

# State of Idaho

## Department of State

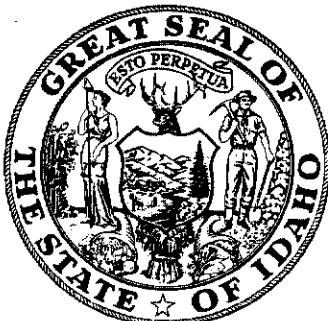
CERTIFICATE OF INCORPORATION  
OF

MCDREW CONSTRUCTION COMPANY, INC.  
File number C 116455

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: September 17, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Lois Somack*

SEP 17 8 39 AM '96  
SECRETARY OF STATE  
STATE OF IDAHO

ARTICLES OF INCORPORATION  
OF  
MCDREW CONSTRUCTION COMPANY, INC.

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Idaho.

ARTICLE I

Name

The name of this corporation shall be:

MCDREW CONSTRUCTION COMPANY, INC.

ARTICLE II

Nature of Business

The general purpose for which this corporation is organized is to transact any of all lawful business for which corporations may be incorporated under Title 30 Chapter 1 of the Idaho Business Corporation Act.

ARTICLE III

Authorized Shares

The coporation shall be authorized to create and issue 100 shares of Common Stock having a par value of \$100.00 per share.

The whole or any part of the authorized shares of the corporation may be issued for a consideration payable in cash or other property, tangible or intangible or in labor or services actually performed for the corporation, having a value as is determined from time to time by the Board of Directors for the corporation, not less than the par value of the stock so to be issued.

ARTICLE IV

Term of Existence

The corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation in the State of Idaho shall be:

1810 Northridge Drive  
Hailey, ID 83333

The name of the initial registered agent of this corporation at that address shall be:

Constance Ann McLean

IDAHO SECRETARY OF STATE  
DATE 09/11/1996 0900 24300  
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ARTICLE VI

Board of Directors

The powers of the corporation shall be exercised by or under the authority of and the business and affairs of the corporation shall be managed under the direction of, a Board of Directors, which shall have two (2) directors initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the By-Laws of the corporation.

ARTICLE VII

Directors - Names and Street Addresses

Name	Street Address
Michael E. McLean	1810 Northridge Drive Hailey, Id 83333
Constance A. McLean	1810 Northridge Drive Hailey, Id 83333

ARTICLE VIII

Incorporator

The name and street address of the incorporator signing this Article of Incorporation is as follows:

Name	Street Address
Constance A. McLean	1810 Northridge Drive Hailey, ID 83333

ARTICLE IX

Special Provisions

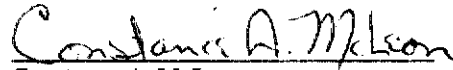
The following additional provision for the regulation for the business and for the conduct of the affairs of the corporation and for creating, defining, limiting and regulating the powers of the corporation, its shareholders and directors, are hereby adopted as part of these Articles of Incorporation.

1. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.
2. The Board of Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.
3. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all directors for services to the corporation as directors, officers or otherwise

ARTICLE X

This corporation shall be operated as a Subchapter S Corporation and shall abide by all conditions and statutory requirements of a Subchapter S Corporation.

September 16, 1996



Constance A. McLean  
Incorporator



Michael E. McLean  
President/Vice President



Constance A. McLean  
Secretary/Treasurer