

State of Idaho

Department of State

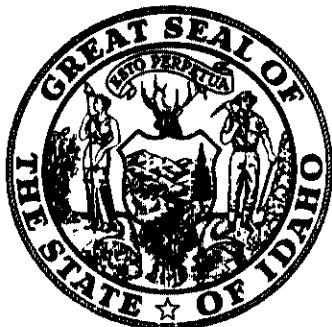
CERTIFICATE OF INCORPORATION OF

CRESTLINE 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 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: April 11, 1994



Pete T. Cenarrusa
Pete T. Cenarrusa
SECRETARY OF STATE
By *Ara Sikel*

Mar 5 10 47 AM '94
SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

CRESTLINE CONSTRUCTION, INC.

We, the Undersigned natural persons of the age of twenty-one years or more, acting as Incorporators of a Corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such Corporation:

APR 11 2 16 PM '94
SECRETARY OF STATE

ARTICLE I

NAME

The name of this corporation is Crestline Construction, Inc.

ARTICLE II

DURATION

The duration of this Corporation is "perpetual".

ARTICLE III

PURPOSES

The Corporation shall have unlimited power to engage in and do any lawful act concerning any or all lawful business for which corporations may be organized under this Act, including but not limited to:

a. Enter into any lawful arrangement for sharing

IDAMO SECRETARY OF STATE
19940411 0900 70910 2
DX #: 15022 CUST# 34845
CORP 1# 100.00= 100.00

#: C

profits, union of interest, reciprocal association or cooperative association of any corporation, association, partnership, individual or other legal entity for the carrying on of any business.

b. Engage in the business activity of commercial, industrial and residential construction contracting.

c. Acquire by purchase, exchange, gift, bequest, subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange or otherwise dispose of or deal in or with its own corporate securities or stocks or other securities, including, without limitations, any shares of stocks, bonds, debentures, notes, mortgages or other obligations and any certificates, receipts or other instruments representing rights or interests therein or any property or assets created or issued by any person, firm, association or corporation, or any government or subdivisions, agencies or instrumentalities thereof; to make payment therefore in any lawful manner or to issue in exchange therefore its own securities or to use its unrestricted and unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities, any and all rights, powers and privileges in respect thereof.

d. Do each and everything necessary, suitable or proper for the accomplishment of any of the purposes

or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for protection or benefit of this Corporation and to do said acts as fully and to the same extent as natural persons might or could do in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation.

e. The foregoing clauses shall be construed both as purposes and powers and shall not be held to limit or restrict in any manner the general powers of the corporation and the enjoyment and exercise thereof as conferred by the laws of the State of Idaho and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

ARTICLE IV

STOCK

The aggregate number of shares which this Corporation shall have authority to issue is 50,000 shares of par value stock at \$1.00 per share, for an aggregate par value of \$50,000.00.

ARTICLE VPRE-EMPTIVE RIGHTS

There shall be no pre-emptive rights.

ARTICLE VIINITIAL OFFICE AND AGENT

The address of this Corporation's initial registered office and the name of its original registered agent at such address is:

Kaelyn Rhoads
6280 Mt. Carroll St.
Coeur d'Alene, Idaho 83814

ARTICLE VIIDIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation is 3. The names and addresses of persons who are to serve as Directors until the first annual meeting of stockholders or until their successors are elected and qualify are:

A. Kaelyn Rhoads
6280 Mt. Carroll St.
Coeur d'Alene, Idaho 83814

B. Steven E. Rhoads
6280 Mt. Carroll St.
Coeur d'Alene, Idaho 83814

C. V. Nadine Lovett
6280 Mt. Carroll St.
Coeur d'Alene, Idaho 83814

ARTICLE VIII

INCORPORATORS

The name and address of each incorporator is:

A. Kaelyn Rhoads
6280 Mt. Carroll St.
Coeur d'Alene, Idaho 83814

B. Steven E. Rhoads
6280 Mt. Carroll St.
Coeur d'Alene, Idaho 83814

C. V. Nadine Lovett
6280 Mt. Carroll St.
Coeur d'Alene, Idaho 83814

Each of the above named incorporators have subscribed
for 1 share of common stock of this corporation.

ARTICLE IX

COMMON DIRECTORS

TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this Corporation
and one or more of its Directors or any other corporation,
firm, association or entity in which one or more of its
Directors are directors or officers or are financially inter-
ested, shall be either void or voidable, [a] because of
such relationship or interest or because such Director or
Directors are present at the meeting of the Board of Directors
or a committee thereof which authorizes, approves or ratifies
such contract or transaction by vote or consent sufficient
for the purpose without counting the votes or consents of
such interested Director; or [b] the fact of such relationship

or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract or transaction is fair and reasonable to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

DATED the 1st day April, 1994

Kaelyn Rheads
KAELYN RHOADS

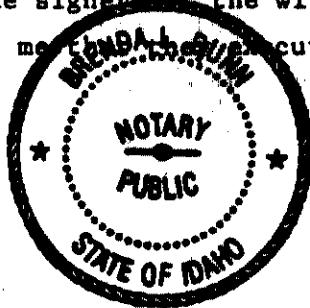
Steven E. Rhead
STEVEN E. RHOADS

V. Nadine Lovett
V. NADINE LOVETT

STATE OF Idaho)

COUNTY OF Valencia)

On the 1st day of April, 1994, personally
appeared before me KAELYN RHOADS, and STEVEN E. RHOADS,
the signers of the within instrument, who duly acknowledged
to me that they executed the same.



A handwritten signature of Brenda L. Dunn.

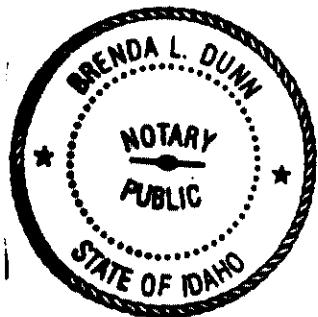
Notary Public
Residing at: Conrad Street

My commission expires: 1/27/1997

STATE OF Idaho)

COUNTY OF Valencia)

On the 1st day of April, 1994, personally
appeared before me V. Nadine Lovett, the signer of the within
instrument, who duly acknowledged to me that she executed the same.



A handwritten signature of V. Nadine Lovett.

Notary Public
Residing at: Conrad Street

My commission expires: 1/27/1997