

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

IDAHO ENGINEERING, INC.

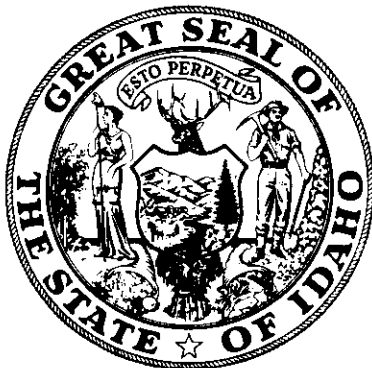
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

IDAHO ENGINEERING, 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 *December 23*, 19 *80*.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

RECEIVED

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ARTICLES OF INCORPORATION
SECRETARY OF STATE
IDAHO ENGINEERING, INC.
SECRETARY OF
STATE

The undersigned, acting as an incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such a corporation:

FIRST

Name of Corporation

The name of the corporation is Idaho Engineering, Inc.

SECOND

CORPORATE EXISTENCE

The term of existence of this corporation shall be perpetual.

THIRD

CORPORATE PURPOSES

The purpose or purposes for which this corporation is organized are:

1. To carry on a general Civil Engineering and Surveying business in all of its branches. To build, construct, improve, repair, grade, curb, pave, cement and maintain highways, roads, streets, sidewalks, courts, alleys, pavements, and to construct concrete and other foundations, and do other similar construction and paving work and to design, build, construct and repair railroads, waterways, electrical works, tunnels, bridges, viaducts, canals, buildings, waterworks and to do all kinds of excavating, and make all kinds of iron, wood, machinery and earth constructions, including the designing and engineering

incident thereto; and to furnish all labor and materials thereto; and to do all things necessary in connection with such construction work, and to operate both as a public and private contractor in said businesses.

2. And to exercise any and all other powers that may be necessary or incidental to the complete fulfillment of the foregoing enumerated powers, and to engage in business in other states as the board of directors may, from time to time determine.

3. The transaction of any and all lawful business for which a corporation may be incorporated under the Idaho Business Corporation Act.

FOURTH

CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is ten thousand (10,000) shares of common stock and the right pertaining thereto shall be equal in all respects and the par value of each share shall be one dollar (\$1.00).

FIFTH

PREEMPTIVE RIGHTS

Provisions denying preemptive rights are none.

SIXTH

CORPORATE INTERNAL AFFAIRS

Provisions for the regulations of the internal affairs of the corporation are:

1. The board of directors of this corporation shall not exceed three (3), but may consist of a lesser number. Each director shall hold office for one year or until their successors are elected and qualified.

2. The executive officers of this corporation shall be a President, Secretary, and Treasurer, with the office of Vice-President to be optional, with such officers to be elected by the board of directors; and the President, when elected, shall be the chairman of the board for the next ensuing year, provided that the offices of Vice-President, Secretary, and Treasurer, may be held by one and the same person; provided further that in the event that there are less than two (2) board of directors, the same person may hold the offices of President, Secretary, and Treasurer. The board of directors shall have power to fill any vacancies in the board of directors or any other office and shall have power to appoint an assistance secretary, an assistance treasurer, and a business manager none of which need be share holders of the corporation.

3. The directors of this corporation shall serve without compensation unless otherwise expressly provided by a simple majority vote by the board of directors and compensation if any, of the executive officers may be fixed and determined and from time to time, altered, modified or changed.

4. The corporation shall have a seal, circular in shape, the design of which shall be fixed by the board of directors, and which shall contain the following words: Idaho Engineering, Inc. Secretary of said corporation shall have the custody

of the official seal of said corporation unless another person is assigned to have the said seal by a simple majority vote of the board of directors and the person having custody of said seal shall affix the same to all documents requiring the same.

5. The board of directors shall have the plenary powers of discretion without the consent or vote of the stockholders to make, adopt, and amend and rescind by-laws and to make all rules and regulations deemed expedient for the conduct and business of the corporation: to fill vacancies occurring in the board of directors from any cause; to appoint from its own number an executive committee and vest said committee with all the powers granted by the directors by these articles; to fix the times of declaration and payment of dividends; to fix and vary the amounts to be reserved as working capital; to authorize and cause to be executed mortgages and liens upon all the property of the corporation or any part thereof; and generally, to do whatever in its judgment may be necessary or advisable to promote the welfare of the corporation and to further its lawful activities.

SEVENTH

CORPORATE REGISTERED OFFICE AND

REGISTERED AGENT

The address of the initial registered office of the corporation is Route 2 Box 267, Blackfoot, Idaho 83221, and the name of the initial registered agent at such address is D. Neil Morgan of Route 2 Box 267, Blackfoot, Idaho 83221.

