



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

ERSON H. DEAL

I, ~~XXXXXXXXXXXXXXX~~ Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

EDWARD S. KILTON CONTRACTING COMPANY, INC.

a corporation duly organized and existing under the laws of Arizona has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the 16th day of January 1967, a properly authenticated copy of its articles of incorporation, and on the 16th day of January 1967, a designation of T. H. Charles or in the County of Ada as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this 16th day of January, A.D. 1967.

Secretary of State.

STATE OF ARIZONA

Corporation Commission



To all to Whom these Presents shall Come, Greeting:

I, GEORGE S. LIVERMORE, SECRETARY OF THE ARIZONA CORPORATION COMMISSION, DO HEREBY CERTIFY THAT the annexed is a true and complete copy of the ARTICLES OF INCORPORATION of

EDWARD S. KELTON CONTRACTING COMPANY, INC.

which were filed in the office of the Arizona Corporation Commission on the 25th day of May, 1962, as provided by law.

IN WITNESS WHEREOF, I HAVE HEREUNTO

SET MY HAND AND AFFIXED THE OFFICIAL SEAL OF THE ARIZONA CORPORATION COMMISSION, AT THE CAPITOL, IN THE CITY OF PHOENIX, THIS 19th DAY OF December A. D. 1966

BY

SECRETARY,

ASSISTANT SECRETARY

ARTICLES OF INCORPORATION
OF
EDWARD S. KELTON CONTRACTING COMPANY, INC.

I

NAME. The name of this corporation shall be EDWARD S. KELTON CONTRACTING COMPANY, INC.

II

TERM OF EXISTENCE. The time of commencement of this corporation shall be the date of the issuance of a certificate of incorporation by the Arizona Corporation Commission, and the termination thereof shall be twenty-five (25) years thereafter, with the privilege of renewal as provided by law.

III

PRINCIPAL PLACE OF BUSINESS. The principal place of business of this corporation shall be at Phoenix, Maricopa County, Arizona, but the corporation shall be authorized to transact business and to maintain offices in other places in the State of Arizona, and elsewhere throughout the world.

IV

GENERAL NATURE OF BUSINESS. The nature of the business of this corporation, and the objects and purposes for which it is formed are as follows:

To act as a contractor for the construction, improvement, repair, alteration and removal of buildings, works and structures of all kinds; to act as contractor for the grading, excavation and improvement of real property, and the construction and/or paving of streets, driveways, alleys,

sidewalks, and similar areas; to produce, acquire, dispose of and deal in all kinds of building materials and products; and generally to carry on any other business or activities in conjunction with or incidental to the matters aforesaid;

To borrow and lend money for any of the purposes herein expressed, and to assign, pledge, or otherwise encumber any of the property of this corporation as security for the repayment of any loan to the corporation;

To make and perform contracts and agreements incidental to the operation and business of the corporation, including contracts with any of the officers, directors, stockholders, agents and employees of this corporation made in the furtherance of the management and operation of the corporation;

To acquire, deal with, operate and dispose of any property necessary and appropriate for any of the purposes herein expressed;

To enjoy all powers and privileges granted to corporations for profit organized under the laws of the State of Arizona.

V

CAPITALIZATION. The authorized capital stock of this corporation shall consist of Three Million (3,000,000) shares of common stock having a par value of One Dollar (\$1.00) per share. Without any action on the part of the stockholders of this corporation, the shares of said capital stock may be issued and/or sold by the corporation at such times and for such consideration as approved by resolution of the Board of Directors, and the capital stock so issued shall be fully paid and non-assessable.

VI

INDEBTEDNESS. The highest amount of indebtedness, direct or contingent, to which this corporation may at any time subject itself shall

not exceed Two Million Dollars (\$2,000,000.00), unless otherwise authorized in accordance with the laws of the State of Arizona.

VII

ANNUAL MEETING. The first meeting of stockholders of this corporation shall be held on the 20th day of July, 1962. Succeeding annual meetings shall be held on the fourth Friday in April of each year, commencing in 1963, and annually thereafter.

VIII

DIRECTORS. The affairs of this corporation shall be conducted by a Board of Directors elected by the stockholders, and such officers as the Directors shall from time to time select and appoint. The number of Directors shall be fixed by the By-Laws, but such number shall not be less than three nor more than seven. Directors need not be stockholders of the corporation nor residents of the State of Arizona. The names of the persons who shall serve as Directors of the corporation until the first annual meeting of the stockholders are as follows:

Edward S. Kelton
John E. Madden
John S. Schaper

IX

OFFICERS. The officers of this corporation shall be selected by the Board of Directors, and shall include a President, one or more Vice-Presidents, a Secretary and a Treasurer. Officers shall be elected at the regular meeting of the Board of Directors immediately following the annual meeting of stockholders. One person may hold more than one office in this corporation, but no person shall be both President and Secretary of the corporation at the same time. Officers shall have such duties as provided by the By-Laws and prescribed otherwise by the Board of Directors.

X

EXEMPTION OF STOCKHOLDERS. The private property of the incorporators, stockholders, directors and officers of this corporation shall forever be exempt from the debts, obligations and liabilities of this corporation.

XI

INCORPORATORS. The names and addresses of the incorporators hereof, all of whom are residents of the State of Arizona, citizens of the United States of America, aged twenty-one (21) years or over, are as follows:

John E. Madden, 316 Luhrs Building, Phoenix, Arizona
John S. Schaper, 316 Luhrs Building, Phoenix, Arizona

XII

STATUTORY AGENT. John E. Madden, 316 Luhrs Building, Phoenix, Arizona, a bona fide resident of the State of Arizona for more than three (3) years last past, is hereby appointed the lawful agent for the service of all process upon this corporation. The Board of Directors is empowered to revoke said appointment of the agent for service of process at any time, and to cause to be filed the appointment of another agent.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 24th day of May, 1962.

John Schaper
John E. Madden

STATE OF ARIZONA)
) ss.
COUNTY OF MARICOPA)

On this, the 24th day of May, 1962, before me, the undersigned officer, personally appeared JOHN E. MADDEN and JOHN S. SCHAPER, known to me (or satisfactorily proven) to be the persons whose names are subscribed to the within instrument, and acknowledged that they executed the same for the purposes therein contained.

In Witness Whereof, I hereunto set my hand and official seal.

Alice Bryson (Husar)
Notary Public

My Commission Expires:

4-13-64