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State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

WARDCON, INCORPORATED

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: March 19, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Roberts*

STATE OF IDAHO
ARTICLES OF INCORPORATION

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The undersigned, being over the age of eighteen(18) years, as Incorporator of a Corporation under the Idaho Business Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I: NAME

The name of the Corporation is: Wardcon, Incorporated.

ARTICLE II: DURATION

The duration of the Corporation is perpetual.

ARTICLE III: PURPOSE

The corporation is organized for the following purposes:

- 1) To engage in general construction;
- 2) To carry on any other lawful business whatsoever in connection with the foregoing which is calculated, directly or indirectly, to promote the interests of the Corporation or to enhance the values of its properties; and
- 3) To engage in any other business, trade or activity which may lawfully be conducted by a corporation organized under the Idaho Business Corporation Act, including any amendments thereto or successor statute that may hereafter be enacted.

ARTICLE IV: AUTHORIZED SHARES

The Corporation is authorized to issue One Hundred Thousand (100,000) shares of common stock. The shares shall have no par value.

ARTICLE V: DATE OF COMMENCEMENT OF BUSINESS

The Corporation will not commence business before March 1, 1993. Further, the Corporation will not commence business until at least Five Hundred Dollars(\$500.00) has been received by it as consideration for the issuance of shares.

ARTICLE VI: RESTRICTION OF SHAREHOLDER RIGHTS

Shareholders of the Corporation shall have neither pre-emptive rights to acquire additional shares offered for sale by the Corporation nor the right to accumulate votes in the election of Directors.

ARTICLE VII: REGISTERED OFFICE AND AGENT

The initial registered agent of the Corporation is: Michael J. Wardell. The street address of the initial registered agent is: 802 W. Kidd Island Bay Road, Coeur d'Alene, Idaho 83814.

ARTICLE VIII: BOARD OF DIRECTORS

The number of Directors of the Corporation will be fixed by the Bylaws and may be changed from time to time by amendment of the Bylaws. The initial Board of Directors shall consist of four (4) Directors. The names and addresses of the persons who will serve as Directors until the first annual meeting of shareholders and until their successors are elected and qualified, unless they resign or are removed or are otherwise unable or unwilling to serve, are:

<u>NAME</u>	<u>ADDRESS</u>
Michael J. Wardell	802 W. Kidd Island Bay Road Coeur d'Alene, Idaho 83814
Gay J. Wardell	802 W. Kidd Island Bay Road Coeur d'Alene, Idaho 83814
Michael S. Wardell	1428 Hickory St. Roseville, California 95678
Jodi S. Wardell	1921 St. Maries St. Coeur d'Alene, Idaho 83814

ARTICLE IX: CONTRACTS WITH WHICH DIRECTORS ARE INTERESTED

Any contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any other corporation, firm, association, partnership, estate, trust or other entity of which one or more of its directors, partners, joint venturers, trustees, or beneficiaries are stockholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at a meeting of the Board of Directors of this Corporation in which such Board acts upon such contract or transaction, and notwithstanding his or their participation in such action, by voting or otherwise, even though his or their presence or vote, or both, might have been necessary to obligate this Corporation upon such contract or transaction; provided, however, that the fact of such interest shall be disclosed to or known by the Directors acting on such contract or transaction.

ARTICLE X: LIMITATION OF DIRECTORS' LIABILITY

A Director shall have no liability to the Corporation or its members for monetary damages for conduct as a Director, except for acts or omissions that involve intentional misconduct by the Director, or a knowing violation of law by the Director, or for any transaction from which the Director will personally receive a benefit in money, property or services to which the Director is not legally entitled. If the Idaho Business Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director shall be eliminated or limited to the full extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of this Article X shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such Director occurring prior to such repeal or modification.

ARTICLE XI: INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1: Right to Indemnification

Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Director or officer of the Corporation or, while a Director or officer, he or she is or was serving at the request of the Corporation as Director, trustee, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other entity, including service with respect to employee benefit plans, whether the basis

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of such proceeding is alleged action in an official capacity as a Director, trustee, officer, employee or agent or in any other capacity while serving as a Director, trustee, officer, employee or agent, shall be indemnified and held harmless by the Corporation, to the full extent permitted by applicable law or rule of law as then in effect, against all expense, liability and loss (including attorney's fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a Director, trustee, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided in Section 2 of this Article XI with respect to proceedings seeking solely to enforce rights to indemnification, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this Section 1 shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such Director or officer, to repay all amounts so advanced if it shall ultimately be determined that such Director or officer is not entitled to be indemnified under this Section 1 or otherwise.

Section 2: Right of Claimant to Bring Suit

If a claim for which indemnification is required under Section 1 of this Article is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be presumed to be entitled to indemnification under this Article XI upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the Corporation), and thereafter the Corporation shall have the burden of proof to overcome the presumption that the claimant is not so entitled. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel or its members, if any) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses to the claimant is proper in the circumstances nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel or its members, if any) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create

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a presumption that the claim is not so entitled.

Section 3: Nonexclusivity of Rights

The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of members, if any, or disinterested Directors or otherwise.

Section 4: Insurance, Contracts and Funding

The Corporation may maintain insurance at its expense, to protect itself and any Director, trustee, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, estate, trust or other entity against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Idaho Business Corporation Act. The Corporation may, without further membership action, enter into contracts with any director or officer of the Corporation in furtherance of the provisions of this Article XI and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article XI.

Section 5: Indemnification of Employees and Agents of the Corporation

The Corporation may, by action of its Board of directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the Corporation with the same scope and effect as the provisions of this Article XI with respect to the indemnification and advancement of expenses to Directors and officers of the Corporation or pursuant to rights granted pursuant to, or provided by, the Idaho Business Corporation Act.

ARTICLE XII: BYLAWS

The Board of Directors shall have the power to adopt, amend or repeal the Bylaws of this Corporation, subject to the powers of the shareholders to amend or repeal such Bylaws.

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ARTICLE XIII: AMENDMENTS OF ARTICLES OF INCORPORATION

The Corporation reserves the right to amend or repeal, by the affirmative vote of the holders of two-thirds (2/3) of the shares entitled to vote thereon, any of the provisions contained in these Articles of Incorporation, and the rights of the shareholders of this Corporation are granted subject to this reservation.

ARTICLE XIV: INCORPORATOR

The name and address of the Incorporator are:

Michael F. Arvin
Post Office Box 1350
Spokane, Washington 99210-1350

DATED this 1st day of March, 1993.



MICHAEL F. ARVIN
INCORPORATOR