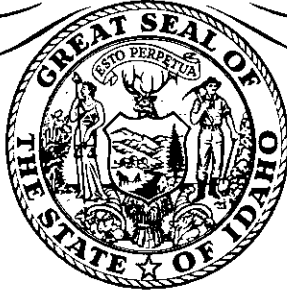


State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

VILCO, INC.

a corporation duly organized and existing under the laws of **Oklahoma** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Seventeenth** day of **September**, 19 **62**, a properly authenticated copy of its articles of incorporation, and on the **Seventeenth** day of **September**, 19 **62**, a designation of **Oren Childers** in the County of **Elmore** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **17th** day of **September**, A.D. 19 **62**.

Secretary of State.

OFFICE OF THE SECRETARY OF STATE



CERTIFICATE OF TRANSCRIPT

I, the undersigned Secretary of State of the State of Oklahoma, do hereby certify that the annexed transcript has been compared with the record on file in my office of which it purports to be a copy, and that the same is a full, true and correct copy of:

ARTICLES OF INCORPORATION

OF

WALDROP CONTRACTING COMPANY

OKLAHOMA CITY, OKLAHOMA

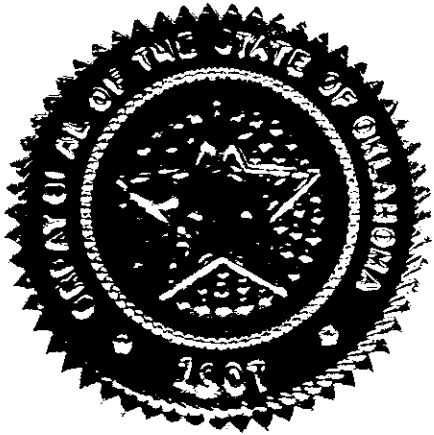
FILED: JULY 6, 1960

AMENDED ARTICLES OF INCORPORATION

Changing the name to

VILCO, INC.

FILED: MAY 31, 1962



In testimony whereof, I have hereunto set my hand and affixed the Great Seal of the State of Oklahoma at the City of Oklahoma City this 7th day of August, 1962.

William H. Christian

Secretary of State

By

Scott T. Pearson

Assistant Secretary of State

ARTICLES OF INCORPORATION
OF
WALDROP CONTRACTING COMPANY

STATE OF OKLAHOMA)
) SS:
OKLAHOMA COUNTY)

TO THE SECRETARY OF STATE OF THE STATE OF OKLAHOMA:

We, the undersigned incorporators:

<u>NAME</u>	<u>ADDRESS</u>	<u>CITY</u>	<u>STATE</u>
James E. Work	1108 Colcord Building	Oklahoma City	Oklahoma
William J. Robinson	1108 Colcord Building	Oklahoma City	Oklahoma
George H. Shirk	1108 Colcord Building	Oklahoma City	Oklahoma

being persons legally competent to enter into contracts for the purpose of forming a corporation under the Business Corporation Act of the State of Oklahoma, do hereby adopt the following Articles of Incorporation.

ARTICLE ONE

The name of this corporation shall be:

WALDROP CONTRACTING COMPANY

ARTICLE TWO

The address of its registered office in the State of Oklahoma is 1108 Colcord Building, Oklahoma City, Oklahoma, and the name of its registered agent is James E. Work, 1108 Colcord Building, Oklahoma City, Oklahoma.

ARTICLE THREE

The duration of the corporation is fifty (50) years.

ARTICLE FOUR

The primary business in which it is intended to initially engage generally is in the construction business and to build, erect, construct, improve, alter, remodel, rebuild, buy, sell, lease, mortgage, subject to deed in trust, and otherwise deal in and deal with structures of every kind, nature and character, including residences, duplexes, apartment houses, apartment hotels, motels, tourist courts, business buildings and any and all other improvements of every kind, nature and character, and in addition thereto, the nature of the business and the objects and purposes to be transacted, promoted and carried on are to do any and all things herein mentioned as fully and to the same extent as natural persons might or could do, and in any part of the world, viz:

- (a) To buy, sell, manufacture, distribute, install, service, store, import, export and in any other manner deal in and deal with, as principal, agent or otherwise at wholesale or retail, building materials, equipment, supplies, brick, stone, lumber, glass, cement, hardware, iron, steel, mechanical and electrical appliances and equipment, mill supplies, roofing supplies and materials, builders' and contractors' supplies, tools, parts, heating units, air-conditioning units, machinery and equipment, materials and supplies of every kind, nature and character; to undertake and carry on building construction in all of its phases; to erect buildings; to own, manage, operate, lease and sell buildings; to conduct and carry

on the business of builders and contractors for the purpose of building, erecting, altering, repairing or doing any other work in connection with any and all classes of building and improvements of any kind and nature whatsoever; including the locating, laying out and constructing of roads, avenues, docks, slips, sewers, bridges, wells, walls, canals, railroad or street railways, power plants and generally in all classes of buildings, erections and works, both public and private, or integral parts thereof, to perform engineering and architectural work, including the preparation of plans and specifications and expert work, as acting and consulting and superintending engineers and architects.

- (b) To carry on the trade or business of manufacturing, producing, adapting, installing, erecting, repairing, buying, selling, and otherwise dealing in any and all kinds of plumbing, heating, ventilating, air-conditioning and refrigerating equipment, and electrical appliances, fixtures and supplies; to manufacture, produce, purchase, adapt, prepare, install, repair, buy, sell or otherwise deal in any and all of the foresaid articles of equipment, and to engage in and conduct the general plumbing, heating, refrigerating and electrical contracting business, and any trades or occupations related thereto.
- (c) To build, erect, construct, improve, repair, alter, remodel, rebuild, buy, sell, lease, mortgage and to otherwise deal in and deal with structures of every kind, nature and character, including dwellings, apartment houses, apartment hotels, hotels, business buildings, office buildings, warehouses, factories, plants, works, roads, streets, boulevards, docks, sewers, sewage disposal plants, bridges, and improvements of every kind, nature and character, and to carry on any of the aforesaid operations as principal, agent, contractor or subcontractor.
- (d) To purchase, take, own, hold, deal in, mortgage or otherwise lien and to lease, sell, plat or subdivide into lots, develop, improve, exchange, convey, transfer or in any manner whatsoever acquire, develop and dispose of real property, within or without the State of Oklahoma.
- (e) To manufacture, purchase or otherwise acquire and to hold, own, mortgage or otherwise lien, pledge, lease, sell, assign, exchange, transfer or in any manner dispose of, and to invest, deal and trade in and with goods, wares, merchandise and personal property of any and every class and description, within or without the State of Oklahoma.
- (f) To acquire the good will, rights and property and to undertake the whole or any part of the assets and liabilities of any person, firm, association or corporation; to pay for the same in cash, the shares of this corporation; bonds or otherwise; to hold or in any manner dispose of the whole or any part of the property so purchased, to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.
- (g) To guarantee, purchase or otherwise acquire, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of capital, bonds, or other evidences of indebtedness created by other corporations, and while the holders of such shares to exercise all the rights and privileges of ownership, including the right to vote thereon, to the same extent as a natural person might or could do.
- (h) To purchase or otherwise acquire, apply for, register, hold, use,

sell, or in any manner dispose of and to grant licenses or other rights in and in any manner deal with patents, inventions, improvements, processes, formulas, trademarks, trade names, rights and licenses secured under letters patent, copyrights, or otherwise.

- (i) To enter into, make and perform contracts of every kind for lawful purpose, with any person, firm, association or corporation, town, city, county, body politic, state, territory, government or colony or dependency thereof.
- (j) To borrow money for any of the purposes of the corporation, and to draw, make, accept, endorse, discount, execute, issue, sell, pledge or otherwise dispose of promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable, transferable or non-transferable instruments and evidences of indebtedness and to secure the payment thereof and the interest thereon by mortgage or pledge, conveyance, or assignment in trust of the whole or any part of the property of the corporation at the time owned or thereafter acquired.
- (k) To purchase, hold, sell, and transfer the shares of its capital.
- (l) To have one or more offices and to conduct any or all of its operations and business and to promote its objects, within or without the State of Oklahoma, without restriction as to place or amount.
- (m) To become a member of a joint venture or joint ventures, and to enter into Agreements of Joint Venture with one or more persons or corporation, for the purpose of carrying on any business whatsoever which this corporation may deem proper or convenient in connection with any of the purposes herein set forth, or otherwise, or which may be calculated, directly, or indirectly, to promote the interest of this corporation or to enhance the value of its property or business, both within and without the State of Oklahoma.
- (n) To carry on any other business in connection therewith.
- (o) To do any or all of the things herein set forth as principal, agent, contractor, trustee or otherwise, alone or in company with others.
- (p) The objects and purposes specified herein shall be regarded as independent objects and purposes and, except where otherwise expressed, shall be in no way limited nor restricted by reference to or inference from the terms of any clause or paragraph of these Articles of Incorporation.

ARTICLE FIVE

The capital stock shall be Ten Thousand Dollars (\$10,000.00) to consist of 1,000 shares of common stock of the par value of \$10.00 each.

ARTICLE SIX

The amount of stated capital with which it will begin business is Six Hundred Dollars (\$600.00) which has been fully paid in.

ARTICLE SEVEN

The number and class of shares to be allotted by the corporation before it shall begin business and the consideration to be received by the corporation therefor are:

Sixty (60) shares of common stock with a consideration of \$600.00 paid in.

ARTICLE EIGHT

The Board of Directors shall have the power to alter, change or modify, notwithstanding anything to the contrary above:

- (a) The number and designation of series of shares in any class and number of shares in any series provided that no allotted shares shall, except in the exercise of conversion rights be shifted from one series or class to another series or class or otherwise for their attributes allotted.
- (b) The dividend rate of any unallotted shares of any series or class.
- (c) The terms and conditions of conversion of any unallotted convertible shares of any series or class.
- (d) The liquidation price of any unallotted shares of any series or class.
- (e) Acceptance or rejection of subscriptions for shares of such corporation may be made by the directors under the authority of these articles.

ARTICLE NINE

The number of directors to be elected at the first meeting of shareholders is three (3). Directors need not be shareholders.

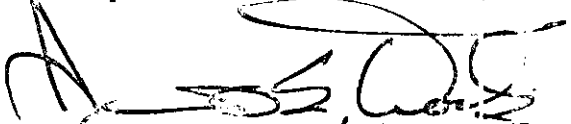
ARTICLE TEN

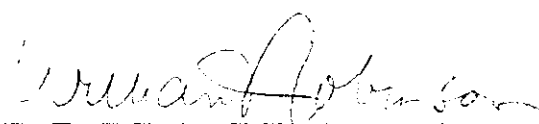
The Board of Directors shall have the power to adopt, alter, or repeal the By-Laws by a majority vote of the total number of directors; subject to the power of the shareholders to alter or repeal such By-Laws. Provided, however, the Board shall not adopt or alter any By-Laws fixing their number, qualifications or terms of office.


ARTICLE ELEVEN

The official seal of this corporation shall contain the corporate name of WALDROP CONTRACTING COMPANY and the words "Corporate Seal."

IN WITNESS WHEREOF, we have made and subscribed this certificate of the Articles of Incorporation on this 5th day of July, 1960.

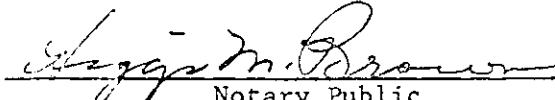

James E. Work


William J. Robinson


George H. Shirk

STATE OF OKLAHOMA)
OKLAHOMA COUNTY) SS:

Before me, the undersigned, a Notary Public in and for said County and State on this 5th day of July, 1960, personally appeared James E. Work, William J. Robinson and George H. Shirk, to me known to be the identical persons who executed the within and foregoing instrument and acknowledged to me that they executed the same as their free and voluntary act and deed for the uses and purposes therein set forth.
Given under my hand and seal the day and year last above written.

My Commission Expires: 12 April 1961 
Notary Public

AMENDMENT TO
ARTICLES OF INCORPORATION
OF
WALDROP CONTRACTING COMPANY

STATE OF OKLAHOMA)
) SS:
OKLAHOMA COUNTY)

TO THE SECRETARY OF STATE OF THE STATE OF OKLAHOMA:

The undersigned corporation, pursuant to a unanimous vote of all of its shareholders held on 23 May 1962 herewith changes the name of Waldrop Contracting Company and amends its Articles insofar, and only insofar, as said name change, to-wit:

VILCO, INC.

Thus making a new Article One of the said original Articles of Incorporation filed 6 July 1960. Said original Articles of Incorporation to otherwise remain the same and are herewith republished and validated. Said amendment to the Articles herewith submitted is pursuant to 18 OS (1951) Section 1.211 (c) and said amendment was approved by a unanimous vote of the shareholders in accordance with 18 OS (1951) 1.153.

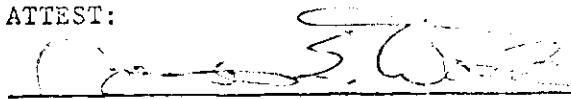
Witness the hand and seal of said corporation this 29th day of May, 1962.

WALDROP CONTRACTING COMPANY

By: 

Oren Childers,
President

ATTEST:


James E. Work, Secretary

STATE OF OKLAHOMA)
) SS:
OKLAHOMA COUNTY)

Before me, the undersigned, a Notary Public in and for said County and State on this 29th day of May, 1962, personally appeared Oren Childers, to me known to be the identical person who subscribed the name of the maker thereof to the foregoing instrument as its President and acknowledged to me that he executed the same as his free and voluntary act and deed and as the free and voluntary act and deed of such corporation, for the uses and purposes therein set forth.

Given under my hand and seal of office the day and year last above written.

My Com. Exp. July 8, 1961  Notary Public