



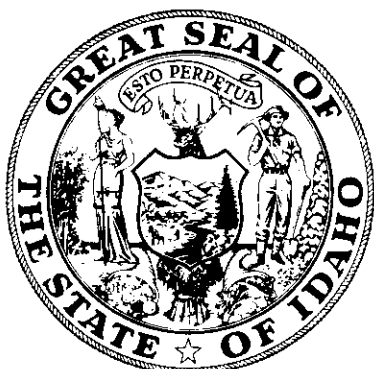
CERTIFICATE OF AUTHORITY
OF

THE INDUSTRIAL COMPANY OF STEAMBOAT SPRINGS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of THE INDUSTRIAL COMPANY OF STEAMBOAT SPRINGS, INC. for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to THE INDUSTRIAL COMPANY OF STEAMBOAT SPRINGS, INC. to transact business in this State under the name THE INDUSTRIAL COMPANY OF STEAMBOAT SPRINGS, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated February 4, 19 56.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

File in duplicate

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is The Industrial Company of Steamboat Springs, Inc.
2. *The name which it shall use in Idaho is The Industrial Company of Steamboat Springs, Inc.
3. It is incorporated under the laws of Colorado.
4. The date of its incorporation is November 9, 1971 and the period of its duration is perpetual.
5. The address of its principal office in the state or country under the laws of which it is incorporated is 40185 Routt County Road #129, Steamboat Springs, CO 80477.
6. The address of its proposed registered office in Idaho is 300 N. 6th Street, Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T Corporation System.
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
General Building Contractor and all other enterprises lawful under the laws of the State of Idaho.
8. The names and respective addresses of its directors and officers are:

| Name | Office | Address | Colorado |
|------------------|------------------------|--------------------------------------|----------|
| Stanley E. Jones | Director | 708 Brassie Dr., Grand Junction, | |
| R. W. McKenzie | President and Director | Drawer 9056, Steamboat Springs, | |
| E. J. Vanderwall | V. Pres. & | Drawer 9056, Steamboat Springs, CO | |
| W.P. Davis | V. Pres. & Director | Box 2075, Steamboat Springs, CO | |
| Peggy F. Barry | Secretary-Treasurer | Box 1572, Steamboat Springs, CO | |
| H.J. Newman | Director | 1175 Road 17, Fruita, Colorado 81511 | |
| Cecil Reese | Director | Drawer 9056, Steamboat Springs, CO | |

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

| Number of Shares | Class | Par Value Per Share or Statement That Shares Are Without Par Value |
|-------------------|-------------------|--|
| <u>50,000</u> | <u>Common</u> | <u>No Par Value</u> |
| <u> </u> | <u> </u> | <u> </u> |
| <u> </u> | <u> </u> | <u> </u> |

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

| Number of Shares | Class | Par Value Per Share or Statement That Shares Are Without Par Value |
|------------------|---------------|--|
| <u>22,207</u> | <u>Common</u> | <u>No Par Value</u> |
| _____ | _____ | _____ |
| _____ | _____ | _____ |

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated January 31, 19 80.

The Industrial Company of Steamboat Springs, Inc.

By R. W. McKenzie

Its _____ President

and Depp F. Barry

Its _____ Secretary

STATE OF Colorado)
)ss:
COUNTY OF Routt)

I, Scott A. McGill, a notary public, do hereby certify that on this 31st day of January, 19 80, personally appeared before me R. W. McKenzie, who being by me first duly sworn, declared that he is the President of The Industrial Company of Steamboat Springs, Inc.

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

Scott A. McGill
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

RECEIVED

SECRETARY

DC-1



DEPARTMENT OF
STATE

CERTIFICATE OF
INCORPORATION

J. Byron A. Anderson,

Secretary of State of the State of Colorado, hereby certify that duplicate originals of Articles of Incorporation, duly signed and verified pursuant to the provisions of the Colorado Corporation Act, have been received in this office and are found to conform to law.

Accordingly the undersigned, by virtue of the authority vested in me by law, hereby issues this Certificate of Incorporation of

*-----THE INDUSTRIAL COMPANY OF GRAND JUNCTION, INC.-----
(A COLORADO CORPORATION)*

and attaches hereto a duplicate original of the Articles of Incorporation.

Dated this -----Tenth----- day of -----November-----, A. D. 19 71



Byron A. Anderson
SECRETARY OF STATE
Jessiah J. Connelley
DEPUTY

RECORDED - 1204 AUG 25 1971

ARTICLES OF INCORPORATION

OF

THE INDUSTRIAL COMPANY OF GRAND JUNCTION, INC.

KNOW ALL MEN BY THESE PRESENTS, that we TED E. ATKINSON, TOM E. ELDER and STACY R. CARPENTER, all being natural persons and each more than twenty-one years of age, hereby establish a corporation pursuant to the statutes of the State of Colorado and adopt the following Articles of Incorporation.

FIRST: The name of the corporation is THE INDUSTRIAL COMPANY OF GRAND JUNCTION, INC.

SECOND: The corporation shall have perpetual existence.

THIRD: The nature, objects and purposes of the business to be transacted shall be as follows:

- (a) To promote, develop, manufacture, own, improve, lease, operate, maintain and install equipment or other installations for Pollution and Environmental Control facilities, of any nature whatsoever, and to maintain and operate any and all equipment or services and facilities incidental thereto.
- (b) To carry on the business of mining, milling, smelting, and refining company, and as auxiliary thereto, to purchase or erect such buildings and works and to construct or contribute to the construction of such other mining facilities as may be necessary to search for and mine all ores and minerals of any description whatsoever, and to ransack such other business as may be necessary to carry out the purposes herein set forth, and such other business as is incidental thereto.
- (c) To buy, sell, trade, manufacture, deal in and deal with goods, wares and merchandise of every kind and description, and in connection therewith to carry on the wholesale and retail sale of all such merchandise, supplies, materials, personal property and other articles as shall be necessary or incidental thereto.
- (d) To manufacture, purchase, or otherwise acquire, hold, own, sell, assign, transfer, lease, exchange, invest in, mortgage, pledge, or otherwise encumber or dispose of and generally deal and trade in and with, both within and without the State of Colorado, and in any part of the world, goods, wares, merchandise and products as related to the purposes set forth in (a) above and property of every kind, nature and description.

- (e) To acquire by lease, purchase, gift, devise, contract concession, or otherwise, and to hold, own, develop, exploit, improve, operate, lease, enjoy, control, manage, or otherwise turn to account, mortgage, grant, sell, exchange, convey or otherwise dispose of, wheresoever situate, within or without the State of Colorado, any and all real estate, lands, options, concessions, grants, land patents, franchises, rights, privileges, easements, tenements, estates, hereditaments, interest, and properties of every kind, nature and description whatsoever.

The foregoing clauses shall be construed as independent objects and purposes and shall not be held to limit or restrict in any manner the powers of the corporation; and it is the intention that the objects and purposes specified in each of the paragraphs of these Articles of Incorporation shall, except as otherwise specifically provided, in no wise be limited or restricted by reference to or inference from the terms of any other article of these articles of incorporation, but that each of the objects and purposes specified in this article and each of the articles or paragraphs of these articles of incorporation shall be regarded as independent objects and purposes.

In furtherance of the foregoing objects and purposes the corporation shall have and may exercise all of the rights and powers and privileges now or hereafter conferred upon corporations organized under the laws of Colorado. In addition, it may do everything necessary, suitable or proper for the accomplishment of any of its corporate purposes.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 50,000 shares of common capital stock having no par value; said stock may be issued and sold from time to time by the corporation for such consideration and upon such terms as may be fixed by the Board of Directors. All of the stock of the corporation, when issued, shall be fully paid and non-assessable.

- (a) Each shareholder of record shall have one vote for each share of stock standing in his name on the books of the corporation and entitled to vote, except that in the election of directors he shall have the right to vote such number of shares for as many persons as there are directors to be elected. Cumulative voting shall not be allowed in the election of directors or for any other purpose.

(b) At all meetings of shareholders, one-half of the shares entitled to vote at such meeting, represented in person or by proxy, shall constitute a quorum.

(c) No shareholder of the corporation shall have any pre-emptive or other right to subscribe for any additional shares of stock, or for other securities of any class, or for rights, warrants or options to purchase stock, or for script, or for securities of any kind convertible into stock or carrying stock purchase warrants or privileges.

FIFTH: The Board of Directors shall consist of from three to ten directors and the initial board, their names and addresses are as follows:

| | |
|-----------------|---|
| Ted E. Atkinson | 753 Rood Avenue Grand Junction, Colorado 81501 |
|-----------------|---|

| | |
|--------------|--|
| Tom E. Elder | 562 White Avenue Grand Junction, Colorado 81501 |
|--------------|--|

| | |
|--------------------|--|
| Stacy R. Carpenter | 562 White Avenue Grand Junction, Colorado 81501 |
|--------------------|--|

SIXTH: The address of the initial registered office of the corporation is 753 Rood Avenue, Grand Junction, Colorado 81501, and the name of its initial registered agent at such address is Ted E. Atkinson.

SEVENTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of the corporation, and the same are in furtherance of and not in limitation or exclusion of the powers conferred by law.

(a) Contracts with Directors, etc. No contract or other transaction of the corporation with any other person, firm or corporation, or in which this corporation is interested, shall be affected or invalidated by: (1) the fact that any one or more of the directors or officers of this corporation is interested in or is a director of or officer of another corporation; or (2) the fact that any director or officer, individually or jointly with other, may be a part to or may be interested in any such contract or transaction.

Each person who may become a director or officer of the corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with the corporation for the benefit of himself or any firm or corporation in which he may be in any way interested.

(b) Negation of Equitable Interest in Shares or Rights. The corporation shall be entitled to treat the registered holder of any shares of the corporation as the owner thereof for all purposes, including all rights deriving from such shares, and shall not be bound to recognize any equitable claim to, or interest in, such shares or rights.




deriving from such shares, on the part of any other person, including but without limiting the generality hereof, a purchaser, assignee or transferee of such shares or rights deriving from such shares, unless and until such purchasers, assignee, transferee or other person becomes the registered holder of such shares, whether or not the corporation shall have either actual or constructive notice of the interest of such purchaser, assignee, transferee or other person.

The purchaser, assignee, or transferee of any of the shares of the corporation shall not be entitled to receive notice of the meetings of the shareholders; to vote at such meetings; to examine a list of the shareholders; to be paid dividends or other sums payable to shareholders; or to own, enjoy and exercise any other property or rights deriving from such shares against the corporation, until such purchaser, assignee, or transferee has become the registered holder of such shares.

EIGHTH: The name and address of each incorporation is:

| | |
|--------------------|--|
| Ted E. Atkinson | 753 Road Avenue Grand Junction, Colorado 81501 |
| Tom E. Elder | 562 White Avenue Grand Junction, Colorado 81501 |
| Stacy R. Carpenter | 562 White Avenue Grand Junction, Colorado 81501 |

Dated this 9th day of November, 1971.


Ted E. Atkinson

Tom E. Elder

Stacy R. Carpenter

V E R I F I C A T I O N

STATE OF COLORADO)
) ss.
COUNTY OF M E S A)

I, Joyce Springer, a Notary Public, hereby certify that on the 7th day of November, 1971, personally appeared before me Ted E. Atkinson, Tom E. Elder and Stacy R. Carpenter, who being by me first duly sworn, severally declared that they were the persons who signed the foregoing document as incorporators and that the statements therein contained are true.

My commission expires:
12/30/1973


Notary Public

STATE OF COLORADO)
COUNTY OF MESA) ss.

I, Joyce Springer, a Notary Public, in and for the County of Mesa, State of Colorado do hereby certify that Ted E. Atkinson, Tom E. Elder and Stacy R. Carpenter known to me personally to be the same persons whose names are subscribed to, and who executed the foregoing Articles of Incorporation, appeared before me this day in person and each for himself and not one for the other, acknowledged that he signed, sealed and delivered said instrument of writing as his free and voluntary act and deed for the uses and purposes therein set forth.

Given under my hand and notarial seal this 7th day

9 November, 1971.

My commission expires:
12/30/1973

Jose L. Linares
Notary Public

STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH,
OF

FILED in the office of the Secretary of
State of the State of Colorado

BYRON A. JENNER
Secretary of State

The Industrial Company of Grand Junction, Inc. - 262411

To the Secretary of State
of the State of Colorado

Pursuant to the provisions of the Colorado Corporation Act, the undersigned corporation, organized under the laws of the State of Colorado, submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of Colorado:

FIRST: The name of the corporation is The Industrial Company of Grand Junction, Inc.

SECOND: The address of its previous registered office was 753 Rood Avenue, Grand Junction, Colorado 81501

THIRD: The address to which its registered office is to be changed is 39365 - 20 Mile Road Steamboat Springs, Colorado 80477

FOURTH: The name of its previous registered agent was Ted E. Atkinson

FIFTH: The name of its successor registered agent is R. W. McKenzie

SIXTH: The address of its registered office and the address of the business office of its registered agent, as changed, will be identical

SEVENTH: The address of its place of business in Colorado is 39365-20 Mile Road, Steamboat Springs, Colorado 80477 (P.O. Box 14)

Dated March 5, 1974

The Industrial Company of
Grand Junction, Inc. (Note 1)

By R. W. McKenzie (Note 2)
President

STATE OF Colorado
County of Mesa

Before me, Loren L. Cross, a Notary Public in and for the said County and State, personally appeared R. W. McKenzie, acknowledged before me that he is the President of The Industrial Company of Grand Junction, Inc. a Colorado corporation, that he signed the foregoing, and that the statements contained therein are true.

In witness whereof I have hereunto set my hand and seal this 5th day of March

My commission expires September 14, 1974

Loren L. Cross
Notary Public

- Notes: 1. Exact corporate name of corporation making the statement.
2. Signature and title of officer signing for the corporation, must be a President or a Vice-President

of

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Change of Name

FILED In the office of the Secretary of
State of the State of Colorado

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ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
THE INDUSTRIAL COMPANY OF GRAND JUNCTION, INC.

Pursuant to the provisions of the Colorado Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is THE INDUSTRIAL COMPANY OF GRAND JUNCTION, INC.

SECOND: The following amendment of the Articles of Incorporation was adopted by the stockholders of the corporation on March 11, 1974, in the manner prescribed by the Colorado Corporation Act:

The original Articles of Incorporation of
The Industrial Company of Grand Junction,
Inc. were amended to read as follows:

FIRST: The name of the corporation is THE INDUSTRIAL COMPANY OF STEAMBOAT SPRINGS, INC.

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 4,000, and the number of shares entitled to vote thereon was 4,000.

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

| <u>Class</u> | <u>Number of Shares</u> |
|----------------|-------------------------|
| Common Capital | 4,000 |

FIFTH: The number of shares voted for such amendment was 4,000 and the number of shares voted against such amendment was none.

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment respectively, was:

| <u>Class</u> | <u>Number of Shares Voted</u> |
|-----------------|-------------------------------|
| Common Capital. | 4,000 |

DATED: March 11, 1974.

THE INDUSTRIAL COMPANY OF
GRAND JUNCTION, INC.

By: R.W. McKenzie
President

STATE OF COLORADO)
COUNTY OF MESA) ss.

Before me, Teresa M. Stagner a Notary Public in and for the County and State aforesaid, personally appeared R. W. McKenzie and Linda Benis, who before me acknowledged that they are the President and Secretary of The Industrial Company of Grand Junction, Inc., a Colorado corporation, and that they signed the foregoing Articles of Amendment as their free and voluntary act and deed for the uses and purposes therein set forth, and that the facts contained therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and this 19th day of March, 1974.

My Commission Expires: April 14, 1977

Teresa M. Stagner
Notary Public

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