

CERTIFICATE OF INCORPORATION  
OF

BEE JAY DEVELOPMENT CORPORATION

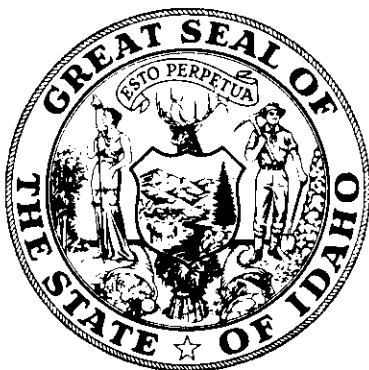
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

BEE JAY DEVELOPMENT 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 2, 1984*



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Denise Hiner*

ARTICLES OF INCORPORATION

BEE JAY DEVELOPMENT CORPORATION

KNOW ALL MEN BY THESE PRESENTS: That we, the under-  
signed persons, being citizens of the United States of America,  
and of full legal age, being residents of the State of Idaho,  
have this day voluntarily associated ourselves together for  
the purpose of forming a domestic, profit making corporation  
under and pursuant to the laws of the State of Idaho, and we  
do hereby certify as follows:

ARTICLE I.

NAME

The name of this Corporation shall be "BEE JAY<sup>Development</sup> CORPORATION".

DURATION

The Corporation shall have perpetual existence, unless  
sooner dissolved by action of the stockholders or by operation  
of law.

ARTICLE II.

PURPOSES

The purposes for which this Corporation is formed shall  
be as follows:

(a) To perform or act in any or all of the things here-  
in mentioned, as fully and to the same extent as natural per-  
sons might or could do, and in any part of the world.

(b) 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 power plants, industrial plants,  
and other systems and works of every description, buildings,  
structures, manufacturing plants, and all kinds of excavation,  
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 re-  
quired 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 business, 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.

(c) To purchase or in any wise acquire for investment or for sale or otherwise, lands, contracts for the purchase or sale of lands, buildings, improvements, and any other real property of any kind or tenure or any interest therein, and railroad depots, tracks, ways, and other terminal properties or facilities, and any property works or undertakings connected with the use or development of any property of the company within the State of Idaho and within any other state or territory of the United States; and as the consideration for same to pay cash or to issue the capital stock, debenture bonds, mortgage bonds, or other obligations of the company; and to sell, convey, lease, mortgage, turn to account, or otherwise deal with all or any part of the property of the company.

To manage, improve, develop, and turn to account any land or contracts for purchase or sale of lands acquired by the company, or in which the company is interested, and, in particular, laying out town sites, establishing towns, and improving the same by laying out and preparing the same for building purposes, constructing, altering, and improving building thereon, and by planting, paving, draining, irrigating, cultivating, letting on building lease or building agreement, and by advancing money to, making subscriptions for, and entering into contracts and arrangements of all kinds with buildings, tenants, and others.

To apply for, procure, and take out patents of the United States of America upon any lands in which the corporation may have any interest.

To construct, maintain, and operate railroads, tunnels, bridges, viaducts and like works of internal improvement or public use or utility within the State of Idaho, and in the other states or territories of the United States of America; to acquire, construct, maintain and operate, control and manage

any waterworks, irrigation works, gas works, reservoirs, streets, roads, electric power, heat and light supply works, hotels, parks, and other works and conveniences which the company may think, directly or indirectly, conducive to these objects and to contribute to or otherwise assist or take part in the construction, maintenance, development, working, control, and management thereof; to obtain, accumulate, store, conduct, sell, furnish, and supply water for irrigation, agricultural, mining, manufacturing, power, municipal, and domestic purposes, and take, hold, operate, lease, and convey lands, canals, ditches, reservoirs, dams, water rights and water power, properties and appurtenances, and to construct canals, ditches, reservoirs, dams suitable for and incident to any and all such purposes.

To encourage, assist, and stimulate immigration to and settlement upon any lands owned by this company, or in which it may have any interest, by subscription, donation, loan, or in such other manner and by such means as to the board of directors may seem desirable, and to facilitate and assist in the cultivation and improvement of the same.

(d) To purchase, own, sell, convey, mortgage, pledge, exchange, acquire by operation of law or otherwise, real and personal property of every kind and nature, including debts, dues, demands, evidences of debts, bonds and stocks of corporations, public or private; to specifically buy, sell or deal in the stock of this corporation.

#### ARTICLE III.

##### REGISTERED OFFICE AND AGENT

The registered office of this Corporation and the principal place for the transaction of its business is designated as: L.B. Moore, 4590 Albion, Boise, Idaho 83705

and the registered agent shall be: L.B. Moore, 4590 Albion, Boise, Idaho 83705

#### ARTICLE IV.

##### CAPITAL STOCK

The capital stock of this Corporation shall be of one

class, non-assessable, issuable as follows:

1. The authorized capital stock of this corporation shall be ONE HUNDRED THOUSAND (100,000.00) SHARES with a par value of One Dollar (\$1.00) per share, lawful money of the United States of America, amounting to \$100,000.00 in lawful money of the United States. The transfer of stock shall be restricted as provided in the By-laws. All stock issued shall comply with and be subject to the operation of Section 1240, Internal Revenue Code, United States of America.

2. Each share of capital stock shall be entitled to one vote at any shareholders meeting, which may be voted either in person or proxy.

3. No share of capital stock of this Corporation may be sold or transferred on the Corporate books without the consent of the Board of Directors, but in the event that a shareholder requests sale or transfer of his stock and is refused, the Corporation must purchase such share or shares at the market value of said share or shares at the time of requests within a reasonable time.

4. The Corporation may deal in its own shares, but in no event shall any shares held by the Corporation be voted, nor shall any shares which may have been pledged or hypothecated by the Corporation unless the same are transferred to the Holder.

#### ARTICLE V.

##### INCORPORATORS

The name and Post office address of each of the Incorporators of this Corporation, who are all natural born citizens of the United States and more than twenty-one years of age, and the number of shares of Corporate stock subscribed by each are as follows:

	<u>SHARES SUBSCRIBED</u>
J.L. WATSON 7305 Sorenson Dr. Boise, Idaho 83709	49,999 shares
L.B. MOORE 3677 Manchester Boise, Idaho 83704	49,999 shares

R.M. ROBSON  
999 Main Street-Drawer L  
Boise, Idaho 83702

2 shares

## ARTICLE VI.

### BOARD OF DIRECTORS

The Board of Directors of this Corporation shall be composed of not less than three nor more than seven Corporate Stockholders who shall be elected by the Stockholders at their organizational meeting for staggered terms as the By-laws may provide; and thereafter shall be elected each year as terms expire at the Annual Stock holders meeting.

Directors shall serve, during good behavior until their successors have been elected and instituted at the Annual Board Organizational Meeting or Special Board Meeting called to instituted a newly elected or appointed Director. Vacancies shall be filled temporarily by the Board of Directors from Stockholders of record until the next Annual Stockholders Meeting at which time an election for the unexpired terms shall be held.

The Directors shall meet immediately following the Stockholders Organizational Meeting and after each Annual Stockholders meeting for the purpose of organizing themselves by electing a Chairman and such other officers as the Corporation may desire or deem necessary.

The Board shall be responsible for Corporate policy and shall be responsible for supervision of Corporate business including the hiring and firing of personnel, setting salaries or wages, entering agreements and direction of enterprises in which the Corporation may be engaged. All Corporate officers shall be directly responsible to the Board, and shall carry out policies set by the Board. Failure to do so shall be misconduct on the part of any elected or appointed officer and subject such officer to removal upon confrontation, hearing and finding of misconduct by a vote of two-thirds of the elected Board of Directors.

The Board of Directors may be paid a gratuity for their services on the Board, to be determined at the Annual Stock-

holders meeting by vote of the Stockholders. Board Members may become employees of the Corporation and recompensed for services as are other employees.

The initial Board of Directors will be:

J.L. WATSON  
7305 Sorenson Dr.  
Boise, Idaho 83709

L.B. MOORE  
3677 Manchester  
Boise, Idaho 83704

R.M. ROBSON  
999 Main Street-Drawer L  
Boise, Idaho 83702

#### ARTICLE VII.

##### CORPORATE OFFICERS

There shall be elected at the Annual Meeting of Stockholders which shall be held as near the anniversary date of these Articles as practicable after due notice to Stockholders of record, the following Corporate officers who shall serve for staggered terms. according to the Corporate By-laws and shall not be governed by the one year terms provision and may serve in the position of Corporate officer as well as a Director until their successors are elected and qualified.

President

Vice President

Directors

There may be also elected more than one Vice President and such other officers as Stockholders, present by proxy, or in person, shall constitute a quorum at any Annual or Special meeting of the Stockholders.

#### ARTICLE VIII.

##### DISSOLUTION DISPOSITION OF ASSETS

This Corporation may be dissolved by lawful procedures provided by the laws of the State of Idaho upon a two-thirds vote of all outstanding Stockholders at any Stockholders meeting. In the event that the Corporation becomes defunct or inactive for a period of five years or more, any person having an interest in the Corporation may petition for dissolution according to law without consent of the Stockholders.

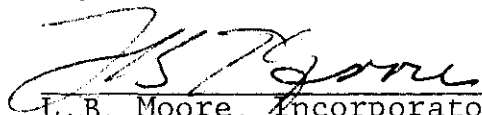
Upon dissolution of the assets of the Corporation, if there be any, shall be disposed of lawfully and the proceeds distributed to the outstanding Stockholders pro-rata. If a Stockholder cannot be located after reasonable search any sums to which he shall be entitled, shall be delivered to any worthwhile public charity designated by the petitioner or petitioners and approved by the Court.

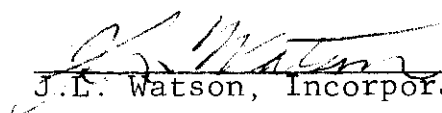
#### ARTICLE IX

##### AMENDMENT

These Articles may be amended, altered or added to, by a vote of more than fifty per cent of the outstanding shares at any Annual Special Stockholders meeting upon such notice as may be required by laws of the By-laws of the Corporation.

IN WITNESS WHEREOF, the Incorporators have set their hands this 1<sup>st</sup> day of March, 1984.

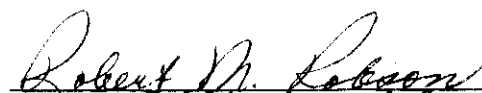
  
L.B. Moore, Incorporator

  
J.L. Watson, Incorporator

STATE OF IDAHO    )  
                          ) ss:  
County of Ada    )

On this 1<sup>st</sup> day of March, 1984, before me, the undersigned Notary Public in and for said State, personally appeared L.B. MOORE, known to me to be Incorporator of BEE JAY DEVELOPMENT CORPORATION, whose signature is affixed to the foregoing Articles of Incorporation, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have set my hand and seal the day and year in this certificate first above appearing.

  
Notary Public in and for the  
State of Idaho; residing at  
Boise, Idaho  
therein.

Comm. Expires perpetual.



STATE OF IDAHO )  
                  ) ss:  
County of Ada )

On this 15~~th~~ day of March, 1984, before me, the undersigned Notary Public in and for said State, personally appeared J.L. WATSON, known to me to be Incorporator of BEE JAY DEVELOPMENT CORPORATION, whose signature is affixed to the foregoing Articles of Incorporation, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have set my hand and seal the day and year in this certificate first above appearing.

Robert M. Lohman  
Notary Public in and for the  
State of Idaho; residing at  
Boise, Idaho  
therein.

Comm. Expires. perpetual

IN WITNESS WHEREOF, the Incorporator has set his hand  
this 1<sup>st</sup> day of March, 1984.

R. M. Robson  
R.M. Robson, Incorporator

STATE OF IDAHO    )  
                          ) ss:  
County of Ada     )

On this 1<sup>st</sup> day of March, 1984, before me, the undersigned  
Notary Public in and for said State, personally appeared R. M.  
ROBSON, known to me to be Incorporator of BEE JAY DEVELOPMENT,  
whose signature is affixed to the foregoing Articles of In-  
corporation, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have set my hand and seal the day  
and year in this certificate first above appearing.

[Signature]  
Notary Public in and for the  
State of Idaho; residing at

[Signature], [Signature]  
therein.

Comm. Expires 7/1/87