is known, or made themselves known, to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

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

(SEAL)



Notary Public for Idaho
Residing at Coeur d'Alene
Commission Expires: 10/97