

CERTIFICATE OF INCORPORATION  
OF

JEFFCO CONSTRUCTION CORPORATION

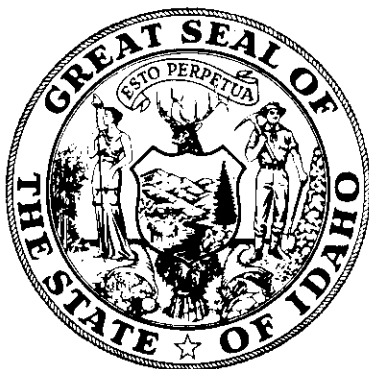
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

JEFFCO CONSTRUCTION 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: **June 21, 1984**



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Debbie Heier*

ARTICLES OF INCORPORATION  
OF  
JEFFCO CONSTRUCTION CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That I, the undersigned, being a natural person of legal age and acting as the incorporator under the provisions of the Idaho General Business Corporations Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this Corporation shall be:

JEFFCO CONSTRUCTION CORPORATION

ARTICLE II

PURPOSES AND POWERS

Section 1. Purposes. Without in any way limiting the powers granted by the laws of the State of Idaho, the purposes for which said corporation is formed are as follows:

1.1 To engage in the ownership, operation, management, organization, and direction of a mining operation; to conduct the aforesaid business and all of its branches, and to do such other things as are incidental, proper and necessary in the operation of said business; and in carrying out any or all or said purposes, to design, manufacture, assemble, buy, sell, import, export, display, distribute, rent, repair, maintain, equip, operate, use, or otherwise deal in and with, at wholesale and at

retail, and as principal, agent, backer, broker, commission merchant, or in any other lawful capacity.

1.2 In addition thereto, the Corporation is formed to engage in any other business or trade which, in the opinion of the directors of the Company, may be advantageously carried on in connection with or auxiliary to said primary business, and to do all such things as are incidental or conducive to the above objects or any of them.

1.3 To engage in activities that are necessary, suitable, or convenient for the accomplishment of the above mentioned purposes or which are incidental thereto, or connected therewith.

1.4 To conduct its business and carry out the above purposes in any State, territory, district, or possession of the United States of America, or any foreign country to the extent not forbidden by law.

Section 2. Powers. Pursuant to the general purposes of the corporation, the corporation is hereby authorized and empowered to do any act or carry on any business in the State of Idaho authorized by the corporation and the State of Idaho as necessary to compliment and augment the general purposes of the corporation, including, but not limited to:

2.1 To do all and everything necessary, suitable, or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the exercise of any of the powers herein set forth, either alone or in conjunction with other corporations, firms, or individuals, and either as principals or agents, and to do every other act or acts, thing or things,

incidental or appurtenant to or growing out of or connected with the above mentioned objects, purposes, or powers.

2.2 To acquire by lease, purchase, contract, concession, or otherwise, and to own, develop, explore, exploit, improve, operate, lease, enjoy, control, manage, or otherwise turn to account, mortgage, grant, sell, exchange, convey, or otherwise dispose of either within or without the State of Idaho and in any country, domestic or foreign, any and all real estate, lands, options, concessions, grants, land patents, franchises, rights, privileges, easements, tenements, estates, hereditaments, interests, and properties of every description and nature whatsoever which the Corporation may deem wise and proper in connection with the conduct of any business or businesses herein enumerated.

2.3 To apply for, obtain, purchase, lease, take licenses in respect of, or otherwise acquire, and to hold, own, use, operate, enjoy, turn to account, grant licenses in respect of, manufacture under, introduce, sell, assign, mortgage, pledge, or otherwise dispose of, any and all inventions, devices, processes; and any improvements and modifications thereof.

2.4 To apply for, purchase, or by other means acquire, hold, sell, assign, lease, mortgage, or otherwise dispose of, and protect, prolong, and renew, whether in the United States or elsewhere, licenses, protections, concessions, trademark, trade symbols, tradenames, or other indications of origin or ownership granted by or recognized under the laws of the United States,

which may appear likely to be advantageous or useful to the Corporation, and to use and turn to account and to manufacture under or grant licenses or privileges in respect of the same, and to expend money in experimenting upon the testing and improving or seeking to improve any operations, inventions, or rights which the Corporation may acquire or propose to acquire.

2.5 To subscribe for, acquire by purchase or otherwise, and to own, hold, sell, assign, and transfer shares of the capital stock of any other corporation and to exercise all the rights of a stockholder; to acquire by purchase or otherwise hold and dispose of the stock and bonds of this Corporation.

2.6 To acquire all or any part of the good will rights, real property, personal property, and business of any person, firm, association, or corporation, heretofore or hereafter engaged in any business similar to the business of the corporation or otherwise, and to pay for it in cash or in stock or obligations of the Corporation or otherwise, and to hold, utilize, enjoy, and in any manner dispose of the whole or any part of the rights and property so acquired, and to assume in connection therewith any liabilities of any such person, firm, association, or corporation, and to conduct in any lawful manner in the State of Idaho and/or in any other state, territory, locality, or country, the whole or any part of the business thus acquired, provided such business is not prohibited by the laws of the State of Idaho.

2.7 To purchase, lease, or otherwise acquire lands and buildings in this State, or elsewhere, for the erection and establishment of a manufactory or manufactories and workshops, with suitable plant, engines, motors, machinery, and equipment with a view to manufacture, buy, sell, import and export, or otherwise deal in or with, as distributors and retailers, any of the wares, merchandise, services, or goods which this Company may lawfully manufacture, deal in, or perform.

2.8 To promote and assist, financially or otherwise, corporations, firms, syndicates, associations, individuals, and others and to give any guaranty in connection therewith or otherwise for the payment of money or for the performance of any other undertaking or obligation.

2.9 To conduct and carry on its business or any branch thereof in any state or territory of the United States or in any foreign country in conformity with the laws of said State, territory, or foreign country, and to have and maintain in any state, territory, or foreign country a business office, plant or store.

2.10 To erect, construct, maintain, improve, rebuild, enlarge, alter, manage, and control, directly or through ownership of stock in any corporation, any and all kinds of buildings, houses, stores, offices, shops, warehouses, factories, mills, machinery, and plants, and any and all other structures and erections which may at any time be necessary, useful, or advantageous, for the purposes of the Corporation, and which can be lawfully done under the laws of the State of Idaho.

2.11 To do any or all of the things set forth herein to the same extent as a natural person might or could do in the State of Idaho or any part of the world as principals or agents, or otherwise alone or in company with others, without restrictions as to time, place, or amount.

2.12 Subject to the limitations and restrictions imposed by law, to do all and everything necessary, suitable, or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the furtherance of any of the powers hereinbefore set forth, either alone or in connection with other corporations, firms, or individuals, and either as principals or agents, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects, purposes, or powers, or any of them.

2.13 To issue common stock, and accept payment of subscriptions therefor and such installments, in such manner, on such terms, in money or in property, real or personal, or both, as shall be determined by the Board of Directors.

2.14 It is the intention that each of the powers specified in each of the paragraphs herein, except where otherwise specified, shall not be limited or restricted by reference to or inference from the terms of any other paragraph or of any other articles, but that the powers and the enumeration of specific powers shall not be construed to restrict in any manner the general terms and powers of this Corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature.

2.15 To engage in any business whatsoever either as principal or as agent or both, or as a syndicate, which the Corporation may deem convenient or proper in furtherance of any of the purposes hereinabove mentioned or otherwise; to conduct its business in this state, in other states, in the District of Columbia, in the territories and possessions of the United States, and in foreign countries; and to have and to exercise all powers authorized by the laws of the State of Idaho under which the Corporation is formed, whether expressly set forth in this paragraph or not, as such laws are now in effect or may at any time hereafter be amended.

2.16 With power for its corporate purposes, to borrow money, and from time to time, make, accept, endorse, execute, issue bonds, debentures, promissory notes, bills of exchange, or other obligations of the Corporation for moneys borrowed or in payment for property acquired or for any of the other objects or purposes of the Corporation or its business, and to secure payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreements in regard to, all or any part of the property, rights, or pledges of the Corporation wherever situated, whether now owned or hereinafter to be acquired.

2.17 To enter into any kind of contract or agreement, cooperative, or profit sharing plan with its officers or employees that the Corporation may deem advantageous or expedient or otherwise to reward or pay such persons for their services as the Directors may deem fit.



2.18 Employee plans. From time to time, to provide and carry out and to recall, abolish, revise, amend, alter, or change a plan or plans for the participation by all or any of the employees, including Directors and Officers of this Corporation, and for the furnishing to such employees and persons or any of them, at this Corporation's expense, of medical services, insurance against accident, sickness, or death, pensions during old age, disability or unemployment, education, housing, social services, recreation, or other similar aids for their relief or general welfare, in such manner and upon such terms and conditions as may be determined by the Board of Directors.

### ARTICLE III

#### EXISTENCE

This corporation shall have perpetual existence.

### ARTICLE IV

#### STOCK

Section 1. Description of Classes or Shares. There shall be one class of shares, all of which shall be common shares.

Section 2. Number of Shares. The aggregate number of shares which this Corporation shall have authority to issue is Ten Thousand (10,000) shares with a par value of Four (\$4.00) Dollar per share for an aggregate par value of Forty Thousand (\$40,000.00) Dollars.

Section 3. Voting Rights. Each share shall have equal voting powers; each share entitling the holder to one (1) vote.

Section 4. Nonassessable. No shares shall be issued until the same are fully paid for, and when fully paid for the same shall be nonassessable. There shall be stated on each stock certificate in print the following: "The shares represented by this certificate are fully paid for and nonassessable."

Section 5. Internal Revenue Code Section 1244. All stock issued shall be considered "Section 1244 Stock" as is defined under Internal Revenue Code Section 1244. Any individual or partnership receiving such stock shall be entitled to any benefits as explained in that Internal Revenue Code Section.

## ARTICLE V

### REGISTERED AGENT AND OFFICE

The name of the registered agent and the location of the registered office of the Corporation are:

Mark R. Fuller  
598 North Capital  
P.O. Box 935  
Idaho Falls, Idaho 83402

## ARTICLE VI

### INCORPORATORS

The name and mailing address of the incorporator and the number and class of for which each subscribed is as follows:

Ronald D. Horner	4,000 shares
P.O. Box 913	
Pocatello, Idaho 83204	

Larry W. Solomon	2,000 shares
1755 Syringa	
Pocatello, Idaho 83201	

## ARTICLE VII

The name and post office address of the initial Director named by the incorporators to serve until the first election of directors shall be as follows:

Ronald D. Horner  
P.O. Box 913  
Pocatello, Idaho 83204

## ARTICLE VIII

The corporation reserves the right to amend, add to, or repeal any provision contained in these Articles of Incorporation and the provisions set forth in the By-Laws.

## ARTICLE IX


In the furtherance and not in limitation of the powers conferred by the laws of the State of Idaho, the Board of Directors is expressly authorized to frame and adopt any such By-Laws for the Corporation as are not inconsistent with the laws of the State of Idaho or these Articles of Incorporation. Any By-Law or By-Laws so adopted by the Board of Directors may be amended or repealed by a vote of holders of record of a majority

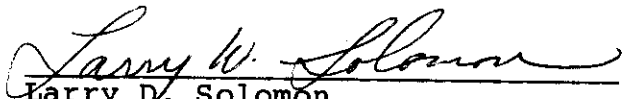
of the corporation's Stock at any regular shareholder's meeting or any special shareholder's meeting called for that purpose.

#### ARTICLE X

This Corporation may be dissolved prior to the time fixed in these Article of Incorporation, by an affirmative vote of Stockholders with fifty-one percent (51%) of its voting Stock at a meeting of the Stockholders called for that purpose in the manner, not inconsistent with law, set forth in the By-Laws. In the event of such dissolution, the affairs of the Corporation shall be wound up in a manner provided by Idaho Law.

DATED this 14<sup>th</sup> day of June, 1984.

  
\_\_\_\_\_  
Ronald D. Horner  
Incorporator

  
\_\_\_\_\_  
Larry D. Solomon  
Incorporator

STATE OF IDAHO                    )  
                                      ) ss.  
County of Bonneville ) 14<sup>th</sup>

On this 14<sup>th</sup> day of June, 1984, before me, the undersigned, a Notary Public in and for said state, personally appeared Ronald D. Horner, known to me to be the person whose name is subscribed to the within 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.

Mark R. Fuller

Notary Public for Idaho  
Residing at Idaho Falls  
My commission expires:

life

STATE OF IDAHO                    )  
                                      ) ss.  
County of Bonneville ) 14<sup>th</sup>

On this 14<sup>th</sup> day of June, 1984, before me, the undersigned, a Notary Public in and for said state, personally appeared Larry D. Solomon, known to me to be the person whose name is subscribed to the within 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.

Mark R. Fuller

Notary Public for Idaho  
Residing at Idaho Falls  
My commission expires:

life