



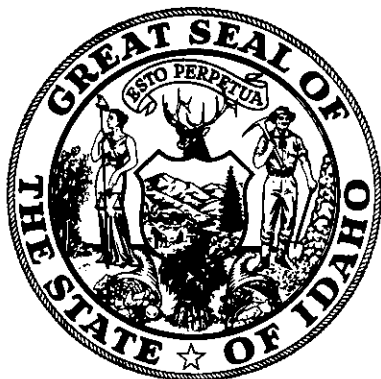
CERTIFICATE OF INCORPORATION
OF

GRAHAM RECLAMATION, 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: *July 16, 1986*



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

GRAHAM RECLAMATION, INC.

I, The undersigned, being a natural person of full age and a citizen of the United States, hereby incorporate ourselves under the Idaho Business Corporation Act, Chapter 1, Title 30, Idaho Code.

ARTICLE I

NAME AND DURATION

The name of this corporation is GRAHAM RECLAMATION, INC. and such corporation shall be perpetual.

ARTICLE II

PURPOSES AND POWERS

The purpose of this corporation is to do any or all of the things mentioned herein, to the same extent that natural persons might, as follows:

SECTION 1. PURPOSES.

1. To carry on a general reclamation, excavation, erosion control and construction landscaping business, including, but not limited to, services of seeding, mulching, fertilizing and hydroseeding.

2. To act as a general contractor for the construction, repairing and remodeling of buildings and public works of all kinds, and for the improvement of real estate, and the doing of any and all other business and contracting incidental thereto, or connected therewith, and the doing and performing of any and all

1 acts or things necessary, proper, or convenient for or incidental
2 to the furtherance or the carrying out of the powers or purposes
3 herein mentioned.

4 3. To purchase, receive by way of gift, subscribe for,
5 invest in, and in all other ways acquire, import, lease, possess,
6 maintain, handle on consignment, own, hold for investment or
7 otherwise, use, enjoy, exercise, operate, manage, conduct,
8 perform, make, borrow, guarantee, contract in respect of, trade
9 and deal in, sell, exchange, let, lend, export, mortgage, pledge,
10 deed in trust, hypothecate, encumber, transfer, assign and in all
11 other ways dispose of, design, develop, invent, improve, equip,
12 repair, alter, fabricate, assemble, build, construct, operate,
13 manufacture, plant, cultivate, produce, market, and in all other
14 ways (whether like or unlike any of the foregoing), deal in and
15 with property of every kind and character, real, personal, or
16 mixed, tangible or intangible, wherever situated and however held,
17 including, but not limited to money, credits, choses in action,
18 securities, stocks, bonds, warrants, script, certificates,
19 debentures, mortgages, notes, commercial paper, and other
20 obligations and evidences of interest in or indebtedness of any
21 person, firm, or corporation, foreign or domestic, or of any
22 government or subdivision or agency thereof, documents of title,
23 and accompanying rights, and every other kind and character of
24 personal property, real property (improved or unimproved), and the
25 products and avails thereto, including, but not limited to,
26 mineral, oil, gas, and water rights, all or any part of any going

1 business and its incidents, franchises, subsidies, charters,
2 concessions, grants, rights, powers, or privileges, granted or
3 conferred by any government or subdivision or agency thereof, and
4 any interest in or part of any of the foregoing, and to exercise
5 in respect thereof all of the rights, powers, privileges, and
6 immunities of individual owners or holders thereof.

7 4. To hire and employ agents, servants, and employees, and
8 to enter into agreements of employment and collective bargaining
9 agreements, and to act as agent, contractor, trustee, factor, or
10 otherwise, either alone or in company with others.

11 5. To promote or aid in any manner, financially or
12 otherwise, any person, firm, association, or corporation, and to
13 guarantee contracts and other obligations.

14 6. To let concessions to others to do any of the things that
15 this corporation is empowered to do, and to enter into, make
16 perform, and carry out, contracts and arrangements of every kind
17 and character with any person, firm, association, or corporation,
18 or any government or authority or subdivision or agency thereof.

19 7. To carry on any business whatsoever that this
20 corporation may deem proper or convenient in connection with any
21 of the foregoing purposes or otherwise, or that it may deem
22 calculated, directly or indirectly, to improve the interests of
23 this corporation, and to do all things specified in 30-1-13, and
24 to have and to exercise all powers conferred by the laws of the
25 State of Idaho on corporations formed under the laws pursuant to
26 which and under which this corporation is formed, as such laws are

1 now in effect or may at any time hereafter be amended, and to do
2 any and all things hereinabove set forth to the same extent and as
3 fully as natural persons might or could do, either alone or in
4 connection with other persons, firms, associations, or
5 corporations, and in any part of the world.

6 The foregoing statement of purposes shall be construed as a
7 statement of both purposes and powers, shall be liberally
8 construed in aid of the powers of this corporation, and the powers
9 and purposes of each clause shall, except where otherwise stated,
10 be in nowise limited or restricted by any term or provision of any
11 other clause, and shall be regarded not only as independent
12 purposes, but the purposes and powers stated shall be construed
13 distributively as each object expressed, and the enumeration as to
14 specific powers shall not be construed as to limit in any manner
15 the aforesaid general powers, but are in furtherance of, and in
16 addition to and not in limitation of said general powers.

17 SECTION 2. POWERS: This corporation shall have all of the
18 powers specified in the Idaho Business Corporation Act, Chapter 1,
19 Title 30, Idaho Code. As examples and not as limitations, this
20 corporation shall have the power to do the following:

21 1. To have and to exercise all powers now or hereafter
22 conferred by the laws of the State of Idaho upon corporations
23 organized pursuant to the laws under which the coporation is
24 organized and any and all acts amendatory thereof and supplemental
25 thereto.

26 2. ALL POWERS NECESSARY TO CARRY OUT PURPOSES: To do all

1 and everything necessary, suitable, or proper for the
2 accomplishment of any of the purposes, the attainment of any of
3 the objects, or the exercise of any of the powers herein set
4 forth, either alone or in conjunction with other corporations,
5 firms, or individuals, and either as principals or agents, and to
6 do every other act or acts, thing or things, incidental or
7 appurtenant to or growing out of or connected with the
8 above-mentioned objects, purposes, or powers.

9 3. CARRYING ON BUSINESS OUTSIDE STATE: To conduct and carry
10 on its business or any branch thereof in any state or territory
11 of the United States or in any foreign country in conformity with
12 the laws of such state, territory, or foreign country, and to have
13 and maintain in any state, territory, or foreign country a
14 business office, plant, store, or other facility.

15 4. MANAGEMENT AND OPERATION OF OTHER BUSINESS: In general,
16 to manage, operate, and carry on any other business in connection
17 with the foregoing powers, and to have and exercise all the powers
18 conferred on similar (business or as the case may be) corporations
19 formed under the laws of the State of Idaho, and any amendments
20 thereto.

21 5. ACQUISITION AND DISPOSITION OF PROPERTY GENERALLY: The
22 corporation hereby formed shall have power to purchase, lease, or
23 otherwise acquire by bequest, devise, gift, or other means, and to
24 hold, own manage, or develop, and to mortgage, hypothecate, deed
25 in trust, sell, convey, exchange, option, subdivide, or otherwise
26 dispose of real and personal property of every class and

1 description and any estate or interest therein, as may be
2 necessary or convenient for the proper conduct of the affairs of
3 the corporation, without limitation as to amount or value, in any
4 of the states, districts, or territories of the United States, and
5 in any and all foreign countries, subject to the laws of any such
6 states, districts, territories, or countries.

7 6. ACQUISITION OF REAL PROPERTY: To take, buy, exchange,
8 lease, or otherwise acquire real property and any interest or
9 right therein, and to hold, own, operate, control, maintain,
10 manage, and develop such property and interests in any manner that
11 may be necessary, useful, or advantageous for the purposes of this
12 corporation.

13 7. ACQUISITION OF REAL PROPERTY - IMPROVEMENTS: To erect,
14 construct, maintain, improve, rebuild, enlarge, alter, manage, and
15 control, directly or through ownership of stock in any
16 corporation, any and all kinds of buildings, houses, stores,
17 offices, shops, warehouses, factories, mills, machinery, and
18 plants, and any and all other structures and erections that may at
19 any time be necessary, useful, or advantageous for the purposes of
20 the corporation.

21 8. ACQUISITION OF PERSONAL PROPERTY: To take, purchase, or
22 otherwise acquire, and to own and hold such personal property,
23 chattels, chattels real, rights, easements, privileges, choses in
24 action, notes, bonds, mortgages, and securities as may lawfully be
25 acquired and held by corporations under the laws of the State of
26 Idaho.

1 9. DISPOSITION OF PROPERTY: To sell, assign, convey,
2 exchange, lease, and otherwise deal in and dispose of such real
3 and personal property, lands, buildings, chattels, chattels real,
4 rights, easements, privileges, choses in action, notes, bonds,
5 mortgages, and securities as may lawfully be acquired, held or
6 disposed of by the corporation under the laws of the State of
7 Idaho.

8 10. ACQUISITION AND CONDUCT OF SIMILAR BUSINESS: To acquire
9 all or any part of the good will, rights, franchises, property,
10 and business of any person, firm, association, or corporation
11 engaged in any business similar to the business of this
12 corporation, and to pay for it in cash or in stock or obligations
13 of the corporation or otherwise, and to hold, utilize, enjoy, and
14 in any manner dispose of the whole or any part of the rights and
15 properties so acquired, and to assume in connection therewith any
16 liabilities of any such person, firm, association, or corporation,
17 and to conduct in a lawful manner the whole or any part of the
18 business thus acquired.

19 11. MAKING AND PERFORMANCE OF CONTRACTS - GENERAL POWER: To
20 enter into and perform all manner and kinds of contracts,
21 agreements, and obligations, for any lawful purpose by or with any
22 person, firm, association, corporation, or governmental division
23 or subdivision.

24 12. MAKING AND PERFORMANCE OF CONTRACTS - UNDERWRITING
25 CONTRACTS: To enter into, and to perform or cancel and rescind
26 contracts of underwriting of the securities of any corporation,

1 association, partnership, firm, trustee, syndicate, individual, or
2 governmental division or subdivision, domestic or foreign, or of
3 any combination, organization, or entity, domestic or foreign, and
4 to act as manager of any underwriting or purchasing or selling
5 syndicate.

6 13. ASSISTANCE TO OTHER BUSINESSES: To promote and assist,
7 financially or otherwise, corporations, firms, syndicates,
8 associations, individuals, and others and to give any guaranty in
9 connection therewith or otherwise for the payment of money or for
10 the performance of any other undertaking or obligation.

11 14. ACQUISITION AND OPERATION UNDER FRANCHISES AND LICENSES:
12 From time to time to apply for, purchase, or acquire by
13 assignment, transfer, or otherwise, and to exercise, carry out,
14 and enjoy any license, power, authority, franchise, concession,
15 right or privilege that any government or authority, Federal,
16 State, or local, or any corporation or other legal entity may be
17 empowered to enact, make, or grant, and to pay for, aid in, and
18 contribute toward carrying it into effect and to appropriate any
19 of the company's stock, bonds, and assets to defray the necessary
20 costs, charges, and expenses thereof.

21 15. ENTRANCE INTO PARTNERSHIPS: To enter into partnership
22 agreements and joint ventures with any person, firm, association,
23 or corporation engaged in carrying on any business in which the
24 corporation is authorized to engage, or in connection with
25 carrying out all or any of the purposes of this corporation.

26 16. PARTICIPATION IN COOPERATIVE AGREEMENTS: To join or

1 consolidate with, and to enter into agreements and cooperative
2 relations not in contravention of law with, any persons, firms,
3 associations, or corporations, governmental, municipal, or
4 otherwise, in connection with carrying out all or any of the
5 purposes of this corporation.

6 17. ACTING AS GUARANTOR: To indorse or guarantee the payment
7 of principal of, or interest on, bonds, notes, or other evidences
8 of indebtedness or obligations, and to guarantee the performance
9 of any other contracts or other undertakings in which the
10 corporation may otherwise be or become interested, of any
11 corporation, association, partnership, firm, trustee, syndicate,
12 individual, or governmental division or subdivision, domestic or
13 foreign, insofar as may be permitted by law.

14 18. INSURANCE OF COMMERCIAL PAPER: To borrow money, and to
15 draw, make, accept, indorse, issue, sell, or otherwise deal
16 lawfully in promissory notes, bills of exchange, bonds,
17 debentures, or any other negotiable or transferable obligations or
18 instruments from time to time for any purpose of, or concerning
19 the business of, the corporation.

20 19. ISSUANCE OF COMMERCIAL PAPER - SECURITY FOR
21 INDEBTEDNESS: To secure the payment of corporate indebtedness by
22 executing mortgages, deeds of trust, pledges, or similar
23 instruments with respect to all or any part of the property of
24 the corporation, whether now owned or to be acquired in the
25 future.

26 20. ISSUANCE OF STOCK AND ACCEPTANCE OF PAYMENT THEREFOR: To

1 issue both preferred and common stock, and accept payment of
2 subscriptions therefor and such installments, in such manner, on
3 such terms, in money or in property, real or personal, or both, as
4 shall be determined by the board of directors.

5 21. INVESTMENT IN SECURITIES: To acquire by purchase,
6 subscription, contract, or otherwise, and to hold for investment
7 or otherwise, to sell, discount or rediscount, exchange, mortgage,
8 pledge, or otherwise dispose of, and generally to deal in and with
9 all forms of securities including, but not by way of limitation,
10 shares, stocks, bonds, debentures, notes, scrip, mortgages, and
11 choses in action of all kinds, both as principal and as agent, and
12 while the holder thereof, to exercise all the rights and
13 privileges of ownership the same as may be permitted to natural
14 persons, including the right to vote thereon.

15 22. LOAN OR ADVANCE OF MONEY: To lend and advance money or
16 to give credit to such persons and on such terms as may seem
17 expedient, and in particular to customers and others having
18 dealings with the corporation; and to guarantee or give security
19 for the loans of its customers; but, nothing contained herein
20 shall be construed to give this corporation banking powers.

21 23. SUPPORT OF CHARITIES: To support and subscribe to any
22 charitable or public institution, organization, or club that may
23 be for the benefit of the corporation or its employees or
24 stockholders, or may be connected with any city or place where the
25 corporation does business, or to organize such institutions,
26 organizations, or clubs, if it shall be deemed necessary.

1 24. EMPLOYEE FRINGE BENEFITS - PENSIONS AND INSURANCE: To
2 establish and maintain a fund to provide pensions for the benefit
3 of employees and their dependents, and to establish and contribute
4 to group life and health insurance plans for the benefit of
5 employees and their dependents.

6 25. EMPLOYEE FRINGE BENEFITS - PROFIT SHARING: To enter into
7 any kind of profit-sharing plan with its officers or employees
8 that the corporation may deem advantageous or expedient, or
9 otherwise to reward or pay those persons who have been largely
10 responsible for a current year's profits and who will be primarily
11 responsible for the corporation's continued success, as the
12 directors may deem fit.

13 26. RESERVATION OF INCIDENTAL POWERS: The above enumerated
14 powers shall not be construed as limiting or restricting in any
15 manner the powers of this corporation which shall always have such
16 incidental powers as may be connected with or related to any
17 specific power herein enumerated.

18 ARTICLE III

19 STOCK

20 SECTION 1. Description and Classes of Shares. There shall
21 be one class of shares, all of which shall be common stock.

22 SECTION 2. Number of Shares. The aggregate number of shares
23 which this corporation shall have authority to issue is 1,000
24 shares, with a par value of \$100.00 per share, for an aggregate
25 par value of \$100,000.00.

26 SECTION 3. Voting Rights. Each share shall have equal

1 voting powers; each share entitling the holder to one vote.

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

7 SECTION 5. Stock Loss Taxation. In the case of an
8 individual, a loss of common stock issued by this corporation to
9 such individual or to a partnership which would be treated as a
10 loss from the sale or exchange of a capital asset shall, to the
11 extent provided in the Internal Revenue Code, Section 1244, be
12 treated as an ordinary loss.

13 ARTICLE IV

14 PROVISIONS FOR REGULATION OF THE CORPORATION'S INTERNAL AFFAIRS

15 SECTION 1. Meetings of Shareholders and Directors. Meetings
16 of the shareholders and directors of this corporation may be held
17 within or without the State of Idaho at such place or places as
18 may from time to time be designated in the code of bylaws or by
19 resolution of the board of directors.

20 SECTION 2. Code of Bylaws. The initial code of bylaws of
21 this corporation shall be adopted by its shareholders. The power
22 to amend or repeal the bylaws or to adopt a new code of bylaws
23 shall be in the shareholders, but the affirmative vote of the
24 holders of three-fourths of the share outstanding shall be
25 necessary to exercise the power. The code of bylaws may contain
26 any provisions for the regulation and management of this

1 corporation which are consistent with the Idaho Business
2 Corporation Act and these Articles of Incorporation.

3 ARTICLE V

4 REGISTERED OFFICE AND REGISTERED AGENT

5 The initial registered agent in the State of Idaho of this
6 corporation is:

7 Lin Graham
8 133 LaBelle Drive
Rigby ID 83442

9 The initial registered office in the State of Idaho of this
10 corporation has the address as follows:

11 133 LaBelle Drive
12 Rigby ID 83442

13 ARTICLE VI

14 The initial incorporator will constitute the initial Board of
15 Directors, and shall serve as director until the first annual
16 meeting of shareholders or until successors shall be elected and
17 qualify.

18 INFORMATION ON THE INCORPORATORS

19 The name and post office address of the incorporator is as
20 follows:

21 Lin Graham
22 133 LaBelle Drive
Rigby ID 83442

23 IN WITNESS WHEREOF, The undersigned, being the incorporator
24 of this corporation, executes the Articles of Incorporation in
25 duplicate and certify to the truth of the facts therein stated.
26

1 Dated this 15 day of July, 1986.

2 
LIN GRAHAM

3 STATE OF IDAHO)
4)
COUNTY OF BONNEVILLE)

5 I, the undersigned Notary Public, duly commissioned to take
6 acknowledgments and administer oaths in the State of Idaho,
7 certify that on this 15 day of July, 1986, before me personally
8 appeared LIN GRAHAM, known to me to be the person whose name is
9 subscribed to the foregoing instrument, and acknowledged to me
10 that she executed the same, and swore to the truths therein.

11 
12 NOTARY PUBLIC

Idaho Falls ID

Commission expires: 9/27/91