

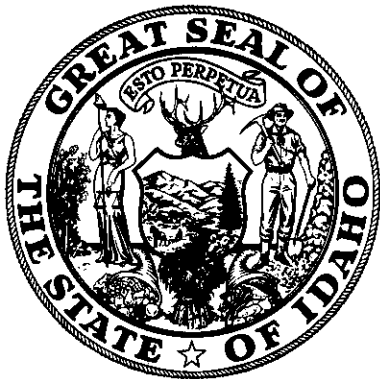
**CERTIFICATE OF INCORPORATION
OF**

M. AND W. CONSTRUCTION, 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: *June 9, 1986*



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

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

M. AND W. CONSTRUCTION,
INC.

RECEIVED
SEC. 1

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WE, THE UNDERSIGNED CITIZENS OF THE STATE OF IDAHO, HEREBY DO
ASSOCIATE OURSELVES FOR THE PURPOSE OF FORMING A CORPORATION
UNDER THE LAWS OF THE STATE OF IDAHO, AND THUS HEREBY CERTIFY AS
FOLLOWS:

- 1) THE NAME OF THIS CORPORATION SHALL BE M. AND W. CONSTRUCTION, INC.
- 2) THE GENERAL NATURE OF THE BUSINESS CONDUCTED BY THIS CORPORATION
SHALL BE GENERAL HIGHWAY AND STRUCTURAL CONSTRUCTION,
INCLUDING BUT NOT LIMITED TO GUARDRAILS AND SIMILAR HIGHWAY
STRUCTURES.
- 3) IN FURTHERANCE OF THE GENERAL POWERS OF THIS CORPORATION, IT
SHALL HAVE THE FOLLOWING POWERS IN THE CONDUCT OF ITS BUSINESS:
 - A) TO PURCHASE, LEASE, OR DEAL IN REAL PROPERTIES OF ALL
KINDS AND DESCRIPTIONS,
 - B) TO PURCHASE, LEASE, OR DEAL IN PERSONAL PROPERTY AND
EQUIPMENT OF ALL KINDS,
 - C) TO ENTER INTO AND PERFORM CONTRACTS OF ALL KINDS, TO
BECOME A PARTNER IN ANY LAWFUL BUSINESS VENTURE, AND TO
ACQUIRE AND DEAL IN ITS OWN STOCK OR SECURITIES, SHOULD
THE NEED ARISE,
 - D) TO ESTABLISH PENSION AND PROFIT SHARING PLANS,
 - E) TO ACQUIRE OTHER BUSINESSES, EITHER THROUGH OUTRIGHT
PURCHASE, OR THROUGH THE EXCHANGE OF ASSETS, GOODWILL,
SECURITIES, OR OTHER CONSIDERATION,
 - F) TO APPLY FOR AND PURCHASE OR REGISTER PATENTS, TRADEMARKS,
TRADE NAMES, OR ANY OTHER INTANGIBLE OBJECTS WHICH MAY BE
NECESSARY OR INCIDENTAL TO THE CONDUCT OF ANY OF THE
OBJECTS HEREIN ENUMERATED,
 - G) TO BORROW MONEY OR ISSUE NOTES, BONDS, DEBENTURES, OR
OTHER EVIDENCES OF DEBT TO THE EXTENT PERMISSIBLE BY LAW,
 - H) TO CARRY ON ANY OTHER LAWFUL BUSINESSES IN CONNECTION WITH
THE FOREGOING POWERS, AS WELL AS ANY OTHER POWERS AVAILABLE
TO CORPORATIONS UNDER THE LAWS OF THE STATE OF IDAHO.

M. AND W. CONSTRUCTION, INC.

(2)

- 4) THE TOTAL AMOUNT OF CAPITAL STOCK THAT SHALL BE ISSUED BY THIS CORPORATION SHALL BE 500 SHARES OF THE PAR VALUE OF \$100 EACH, FOR A TOTAL AUTHORIZED CAPITAL OF \$ 50,000.
- 5) THE EXISTENCE OF THIS CORPORATION SHALL BE PERPETUAL.
- 6) THE INITIAL REGISTERED OFFICE OF THIS CORPORATION SHALL BE LOCATED AT 106 RAMSEY DRIVE, FILER, IDAHO, 83328, AND ITS MAILING ADDRESS SHALL BE ~~P.O. BOX 523, BUCHAN, IDAHO 83254.~~
THE SAME

AND THE INITIAL REGISTERED AGENT AT THIS ADDRESS SHALL BE MARY KESTLER.

- 7) THE NAMES AND ADDRESSES OF THE BOARD OF DIRECTORS WHO SHALL SERVE AND HOLD OFFICE ARE:

MARY KESTLER	106 RAMSEY DRIVE	FILER	IDA.	83328
WAYNE GRIFFIN	106 RAMSEY DRIVE	FILER	IDA.	83328

- 8) THE ADDRESSES AND NAMES OF THE INCORPORATORS OF THIS COMPANY ARE AS FOLLOWS:

MARY KESTLER	106 RAMSEY DRIVE	FILER, IDA.	83328
51 SHARES			
WAYNE GRIFFIN	106 RAMSEY DRIVE	FILER, IDA.	83328
49 SHARES			

- 9) RECORDS AND BOOKS OF THE CORPORATION SHALL BE MAINTAINED BY THE STOCKHOLDERS AND DIRECTORS IN THE MANNER WHICH SHALL BE IN THE BEST INTERESTS OF THE STOCKHOLDERS AND THE CORPORATION, AS PROVIDED BY THE LAWS OF THE STATE OF IDAHO.

M. AND W. CONSTRUCTION, INC.

ACCORDINGLY, WE, THE INCORPORATORS, DO HEREBY AFFIX OUR HANDS AND
SEALS, THIS _____ DAY OF _____, 19____.

Mary L. Kestler
Wayne E. Liff

SUBSCRIBED AND SWORN TO BEFORE ME THIS 6th DAY OF June,
1986.

SEAL

Paul A. G. Galt

NOTARY PUBLIC FOR IDAHO