



**Department of State**

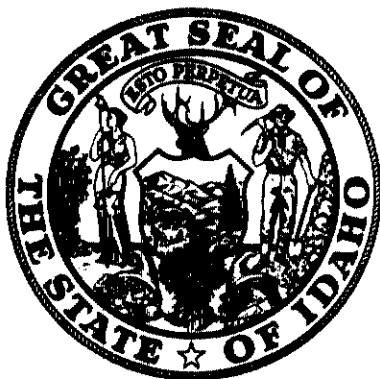
**CERTIFICATE OF INCORPORATION  
OF**

**UNIVERSAL 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: February 06, 1990



*Pete T. Cenarrusa*  
SECRETARY OF STATE

by: *Elizabeth M. Zupala*

ARTICLES OF INCORPORATION  
OF  
UNIVERSAL CONSTRUCTION, INC.

FEB 6 12 45 PM '30  
SECRETARY OF STATE

We, the undersigned natural persons of the age of twenty-one (21) years or more, acting as incorporators of a corporation under the laws of the State of Idaho, adopt the following Articles of Incorporation for such corporation:

ARTICLE I  
CORPORATE NAME

The name of the corporation is Universal Construction, Inc.

ARTICLE II  
PERIOD OF DURATION

The corporation shall have perpetual succession by its corporate name and shall exist until it is dissolved according to law.

ARTICLE III  
CORPORATE PURPOSES

The purposes for which the corporation is organized are:

1. To bid, build, construct, contract, and sub-contract public and/or private construction projects.
2. To own, rent, lease, develop, manufacture, market, and manage a construction business and to collect monies and to operate the same advantageously for the owners.
3. To acquire by purchase, lease, manufacture, or otherwise, any personal property deemed necessary, useful, or convenient in the equipment, furnishing, improvement, development, or management of any real or personal property at any time owned, held, or occupied by the corporation; to invest, trade, and deal in any personal property deemed beneficial to the corporation; and, to encumber or dispose of any personal property at any time owned or held by the corporation.
4. To enter into, make, and perform contracts of every kind, for every lawful purpose, without limit as to amount.
5. To acquire by purchase, lease, or otherwise, the good will, business, property, assets, franchises, and rights in whole or in part of any person, firm, association, or corporation, and to assume all or any of the liabilities thereof and pay for the same in cash or with the stock of this corporation or its debentures, bonds, or otherwise; and, to hold, maintain, operate, and conduct as well as in

any manner dispose of the whole or any part of the property so acquired but always in accordance with and subject to law.

6. To borrow money and contract debts when necessary for the transaction of the business of the corporation and for the exercise of its corporate rights or franchises and for any of the purposes of the corporation, debentures, and other promissory notes, bills of exchange, debentures and other obligations in evidence of indebtedness, payable at specific time or times or payable upon the happening of a specified event or events, and when necessary to secure the same or any part thereof by real estate or chattel mortgage, pledge, assignment, or otherwise for money borrowed or goods purchased or for payment of property purchased or acquired, or for any other lawful obligation; also, to issue, sell, and dispose of certificates of investment or participation certificates.

7. To loan the funds of the corporation upon notes, bonds, mortgages, deeds of trust, debentures, or other securities, or upon any property, real, personal, mixed, or otherwise.

8. To do each and every thing necessary, suitable, or proper for the accomplishment of any of the purposes or the attainment of any one or more of the purposes herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of the corporation; and,

9. To do each and all things above set forth to the same extent and as fully as natural persons might or could do in this State or in any other state, country, or place.

The foregoing provisions shall be construed both as purposes and powers and shall in no wise be limited or restricted by reference to or inference from the terms of any other provisions in this or any other article; and, it is hereby expressly provided that the foregoing provisions shall not be held to limit or restrict in any manner the powers of the corporation formed thereunder, and the corporation shall have and may exercise all of the powers conferred upon it by law.

#### ARTICLE IV AUTHORIZED SHARES

The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1,000) shares of \$1.00 par value stock.

ARTICLE V  
PRE-EMPTIVE RIGHT OF SHAREHOLDERS

1. The pre-emptive right of shareholders to acquire additional or treasury shares of the corporation or the shares of any other shareholder shall not be limited or denied.

2. All transfers of shares or stock certificates, whether by sale or otherwise, and whether voluntary or involuntary, shall be subject to the rights of existing shareholders to purchase said shares or stock certificates as set forth in the By-Laws or Shareholders Agreements.

ARTICLE VI  
REGISTERED OFFICE AND AGENT

The address of the corporation's initial registered office shall be 312 East Main Street, Emmett, Idaho, 83617. The corporation's initial registered agent at such address shall be Bry Behrmann.

ARTICLE VII  
BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is three (3); provided, however, that the number may be changed by resolution of the Board of Directors to seven (7). The members of the Board of Directors need not be stockholders of the corporation. The names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Richard L. Standerfer	4777 West Idaho Blvd. Emmett, Idaho 83617
Mark L. Standerfer	P.O. Box 400 Emmett, Idaho 83617
Kenneth E. Queen	312 East Main Emmett, Idaho 83617

The name and address of each incorporator is:

Richard L. Standerfer	4777 West Idaho Blvd. Emmett, Idaho 83617
Mark L. Standerfer	P.O. Box 400 Emmett, Idaho 83617
Kenneth E. Queen	312 East Main Emmett, Idaho 83617

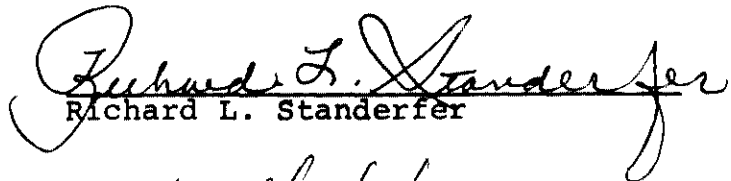
ARTICLE VIII  
REGULATION OF INTERNAL AFFAIRS

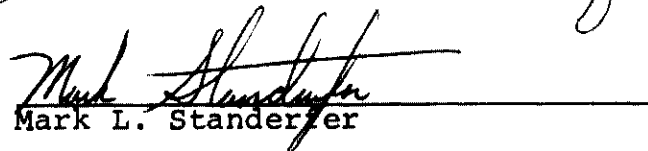
Provisions for the regulation of the internal affairs of the corporation are to be found by the By-Laws of the corporation.

ARTICLE IX  
SMALL BUSINESS STOCK ELECTION

Election is made under the provision of Section 1244 of the Internal Revenue Code, 1954, qualifying 1,000 shares of capital stock of the corporation as Section 1244 Small Business Stock. This election provides the shareholders the right to treat the shares of stock of this corporation (issued under his election), if the same become worthless, as an ordinary loss rather than a capital loss for tax purposes.

IN WITNESS WHEREOF, we have hereunto set our hands this 5<sup>th</sup> day of February, 1990.

  
Richard L. Standerfer

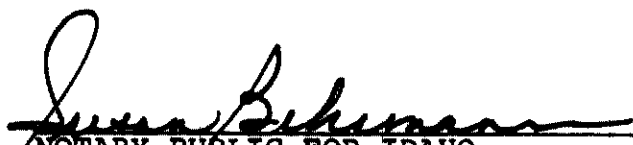
  
Mark L. Standerfer

  
Kenneth E. Queen

STATE OF IDAHO )  
                  : ss.  
County of Cam)

On this 5<sup>th</sup> day of February, 1990, before me, the undersigned, a Notary Public in and for said State, personally appeared RICHARD L. STANDERFER, MARK L. STANDERFER, and KENNETH E. QUEEN, known to me to be the persons whose names are subscribed to the within instrument and who acknowledged to me that they executed the same.

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

  
NOTARY PUBLIC FOR IDAHO  
Residing at: Emmett  
My Commission Expires: 11-20-95