

CERTIFICATE OF INCORPORATION
OF

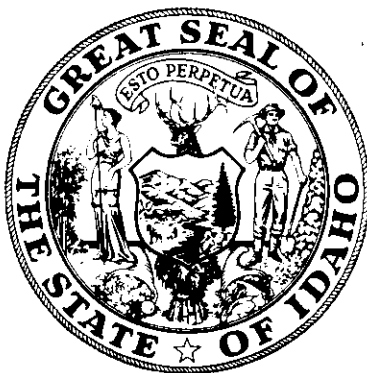
RETCO CONSTRUCTION, INC.

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 RETCO CONSTRUCTION, INC.

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: **October 29, 1984**



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

4 OCT 29 PM 2 44

SECRETARY OF
STATE

ARTICLES OF INCORPORATION

OF

RETCO CONSTRUCTION, INC.

KNOW ALL MEN BY THESE PRESENTS: That I, the undersigned, being a natural person of full age and citizen of the United States of America, in order to form a corporation for the purposes hereinafter stated, pursuant to the laws of the State of Idaho, do hereby certify as follows:

ARTICLE I - NAME

The name of the corporation shall be and is:

RETCO CONSTRUCTION, INC.

ARTICLE II - PURPOSES

The nature, objects, and purposes of this corporation are:

A. To engage in the business of developing real estate and personal property and the construction of public or private buildings, structures, or other improvements of any nature, kind, or description; to perform such business for the corporation or for other persons, firms, corporations, associations, or governmental bodies on contract or otherwise; and do and perform all acts and make all contracts and agreements necessary or desirable in exercising the powers and purposes of the corporation.

B. To acquire by purchase or lease, or otherwise, real property and interests in real property, and to own, hold, improve, develop, and manage any real property so acquired, and to erect or cause to be erected on any real property owned, held, or occupied by the corporation, buildings, or other structures with their appurtenances, to rebuild, enlarge, alter,

repair, or improve any buildings or other structures now or hereafter erected on any real property so owned, held, or occupied, and to mortgage, sell, lease, or otherwise dispose of any real property or interests in real property and in buildings or other structures at any time owned or held by the corporation.

C. To have, exercise, use, and employ the authority specified in and granted to corporations in Chapter I of Title 30, Idaho Code, and to have, exercise, use, and employ any or all of the same, and any or all of the objects, purposes, powers, privileges, authority, and rights therein and herein set forth, both within and without the State of Idaho and the United States of America; and to have one or more corporate or business offices, and to have and operate one or more agencies or other places of business within or without said state, and within or without the United States of America.

ARTICLE III - DURATION

The duration of this corporation shall be perpetual.

ARTICLE IV - REGISTERED OFFICE

The location and post office address of the corporation's initial registered office and primary place of business shall be 212 Murray Street, Boise, Ada County, Idaho 83714, and the registered resident agent of the corporation is Lee A. Wotipka, 212 Murray Street, Boise, Ada County, Idaho 83714. The location of the registered office and the registered agent may be changed from time to time by resolution of the Board of Directors.

ARTICLE V - CAPITAL STOCK

A. The aggregate number of shares of capital stock which this corporation shall be authorized to allot is one hundred thousand (100,000)

shares, and such shares shall have a par value of one dollar (\$1.00).

B. All of the authorized capital stock shall be of a single class, to be known as common stock, and all shares shall have full voting rights and shall be equal to one another in all respects.

C. All shares shall be fully paid when issued, and shall be non-assessable. The private property of the shareholders shall not be subject to payment of the debts and liabilities of the corporation to any extent whatsoever.

D. No shareholder shall have any pre-emptive or similar right to purchase or subscribe for any shares of stock or any securities convertible into stock of the corporation.

ARTICLE VI - DIRECTORS

A. The affairs of the corporation shall be managed by a Board of Directors, who shall be elected at each annual meeting of shareholders, or any special shareholders' meeting called for such purpose, with cumulative voting allowed.

B. The number of directors shall be such number as may from time to time be designated in the By-Laws of the Corporation, not less than the minimum number permitted by law from time to time. Vacancies on the Board of Directors may be filled in the manner provided in the By-Laws.

C. A person who is not a shareholder may serve as a director.

D. Directors shall be empowered to adopt, alter, amend, and repeal the By-Laws of the corporation, and to allot the stock of the corporation from time to time to such persons and for such consideration as the Board of Directors may determine and as may be lawful.

E. It is the intent of these Articles of Incorporation to authorize and empower the Board of Directors to do all acts and things, and exercise

all powers, whether or not expressly enumerated herein, to the maximum extent such Board of Directors may be so authorized and empowered pursuant to the corporation laws of the State of Idaho, and these Articles shall be so construed that unless any particular power and authority be reserved by law in the shareholders to such extent that the same cannot lawfully be delegated to the Board of Directors in these Articles of Incorporation, such power and authority to act without the necessity for meetings of the shareholders shall be deemed so delegated by this provision of the Articles of Incorporation.

ARTICLE VII - OFFICERS

The officers of this corporation shall be a president, a secretary, and a treasurer, and, if so determined by the Board of Directors, one or more vice-presidents. The president must be a member of the Board of Directors, and no vice-president who is not a member of the Board of Directors may succeed to the office of president unless concurrently with such succession to office such vice-president is elected as a director. Except for the office of president, more than one office may be held by a single individual.

ARTICLE VIII - MEETINGS

A. An annual meeting of shareholders of the corporation shall be held during each calendar year, within or without the State of Idaho, as may be provided for in the By-Laws or by resolution of the Board of Directors. Except where a greater vote is expressly required and provided by law, all propositions voted upon at any meeting of shareholders may be carried by the vote of a simple majority of the quorum present at such meeting. Special

meetings of the shareholders may be held as provided in the By-Laws or in the manner provided by law.

B. The Board of Directors shall hold a meeting immediately following the close of each annual or special meeting of the shareholders, without the necessity for further notice thereof. Other meetings of the Board of Directors shall be held as determined by the Board of Directors and as provided in the By-Laws of the corporation. Notice of any meeting may be waived in the manner provided by law, and the Board of Directors may act without the necessity of a formal meeting in the manner allowed by the corporation laws of the State of Idaho.

ARTICLE IX - LEGALITY OF TRANSACTIONS

No contract or other transaction between the corporation and any other corporation, whether or not an affiliate, subsidiary or parent corporation, shall in any way be affected or invalidated by the fact that any of the directors or officers of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any directors, individually, or any firm of which such directors may be members, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that such director, or such firm, is so interested shall be disclosed or shall have been known to the Board of Directors, or a majority of the members thereof; and any director of this corporation who is also a director or officer of such other corporation, or a member of such firm, or is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize such contract or transaction, and may vote thereat to authorize the same

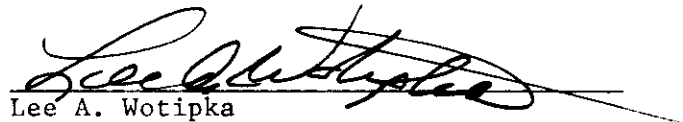
with like force and effect as if he were not such director or officer, or member, or not so interested.

ARTICLE X - INCORPORATORS

The name and address of the incorporator and initial director of this corporation, and the number of shares of stock for which he subscribes, is as follows:

<u>Name and Address</u>	<u>Shares of Common Stock</u>
Lee A. Wotipka	1
212 Murray Street, Boise, Idaho 83714	

IN WITNESS WHEREOF, the undersigned incorporator of said corporation has hereunto set his hand and seal this 29th day of October, 1984.

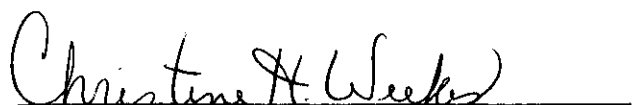

Lee A. Wotipka

STATE OF IDAHO)
) ss.
County of Ada)

On this 29th day of October, 1984, before me, the undersigned, a Notary Public in and for said State, personally appeared LEE A. WOTIPKA, known to me to be the person whose name is subscribed to the foregoing 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)


Notary Public for Idaho
Residing at Caldwell, Idaho