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ARTICLES OF INCORPORATION

STATE
STATE OF IDAHO

OF
HEADWATERS CONSTRUCTION, INC.

THIS IS TO CERTIFY that We, the undersigned, hereby incorporate pursuant to the Laws of the State of Idaho providing for the formation of corporations for profit, for the purpose and with the powers hereinafter stated.

I

The name of the corporation is:

HEADWATERS CONSTRUCTION, INC.

The general nature of and purpose of this corporation shall be to the operation of a Construction Consulting Service and the performance of any and all activities generally associated thereto; and also to engage in any activity or business permitted under the Laws of the United States and of this State.

II

The existence of the corporation is to be perpetual.

III

The principle place of business of this corporation shall be:

Articles of Incorporation -1

IDaho SECRETARY OF STATE
08/21/2003 05:00
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508 North Third Avenue

Hailey, ID 83333

Branch offices may be located in other places as may be designated from time to time.

IV

The amount of capital with which this corporation shall commence business shall be no less than Five Hundred Dollars (\$500.00).

V

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Five Hundred (500) shares of common stock, each share having a par value of ONE DOLLAR (\$1.00).

VI

Initially, this corporation shall have one (1) director. The number of directors may be increased or decreased from time to time.

VII

Provisions for the regulation of the internal affairs of the corporation shall be as set out in the Bylaws of the corporation.

VIII

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by the Statutes, and all the rights conferred upon the stockholders herein are granted subject to this reservation.

IX

The name and street address of the Registered Agent of this corporation is:

Richard Edgar Wiethorn
508 North Third Avenue
Hailey, ID 83333

X

The number of directors constituting the initial board of directors of the corporation is one (1), and the name and address of the person who will serve as directors of the corporation until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Richard Edgar Wiethorn
508 North Third Avenue
Hailey, ID 83333

WE THE UNDERSIGNED, being the original subscribers to the

capitol stock herein above named, for the purpose of forming a corporation to do business both within and without the State of Idaho, do make, subscribe acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein are true, and accordingly have set our hands and seals this

20 day of August 2003.

R. K. Weller

STATE OF IDAHO)
County of (Blair)) : ss.

On this 20 day of Aug, 2003, before me, the undersigned, a Notary for said state, personally appeared, known or identified to me to be the person or persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal the day and year in this certificate first above written.

James Ehrmantraut
Notary Public for IDAHO
Residing at Hailey, IDAHO,
My commission expires 4-805.

