

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

MAKOTO CONSTRUCTION, INC.

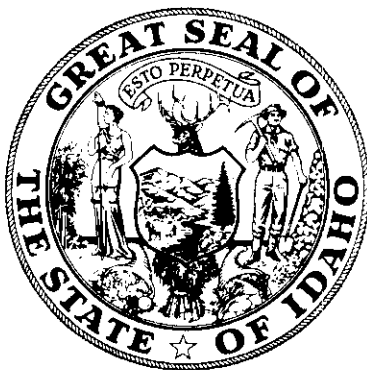
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

MAKOTO CONSTRUCTION, INC.

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: *July 6, 1982*



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

JUL 6 10 03 AM '82
SECRETARY OF STATE

ARTICLES OF INCORPORATION

of

MAKOTO CONSTRUCTION, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned citizens and residents of the United States of America and State of Idaho, and each over the age of twenty-one years, for the purpose of organizing a corporation pursuant to the laws of the State of Idaho, do hereby make, sign, acknowledge, certify and file this certificate and Articles of Incorporation for the purpose as follows:

ARTICLE I.

NAME OF CORPORATION

The name of this corporation shall be and is:

MAKOTO CONSTRUCTION, INC.

ARTICLE II.

PURPOSES

The purposes and powers of the corporation shall be:

Section 1. To engage in the business of erecting, constructing or altering of buildings and structures of all kinds and to engage in construction in all of its forms and variations including, but not limited to, dwelling units, commercial buildings, government buildings, public works and structures, roads, bridges, and utilities and all allied arts, services and sciences incidental or in any way pertaining thereto.

Section 2. To solicit, bid for, estimate, enter into and perform contracts for the construction and installation of buildings, structures, roadways, excavations and installations of water, sewer, utility, drainage or irrigation systems and in general, any or all contracting work for the erection, construction and installation of all buildings, structures and improvements of any and all kinds and for the salvage and demolition thereof.

Section 3. To engage in the business of doing the concrete work on any structure or improvement and to acquire, mix, prepare, form, place and furnish the concrete, cement forms, concrete blocks and all other forms and types of concrete or

cement in the construction, erection or placing of all types and kinds of buildings, structures and improvements to land, water, irrigation, sewer and drainage systems.

Section 4. To engage in the business of dealing and building supplies and materials to manufacture, fabricate, construct, install, handle, transport, sell and deal in building materials of all kinds and nature, including lumber and lumber products, insulation, plaster, tile, masonry and masonry products, structural steel, glass, stone, electrical fixtures and products, hardware of all types and nature, and machinery, equipment and appliances therefor.

Section 5. In general, to conduct in all their several departments and branches, and to carry on a general construction business and the business of contracting for the construction of buildings, structures, improvements, landscaping and land improvement, and for the designing, constructing, enlarging, extending, repairing, completing, removing or otherwise engaging in any work thereon, and for any necessary demolition and salvage thereof, and to do everything necessary and conducive to the full accomplishment of the foregoing objects.

Section 6. To buy and sell, discount and rediscount, notes, drafts, bills of exchange, stocks, bonds, securities and choses in action of all kinds, both as principal and as agent; also to buy and sell liens on real and personal property.

Section 7. To draw, make, accept, endorse, execute, issue, discount and have discounted, and to deal in every lawful manner in promissory notes, bills of exchange, trade acceptances, conditional sales, warehouse receipts, warrants, and other negotiable or transferable instruments; and to borrow money and to incur indebtedness as may be determined expedient.

Section 8. To purchase, lease as lessee, or otherwise acquire, and to hold for investment, improve, maintain and operate the business property and other real estate, automotive vehicles, fixtures, supplies, machinery and utensils, and all other personal property of fixtures, stock in this and other corporations, and any other personal property, and to sell, assign, convey, lease as lessor, manage, pledge, mortgage or otherwise encumber or dispose of lands, buildings, structures,

vehicles, equipment, fixtures, supplies and any other real or personal property, tangible or intangible, which shall be deemed necessary, convenient or appropriate; and to do everything necessary, convenient or conducive to the full accomplishments of the foregoing objects in this Article II.

Section 9. To engage in any or all of the purposes or powers enumerated in this Article II as a partner or joint venture in such transactions.

Section 10. The purposes specified herein and enumerated in this Article II shall be construed as both powers and purposes of this corporation, and the enumeration of specific powers and purposes shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another, although it be of like nature not expressed.

ARTICLE III.

CORPORATE EXISTENCE

The term of existence of this corporation shall be perpetual.

ARTICLE IV.

PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT

Section 1. The location of the corporation's registered office in this state is 3910 North Yellowstone Highway, Idaho Falls, Idaho 83401. The corporation may also maintain offices at such other place or places in the State of Idaho and the United States as the Board of Directors may from time to time decide. The Post Office address of the registered offices shall be P. O. Box 1587, Idaho Falls, Idaho 83401.

Section 2. The operation and business of this corporation shall be carried out in the County of Bonneville, State of Idaho, and in such other counties in the State of Idaho and in other states of the United States as the Board of Directors may from time to time decide.

Section 3. The initial registered agent for the business shall be Tracy Makoto Nii, whose address is 3910 North Yellowstone Highway, Idaho Falls, Idaho 83401.

ARTICLE V.

CAPITAL STOCK

The amount of the capital stock of the corporation shall be Fifty Thousand Dollars (\$50,000.00) to consist of five thousand (5,000) shares of common stock of the par value of Ten Dollars (\$10.00) each.

ARTICLE VI.

MANAGEMENT

Section 1. Management of this corporation shall be vested in a Board of Directors of an uneven number of not less than three (3) directors, determined by the stockholders from time to time as provided in the By-Laws. The number of Directors constituting the initial Board of Directors of the Corporation is three (3) and the names and addresses of the persons who are to serve as Directors until the first annual meeting of the shareholders, or until their successors are elected and shall qualify are:

Ky Nii
1815 North Yellowstone Highway
Idaho Falls, Idaho 83401

Tracy Makoto Nii
5145 Redondo Circle
Idaho Falls, Idaho 83401

George W. Eldridge
Ucon, Idaho 83454

Section 2. The meetings of the Board of Directors may be held at the principal office of the corporation in this State, or at such other place or places within or without this State, for the transaction of any business of the corporation as the Directors may by resolution provide. A majority of the Board of Directors shall constitute a quorum, and the act of the majority of the Directors shall be the act of the Board.

Section 3. No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any director individually may be a party to or may be

pecuniarily or otherwise interested in any contract or transaction of the corporation and any director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the company which shall authorize such contract or transaction with like force and effect as if he were not such director or officer of such other corporation and not so interested.

ARTICLE VIII.

INCORPORATORS

The name, post office address and number of shares subscribed by each of the incorporators are as follows:

Ky Nii 1 share
1815 North Yellowstone Highway
Idaho Falls, Idaho 83401

Tracy Makoto Nii 1 share
5145 Redondo Circle
Idaho Falls, Idaho 83401

George W. Eldridge 1 share
Ucon, Idaho 83454

All of the subscribers to these Articles of Incorporation are of full age and citizens of the United States and residents of the State of Idaho.

ARTICLE X.

AMENDMENTS

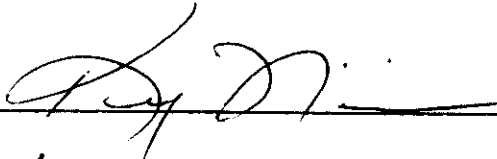
The corporation may amend, alter, add to, change or repeal any provision contained in these Articles of Incorporation in the manner provided by law.

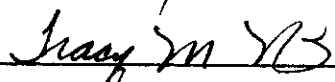
ARTICLE XI.

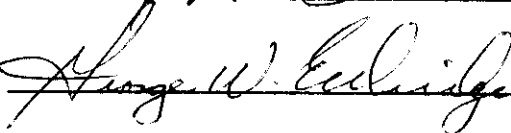
SECTION 1244 IRC

The stock of this corporation shall be issued pursuant to Section 1244 of the Internal Revenue Code.

IN WITNESS WHEREOF, we, as incorporators, and each of us, have hereunto set our hands and seals this 18th day of June, 1982.








STATE OF IDAHO)
) ss.
County of Bonneville)

On this 18th day of June, 1982, before me, the under-
signed, a Notary Public in and for the State of Idaho,
personally appeared George W. Eldridge, known to me to be
the person whose name is subscribed to the above and fore-
going Articles of Incorporation 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 first above written.

(SEAL)



W. J. ANDERSON
Notary Public for Idaho
Residing at Idaho Falls, Idaho

STATE OF IDAHO)
) ss.
County of Bonneville)

On this 22nd day of June, 1982, before me, the under-
signed, a Notary Public in and for the State of Idaho,
personally appeared Ky Nii, known to me to be the person
whose name is subscribed to the above and foregoing
Articles of Incorporation 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 first above written.

(SEAL)



W. J. ANDERSON
Notary Public for Idaho
Residing at Idaho Falls, Idaho

STATE OF UTAH)
) ss.
County of UTAH)

On this 28 day of June, 1982, before me, the under-
signed, a Notary Public in and for the State of Utah, per-
sonally appeared Tracy Makoto Nii, known to me to be the
person whose name is subscribed to the above and foregoing
Articles of Incorporation 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 first above written.

(SEAL)


Bruce A. Burdick
Notary Public for Utah
Residing at: Orion, Utah