



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

BARNES, INC.

was filed in the office of the Secretary of State on the twenty-ninth day of March A.D., One Thousand Nine Hundred seventy-four and will be duly recorded on ~~film~~ microfilm of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for perpetual existence from the date hereof, with its registered office in this State located at Lewiston, Idaho in the County of Nez Perce.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this 29th day of March, A.D., 19 74 .

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION

OF

BARNES, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of full age, and citizens of the United States, have this day voluntarily associated ourselves together for the purpose of forming a business corporation, in compliance with Chapter One, Title 30, Idaho Code, and for such purpose, we hereby make, execute and adopt the following Articles of Incorporation:

ARTICLE ONE

Name

The name of the corporation shall be "BARNES, INC."

ARTICLE TWO

Purposes

The purpose for which said corporation is formed and organized are: Anywhere in the United States and its territories and particularly in the State of Idaho, to engage in and carry on any part or all of the following businesses, to-wit:

(1) To enter into and perform contracts for the general drilling and blasting business, including the use of dynamite, powder and explosive substances, materials and compounds of all kinds.

(2) To enter into and perform contracts for the excavation, construction, grading, paving, maintenance, repair and upkeep of highways, bridges, streets, roads, driveways, sidewalks, courts, alleys and similar areas;

(3) To carry on and conduct a general construction business, including the designing, constructing, enlarging, extending, repairing, completing, removing, or otherwise engaging in any work upon works of every description, buildings, structures, manufacturing plants, highways, roads, streets, bridges, dams, and all kinds of excavation, crushing and stock piling of rock and iron, steel, wood, masonry, mechanical, electrical, and earth construction and installations, to make, execute and take or receive any contracts or assignments of contracts therefor or relating thereto or connected therewith; and to manufacture or otherwise acquire and furnish all buildings and other

materials and supplies connected therewith or required therefor; to manufacture, produce, adapt, and prepare, deal in and deal with any materials, articles or things incidental to or required for, or useful in connection with any of its businesses, and generally to carry on any other business which can be advantageously carried on in conjunction with and incidental to any of the matters aforesaid;

(4) To buy, or otherwise acquire, real estate and to subdivide and plot, and sell the same, and generally to buy, sell and deal in real and personal property of every kind or description in such manner, and upon such terms as the Board of Directors may determine; to act as trustee in every kind of fiduciary property;

(5) To purchase, acquire, through the issuance of its capital stock or otherwise, own, hold, lease, either as Lessor or Lessee, sell, exchange, mortgage, deed in trust, plant, improve, cultivate, develop, construct, maintain, equip, operate and generally deal in any and all lands, improved and unimproved, developed or undeveloped, dwelling houses, apartment houses, hotels, motels, business blocks, office buildings, stores, shops and any other buildings of any kind and the products and avails thereof, and any and all other property of any and every kind or description, real, personal and mixed, wheresoever situated.

(6) To build, rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected on any lands so owned, held, or occupied, or lands to be owned, held or occupied.

(7) To contract and hire labor necessary or convenient to the conducting and operation of said business.

(8) To appoint such officers, employees and agents as the business of the corporation may require, and to allow them compensation.

(9) To use and apply to surplus earnings or cumulative profits to the purchase or acquisition of its own capital stock from time to time, and to such extent and in such manner, and upon such terms, as its board of directors shall determine.

(10) To invest surplus funds from time to time at the discretion of the Board of Directors of the corporation.

(11) To make by-laws not inconsistent with any existing law for the management of its business and property, the regulation and conduct of its affairs, and the certification and transfer of its stock.

(12) To do all lawful acts as are necessary and expedient to accomplish the stated purposes of this corporation.

ARTICLE THREE

Existence

The corporation shall have a perpetual existence.

ARTICLE FOUR

Location

The principal office and place of business of this corporation shall be at 1613 Richardson, Lewiston, Idaho, but the corporation office address may be changed by the Board of Directors and branch offices or places of business may be located or established by the corporation at such other places within or without the State of Idaho, as the Board of Directors may decide upon, and meetings of the Board of Directors may be held at such branch offices or places of business of the corporation and the business of the corporation transacted there.

ARTICLE FIVE

Capital stock

The capital stock of this corporation shall consist of 2500 shares of capital stock, same being common voting stock, at \$10.00 per share par value for a total capitalization of \$25,000.00. Each share of common stock shall have one full vote at the stockholders' meetings of the corporation.

ARTICLE SIX

Incorporators

The names and addresses of the incorporators of this corporation, and the number of shares of stock of the corporation for which each has subscribed are as follows:

| <u>Name:</u> | <u>Address:</u> | <u>Shares:</u> |
|-----------------|------------------------------------|----------------|
| Barry M. Barnes | 1613 Richardson, Lewiston, Idaho | 1 |
| Mary A. Barnes | 1613 Richardson, Lewiston, Idaho | 1 |
| Garry W. Jones | 1304 Idaho Street, Lewiston, Idaho | 1 |

ARTICLE SEVEN

Directors

The number of directors of this corporation shall be not less than three nor more than seven, except that in the event all of the shares of the corporation are owned beneficially and of record by either one (1) or two (2)

stockholders, the number of directors may be less than three (3), but not less than the number of stockholders; and the qualifications, terms of office, manner of election, time and place of meetings, and powers of directors and their duties, shall be such as are prescribed by the by-laws of this corporation.

The Board of Directors of this corporation shall be and they are authorized to determine the value of any property or consideration other than money, which is offered, tendered, or paid for corporation stock.

ARTICLE EIGHT

By-Laws

The Board of Directors of this corporation shall have the power to adopt by-laws, and the same may be modified or amended by the Board of Directors subject, however, to the power of the stockholders to change or repeal such by-laws.

IN WITNESS WHEREOF, the said incorporators have hereunto set their hands and seals and executed the foregoing Articles of Incorporation in triplicate this 28 day of MARCH 1974.

Samuel Barnes
Mary Barnes
Cathy Weston

STATE OF IDAHO)
 : ss
County of Nez Perce)

On this 28th day of MARCH 1974, before me, the undersigned,
a Notary Public in and for the State of Idaho, personally appeared BARRY M.
BARNES, known to me to be the person whose name is subscribed to the
within and foregoing 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 hereinabove first written.

William J. Jones
Notary Public in and for the State of Idaho
residing at Lewiston, therein;

STATE OF IDAHO)
 : ss
County of Nez Perce)

On this 28th day of MARCH 1974, before me, the undersigned,
a Notary Public in and for the State of Idaho, personally appeared MARY A.
BARNES, known to me to be the person whose name is subscribed to the
within and foregoing instrument and acknowledged to me that she executed
the same.

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

William J. Jones
Notary Public in and for the State of Idaho
residing at Lewiston, therein;

STATE OF IDAHO)
 : ss
County of Nez Perce)

On this 28th day of MARCH 1974, before me, the undersigned,
a Notary Public in and for the State of Idaho, personally appeared GARRY W.
JONES, known to me to be the person whose name is subscribed to the within
and foregoing 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 hereinabove first written.

William J. Jones
Notary Public in and for the State of Idaho
residing at Lewiston, therein;