

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

BECO CONSTRUCTION COMPANY, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of BECO CONSTRUCTION COMPANY, INC. 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

August 3, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By

Shirley J. Clark

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF BECO CONSTRUCTION COMPANY, INC.

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Pursuant to the provisions of Idaho Code Section 30-1-59, et. seq., the undersigned corporation adopts the following Articles of Amendment to its existing Articles of Incorporation, as amended:

The following sections of the previously filed Articles of Incorporation shall be amended to provide as follows:

A. Article V shall be changed to read as follows:

The amount of the authorized capital stock of this corporation shall be \$25,000.00, divided into 25,000 shares of Class A common stock of the par value of \$1.00 per share and 25,000 shares of Class B non-voting common stock with the par value of .00 per share. No stock in Class A or Class B may be owned or held by any Trust. Before any of the Class A common stock of this corporation may be sold or transferred by any of its shareholders, the corporation itself must be given a thirty (30) day option to re-purchase the stock, provided, however, that should the corporation desire not to purchase any stock to be sold or transferred, the remaining Class A shareholders shall be given a thirty (30) day option to purchase the stock after receiving notice, in writing, that the corporation will not re-purchase said stock itself.

Before any of the Class B common stock of this corporation may be sold or transferred by any of its shareholders, the remaining Class B shareholders of the corporation shall be given a thirty (30) day option to purchase said stock after receiving notice, in writing, that the Class B stock is available for purchase. The sale or transfer of Class B stock shall further be governed by any stock option agreement entered into between the corporation and the Class B stockholders, which agreement shall set forth the method of valuation of Class B stock. Any Class B stockholder desiring to sell his Class B stock shall file notice in writing of his intention with the secretary of the corporation, stating the terms of sale, and unless his terms are accepted by any or all of the Class B stockholders within

thirty (30) days thereafter, they shall be deemed to have waived their privilege of purchasing. If all of the stock of the Class B stockholder desiring to make a disposition thereof is not purchased by Class B stockholders as provided above, then the Class B stock not so purchased shall be offered for sale to the corporation, which shall be required to purchase such Class B stock at book value, without consideration of "good will" or "blue sky", unless otherwise prohibited by law. Such purchase by the corporation may be in 36 or 60 equal monthly payments, at the option of the corporation.

Each certificate, regardless of Class, shall contain a statement indicating the number and class of the shares represented by such certificate. Each stock certificate shall also contain a statement that a copy of those provisions of the Articles of Incorporation showing the classes of stock authorized to be issued and the distinguishing characteristics thereof, may be secured on request by the holder of the certificate from the secretary of the corporation.

Each certificate for Class B stock shall contain on its face the declaration that the shares represented thereby have no voting rights.

B. Article VII shall be amended to read as follows:

That the management of this corporation shall be vested in the board of not less than one (1) and no more than nine (9) directors, as may be fixed by the By-Laws. The director(s) shall be elected at the annual meeting of the stockholders, by the majority vote of Class A stockholders, to be held at the general office of the corporation in the City of Idaho Falls, Bonneville County, Idaho, on the second Monday of the first month after the close of the taxable year of each year, at a time to be determined by the By-Laws or at such other time and place as the director(s) may so designate.

C. Article XI shall be added as follows:

In any dividends declared, the par and non-par value common stock shall share equally, on a per share basis. Dividends shall be non-cumulative.

D. Article XII shall be added as follows:

All Class A and Class B stock held by any stockholder may be redeemed in whole or in part at any date at the option

of the Board of Directors on not less than fifteen (15) days prior notice to the stockholder, published, mailed, or given in such manner and form and on such terms and conditions as may be prescribed by resolution of the Board of Directors. Such stock may be redeemed by payment in cash or in 36 or 60 equal monthly payments, at the option of the corporation. The price of redemption shall be the greater of book value or the price paid for the subject shares by the stockholder, as well as all accrued unpaid dividends on each such share.

In the event of any liquidation, dissolution, or winding up of the affairs of the corporation, whether voluntary or involuntary, the assets and funds of the corporation shall be distributed among the holders of stock according to their respective rights and shares, without preference as to class. All outstanding shares of stock of the corporation shall possess identical rights to distribution and liquidation proceeds, regardless of class.

All other provisions of the original Articles of Incorporation shall remain the same.

The date of adoption of this amendment is May 29th, 1992.

The number of shares entitled to vote on this amendment is 7,000 shares. The number of shares who voted in favor of this amendment was 7,000. The number of shares who voted against this amendment was none.

DATED this 29 day of May, 1992.

BECO CONSTRUCTION COMPANY, INC.

BY: 

Doyle Beck, President/Director

and

BY: 

Jacqueline Gallup,

Secretary/Treasurer


STATE OF IDAHO)
) ss.
County of Bonneville)

Doyle Beck, President of Beco Construction Company, Inc., being first duly sworn, deposes and says that he has read the foregoing Articles of Amendment to the Articles of Incorporation of Beco Construction Company, Inc., and he verily knows that the statements therein made are true.



Doyle Beck, President

SUBSCRIBED AND SWORN to before me this 29 day of July, 1992.



Notary public for Idaho
Residing at Idaho Falls
My commission expires: 6-14, 1997

STATE OF IDAHO)
) ss.
County of Bonneville)

I, Jackie Gallup, a notary public, do hereby certify that on this 29 day of July, 1992, personally appeared before me Doyle Beck, who, being by me first duly sworn, declared that he is the President of Beco Construction Company, Inc., that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.



Notary public for Idaho
Residing at Idaho Falls

My commission expires: 6-14-97

STATE OF IDAHO)
) ss.
County of Bonneville)

I, Mark R. Fuller, a notary public, do hereby certify that on this 29 day of July, 1992, personally appeared before me Jacqueline Gallup, who, being by me first duly sworn, declared that she is the Secretary of Beco Construction Company, Inc., that she signed the foregoing document as Secretary of the corporation, and that the statements therein contained are true.

Mark R. Fuller
Notary public for Idaho
Residing at Idaho Falls
My commission expires: 6-6-92