



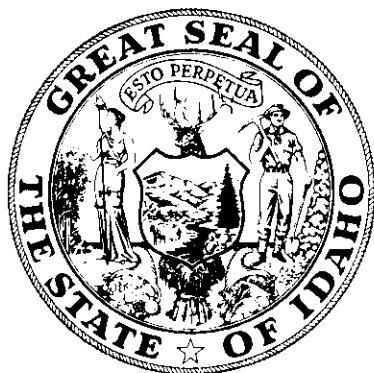
CERTIFICATE OF AUTHORITY
OF

GATES & FOX COMPANY, INC.

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

Dated May 3, 1984



Pete T. Cenarrusa

SECRETARY OF STATE

Lucy Clark
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:

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GATES & FOX COMPANY, INC.

SECRETARY OF
STATE

1. The name of the corporation is _____

2. *The name which it shall use in Idaho is _____

3. It is incorporated under the laws of _____ California _____

4. The date of its incorporation is _____ March 15, 1957 _____ 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 _____ 6030 King Road, Loomis, California 95650 _____

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:

Underground construction

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

Name	Office	Address
Paul Eller	Pres./C.E.O./ Director	5360 Maretta Drive Soquel, CA 95073
Kirk H. Fox	Chairman of the Bd. (Director)	108 Iola Way Grass Valley, CA 95945
Wayne R. Dutra	C.F.O./Secretary	8354 Parus Way Loomis, CA 95650
Clayton M. Paulson	Vice Pres./ Director	6030 King Road Loomis, CA 95650

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
50,000	Common	\$10.00
15,000	Preferred - A	No par value
65,000	Preferred	No par value

(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
45,000	Common	\$10.00
3,840	Preferred-A	No par value
	Preferred	No par value

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 May 1, 1984

GATES & FOX COMPANY, INC.

By Paul Eller
Paul Eller

Its President

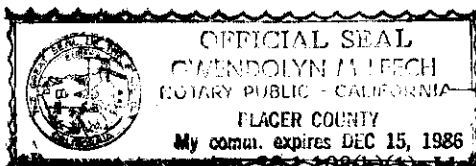
and Wayne R. Dutra
Wayne R. Dutra
Its Treasurer / Secretary

STATE OF CALIFORNIA)
COUNTY OF PLACER) ss:

I, Gwendolyn M. Leech, a notary public, do hereby certify that on this 1st day of May, 19 84, personally appeared before me Paul Eller, who being by me first duly sworn, declared that he is the President of GATES & FOX COMPANY, INC.

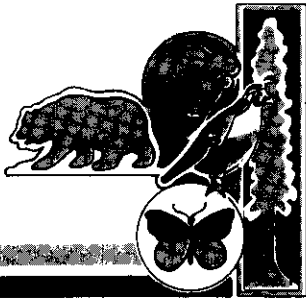
P.O. Box 105 - 6030 King Road, Loomis, California 95650

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



Gwendolyn M. Leech
Notary Public

~~As provided in section 50-1-108(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.~~



State of California

OFFICE OF THE SECRETARY OF STATE

'84 MAY 3 AM 9:23

SECRETARY OF
STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

APR 30 1984



March Fong Eu

Secretary of State

FILED

MAR 15 1957

ARTICLES OF INCORPORATIONOFGATES & FOX COMPANY, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of California, and we do hereby state:

(a) The name^o of this corporation is:

GATES & FOX COMPANY, INC.

(b) The purposes for which this corporation is formed are:

1. To engage primarily and initially in the general contracting business;
2. To engage in any one or more other businesses or transactions which the Board of Directors of this corporation may from time to time authorize or approve, whether related or unrelated to the business described in clause 1. above or to any other business then or theretofore done by the corporation;
3. To exercise any and all rights and powers which a corporation may now or hereafter exercise;
4. To act as principal, agent, joint venturer, partner or in any other capacity which may be authorized or approved by the Board of Directors of this corporation; and
5. To transact business in the State of California or in any other jurisdiction of the United States of America or elsewhere in the world.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers in each clause shall, except where otherwise expressed, be in nowise limited or restricted by reference to or inference

Restriction of right
to amend articles

No

Yes

from the terms or provisions of any other clause but shall be regarded as independent purposes and powers.

(c) The principal office for the transaction of the business of this corporation will be located in the City of Burlingame, County of San Mateo, State of California.

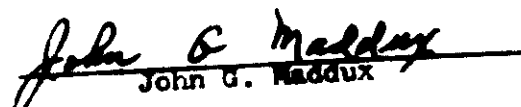
(d) This corporation is authorized to issue only one class of shares of stock; the total number of shares which this corporation shall have authority to issue is 50,000; the aggregate par value of such shares is \$500,000; and the par value of each of such shares is the sum of \$10.00.


(e) The number of directors of this corporation is three (3); and the names and addresses of the persons who are appointed to act as the first directors of this corporation are:

<u>Names</u>	<u>Addresses</u>
G. Clay Gates	125 Cambor Drive San Francisco, California
John G. Maddux	450 Midway Avenue San Mateo, California
John O. Moran	37 Baytree Way San Mateo, California

IN WITNESS WHEREOF we have hereunto set our hands this 14th day of March, 1957.


G. Clay Gates


John G. Maddux


John O. Moran

STATE OF CALIFORNIA }
County of San Mateo } ss.

On this 4th day of March, 1958, before me,

James H. [Signature], a Notary Public in and for
said County and State, residing therein, duly commissioned and
sworn, personally appeared G. CLAY DATES, JOHN G. MADDUX and
JOHN O. MORAN, known to me to be the persons whose names are
subscribed to the foregoing certificate of incorporation, and
acknowledged to me that they executed the same.

IN WITNESS WHEREOF I have hereto set my hand and
affixed my official seal at my office in the City of San Mateo,
County of San Mateo, State of California, the day and year in
this certificate first above written.

[Signature]
Notary Public
In and for the County of San Mateo, State
of California

My commission expires: May 3rd 1958

CERTIFICATE OF AMENDMENT
of
ARTICLES OF INCORPORATION OF
GATES & FOX COMPANY, INC.

11-1526
FILED
In the Office of the Secretary of State
of the State of California

JUN 29 1971

By BRUNO J. BROWN Deputy
Secretary of State

KIRK H. FOX and FRANK D. FRANCIS certify:

1. That we are the President and Secretary of Gates & Fox Company, Inc., a California corporation.

2. That at a meeting of the Board of Directors of said corporation duly held at Loomis, California, on May 28, 1971, the following resolution was adopted:

RESOLVED that Article (c) is amended to read as follows:

That the principal office of the business of the corporation will be located in the County of Placer, State of California.

3. That the shareholders adopted said amendment by written consent. That the wording of the amended article as set forth in the shareholders' written consent is the same as that set forth in the directors' resolution in paragraph 2 of this certificate.

4. That the number of shares which so consented to the adoption of said amendment is 50,000, and that the total number of shares entitled to vote on or consent to said amendment are 50,000.

We declare under penalty of perjury that the matters herein set forth are true of our own knowledge. Executed at Loomis, California, on 25 day of June, 1971.

Kirk H. Fox
Kirk H. Fox, President

Frank D. Francis
Frank D. Francis, Secretary

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FILED
DEC 19 1977

RESTATED ARTICLES OF INCORPORATION
OF

GATES & FOX COMPANY, INC.
a California Corporation

DEC 19 1977

Earl M. Woodward and Terry A. Roach certify that:

1. They are the duly elected and acting President and Secretary, respectively, of said Corporation.
2. The Articles of Incorporation of said Corporation are amended and restated to read as follows:

I

The name of the Corporation is Gates & Fox Company, Inc.

II

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

A. AUTHORIZED CAPITAL STOCK

1. The total number of shares which the Corporation shall have authority to issue is

130,000 shares and the aggregate par value of all shares that are to have par value is \$500,000.

2. Of such total number of shares 80,000 are designated Preferred Stock and are to be without par value. Of such Preferred Stock 15,000 shares constitute the series thereof designated "Series A Cumulative Preferred Stock."

3. Of such total number of shares, 50,000 shares are designated Common Stock, and are to have a par value, and the par value of each share thereof is \$10.

**B. REDESIGNATION OF OUTSTANDING
CAPITAL STOCK**

Each of the shares of issued and outstanding Capital Stock (\$10 par value) is hereby reclassified and changed into one share of Common Stock (\$10 par value).

C. DESCRIPTION OF PREFERRED STOCK

The description of the Preferred Stock, and the designation, preferences, privileges and restrictions granted to or imposed upon the Preferred Stock, are hereinafter set forth in this ARTICLE III.

1. Preferred Stock to be Issued in Series.

The Preferred Stock may be issued from time to time in one or more series. Subject to the provisions of this ARTICLE III, the Board of Directors is hereby authorized to determine or alter the rights, preferences, privileges and restrictions granted to or imposed upon any wholly-unissued series of Preferred Stock, and the number of shares of stock constituting any such series and the designation thereof, or all or any thereof; and to increase or decrease the number of shares of stock of any series (including the Series A Cumulative Preferred Stock) subsequent to the issue of shares of stock of that series, but not below the number of shares of stock of such series then outstanding. In case the number of shares of stock of any series shall be so decreased, the shares of stock constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of stock of such series.

2. Series A Cumulative Preferred Stock - Preferences, Privileges and Restrictions Thereof.

The following is a statement of the preferences, privileges and restrictions of the Series A

Cumulative Preferred Stock to the extent not otherwise set forth in this ARTICLE III:

a. Out of the assets of the Corporation which by law are available for the payment of dividends, the holders of Series A Cumulative Preferred Stock shall be entitled to receive, as and when declared by the Board of Directors, cash dividends in, and not exceeding, the amount of \$10.00 per annum per share, payable quarterly on the 21st day of March, June, September, and December in each year, accruing from the first day of the quarter yearly dividend period in which the respective shares of such Series A Cumulative Preferred Stock shall be issued. Such dividends on Series A Cumulative Preferred Stock shall be cumulative, so that, if in any dividend period or periods full dividends upon the outstanding Series A Cumulative Preferred Stock at the rate fixed therefor shall not have been paid, the aggregate deficiency shall be paid or declared and set apart for payment before any dividends (other than dividends payable in junior stock) shall be

paid or declared and set apart for payment upon the Common Stock or any other stock of the Corporation ranking as to dividends junior to the Series A Cumulative Preferred Stock and before any funds which are by law available shall be paid or set apart for the purchase or redemption of the Common Stock or any other stock of the Corporation ranking as to dividends junior to the Series A Cumulative Preferred Stock. The Corporation shall not declare or pay any dividends on any shares of the Series A Cumulative Preferred Stock or on any other stock of the Corporation ranking as to dividends on a parity with the Series A Cumulative Preferred Stock for any quarter yearly dividend period unless the Corporation shall pay or declare and set apart for payment a ratable dividend on the Series A Cumulative Preferred Stock and such parity stock in proportion to the full preferential amounts to which each is entitled. No interest shall be payable on accrued dividends.

b. In case of a reduction of capital of the Corporation resulting in a distribution

of assets or in the event of any voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, the holders of the Series A Cumulative Preferred Stock shall be entitled to receive out of the assets of the Corporation available for distribution to stockholders, before any distribution of assets shall be made to the holders of the Common Stock or any other stock of the Corporation ranking as to such a distribution junior to the Series A Cumulative Preferred Stock, an amount equal to the redemption price specified in Subsection c of this Section 2 applicable on the date of such reduction of capital, voluntary or involuntary liquidation, dissolution or winding-up, plus in the case of each share (whether on reduction of capital or on voluntary or involuntary liquidation, dissolution or winding-up) an amount equal to the dividends accrued and unpaid thereon whether or not declared, to the date fixed for payment. If upon any reduction of capital or any voluntary or involuntary liquidation, dissolution or

winding-up of the Corporation, the amounts payable with respect to the Series A Cumulative Preferred Stock and any other stock of the Corporation ranking as to any such distribution on a parity with the Series A Cumulative Preferred Stock are not paid in full, the holders of the Series A Cumulative Preferred Stock and such parity stock shall share ratably in any such distribution of assets of the Corporation in proportion to the full preferential amounts to which they are entitled. After payment to the holders of the Series A Cumulative Preferred Stock of the full preferential amounts provided for in this Subsection b, the holders of the Series A Cumulative Preferred Stock shall be entitled to no further participation in any such distribution. The consolidation or merger of the Corporation with or into any other corporation, or the sale of substantially all the assets of the Corporation in consideration for the issuance of equity securities of another corporation, shall not be regarded as a liquidation, dissolution or winding-up of the Corporation.

within the meaning of this Subsection b, but no such consolidation, merger or sale of assets shall in any way impair the rights or preferences of the Series A Cumulative Preferred Stock.

c. The redemption rights of the Series A Cumulative Preferred Stock shall be as follows:

(1) The Corporation, at its option, at any time and from time to time after December 31, 1987, may redeem the whole or any part of the Series A Cumulative Preferred Stock at a redemption price per share of \$100, together in each case with the amount of any dividends accrued and unpaid thereon to the date of redemption; provided, however, that the Corporation shall not redeem any shares of any other stock of the Corporation ranking as to dividends on a parity with the Series A Cumulative Preferred Stock or redeem less than all of the Series A Cumulative Preferred Stock then outstanding unless all dividends for all prior dividend periods have been paid or declared and set apart for payment on the Series A Cumulative Preferred Stock.

(ii) Redemptions of less than all of the Series A Cumulative Preferred Stock outstanding shall be by lot as determined by the Board of Directors, and the Certificate of the Secretary of the Corporation filed with the minutes of the proceedings of the Board of Directors of such determination by the Board of Directors shall be conclusive. Notice of any proposed redemption, pursuant to Paragraph (i) of this Subsection c, of the Series A Cumulative Preferred Stock shall be given by the Corporation by mailing a copy of such notice at least 30 days prior to the date fixed for such redemption to the holders of record of the Series A Cumulative Preferred Stock to be redeemed at their respective addresses appearing on the books of the Corporation. No failure to deliver or mail such notice nor any defect therein or in the mailing thereof shall affect the validity of the proceedings for the redemption of any shares so to be redeemed. From and after the date fixed in such notice as the date of redemption (unless default shall have been

made by the Corporation in providing monies for the payment of the redemption price) all dividends upon the shares thereby called for redemption shall cease to accrue, and all rights of the holders thereof as shareholders of the Corporation (except the right to receive payment of the redemption price and accrued and unpaid dividends to the date of redemption) shall cease; or, if the Corporation shall so elect, from and after the date (which date shall be the date of redemption or prior thereto) on which the Corporation shall deposit as a trust fund with a bank or trust company doing business in Placer County, State of California, as Paying Agent, monies sufficient in the amount to pay at the office of such Paying Agent, on the redemption date, the redemption price, together with accrued and unpaid dividends to the date of redemption (provided that notice of redemption shall state the name and address of such Paying Agent and the intention of the Corporation to deposit such monies on or before the date

of redemption with such Paying Agent), all dividends on the Series A Cumulative Preferred Stock so called for redemption shall cease to accrue and all rights of the holders thereof as shareholders of the Corporation except the right to receive the redemption price including accrued and unpaid dividends to the date of redemption shall thereupon cease. All monies so deposited with the Paying Agent which shall remain unclaimed by the holders of shares of the Series A Cumulative Preferred Stock so called for redemption at the end of five full calendar years after the redemption date, shall be paid by the Paying Agent to the Corporation and thereafter the holders of the Series A Cumulative Preferred Stock called for redemption shall look only to the Corporation for payment.

(iii) The whole or any part of the Series A Cumulative Preferred Stock may be purchased by the Corporation from time to time after December 31, 1987, either at public or private sale, but in no event at a price in respect to any shares of the Series A Cumulative

Preferred Stock greater than the redemption price (plus accrued and unpaid dividends to the date of such purchase) provided for in Paragraph (i) of this Subsection c; provided that no shares of the Series A Cumulative Preferred Stock or any other stock of the Corporation ranking as to dividends on a parity with the Series A Cumulative Preferred Stock shall be purchased unless all dividends for all prior dividend periods have been paid or declared and set apart for payment on the Series A Cumulative Preferred Stock.

(iv) Any portion of the redemption price for shares redeemed pursuant to Paragraph (i) or purchased pursuant to Paragraph (iii) of this Subsection c may, if mutually agreed upon between the Corporation and the shareholder, be paid by issuance of the Corporation's note or negotiable debt security. The parties shall agree upon the terms of such note or security.

4. The holders of shares of Series A Cumulative Preferred Stock shall have no conversion rights.

e. Except as hereinafter in this Subsection e expressly provided or as expressly provided by the laws of the State of California, the Series A Cumulative Preferred Stock shall have no voting power.

(i) If the equivalent of eight quarterly dividends payable on the Series A Cumulative Preferred Stock have not been paid or declared and set aside for payment (whether or not in consecutive dividend periods), the number of directors of the Corporation shall be increased by two and the holders of the outstanding Series A Cumulative Preferred Stock shall be entitled to elect, voting as a single class, with cumulative voting rights, such additional two directors until all dividends in default have been paid or declared and set apart for payment, at which time, the term of such two additional directors shall end and the number of authorized directors of the Corporation shall be reduced by two.

(ii) While any of the Series A Cumulative Preferred Stock is outstanding, the Corporation, without first obtaining the consent

either expressed in writing or by affirmative vote at a meeting called for that purpose, of the holders of at least two-thirds of the shares of the Series A Cumulative Preferred Stock then outstanding, shall not adversely change or alter the powers, preferences and relative participating, optional and other special rights of the Series A Cumulative Preferred Stock. Nothing herein contained shall be deemed or construed to limit the right of the Corporation in any manner provided by law to authorize, or create any class or series of stock which shall have preference or priority over the Series A Cumulative Preferred Stock, to increase the authorized number of the shares of the stock of any class or series, or to issue or reissue additional shares of stock of any class or series, provided, however, that while any of the Series A Cumulative Preferred Stock is outstanding the Corporation without first obtaining the consent, either expressly in writing or by an affirmative vote at a meeting called for that purpose, of the holders of at least

the majority of the Series A Cumulative Preferred Stock then outstanding acting as a class, shall not issue any shares of any class or series of stock which shall have preference or priority as to dividends or assets over the Series A Cumulative Preferred Stock.

IV

The Corporation elects to be governed by all of the provisions of the California Corporations Code as amended by act of the California Legislature, 1975-1976 Regular Session, effective January 1, 1977.

3. The foregoing amendment has been approved by the Board of Directors of said corporation.

4. The foregoing amendment has been approved by the required vote of the shareholders of said corporation in accordance with Sections 902 and 903 of the California General Corporation law; the total number of outstanding shares entitled to vote with respect to the foregoing amendment was 50,000 Common Shares; and the number of shares voting in favor of the foregoing amendment equaled or exceeded the vote required, such required vote being a majority of the outstanding shares of Common Stock.

IN WITNESS WHEREOF, the undersigned have executed
this Certificate on December 16, 1977.

Earl M. Woodward
Earl M. Woodward, President

Terry A. Reach
Terry A. Reach, Secretary

Each of the undersigned declares under penalty of
perjury that the matters set forth in the foregoing Certifi-
cate
are true and correct.

Executed at Loomis, California, on December 16,
1977.

Earl M. Woodward
Terry A. Reach