

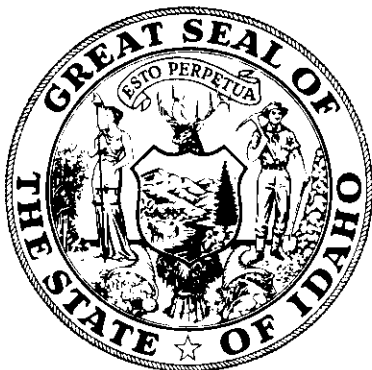
CERTIFICATE OF AUTHORITY  
OF

FRONTIER-KEMPER CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of FRONTIER-KEMPER CORPORATION 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 FRONTIER-KEMPER CORPORATION to transact business in this State under the name FRONTIER-KEMPER CORPORATION and attach hereto a duplicate original of the Application for such Certificate.

Dated April 10, 19 80



SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

## 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 FRONTIER-KEMPER CORPORATION

2. \*The name which it shall use in Idaho is FRONTIER-KEMPER CORPORATION

3. It is incorporated under the laws of Indiana

4. The date of its incorporation is December 14, 1979 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 1695 Allen Road, Evansville, Indiana 47712

6. The address of its proposed registered office in Idaho is 300 North 6th Street  
Boise, Idaho 83701, and the name of its proposed

registered agent in Idaho at that address is CT CORPORATION SYSTEM

7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

Civil underground construction; General construction, mining, mine construction, related construction and all other activities related thereto.

8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>(SEE ATTACHED RIDER)</u>		
_____	_____	_____
_____	_____	_____
_____	_____	_____

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>1,000</u>	<u>Common</u>	<u>No Par Value</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>1,000</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 MARCH 12, 19 80.

FRONTIER-KEMPER CORPORATION

By

Dyke Howell  
Dyke Howell

Its \_\_\_\_\_ President

and

Robert A. Pond  
Robert A. Pond

Its \_\_\_\_\_ Secretary

STATE OF INDIANA )  
 ) ss:  
COUNTY OF VANDERBURGH )

I, Margie Kinder, a notary public, do hereby certify that on this 12th day of March, 19 80, personally appeared before me Dyke Howell, who being by me first duly sworn, declared that he is the President of FRONTIER-KEMPER CORPORATION

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

My commission expires October 29, 1983

Margie Kinder  
Notary Public

Margie Kinder

\*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.

FRONTIER-KEMPER CORPORATION

O F F I C E R S

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Dyke Howell	President	1695 Allen Road Evansville, Indiana 47712
Daniel McFadden	Exec. Vice President	(Same address for all)
Klaus Stoss	Exec. Vice President	
R. Bruce Kemper	Vice President	
Robert A. Pond	Secretary	
Harold Staehly	Treasurer	
D. Wayne Crowley	Asst. Treasurer	

D I R E C T O R S

<u>NAME</u>	<u>ADDRESS</u>
Dyke Howell	1695 Allen Road, Evansville, Indiana 47712
Daniel McFadden	(Same address for all)
R. Bruce Kemper	
Klaus Stoss	
Harold Staehly	
Karl Heinz Brummer	



SECRETARY OF STATE  
STATE OF INDIANA  
INDIANAPOLIS  
46204

EDWIN J. SIMCOX  
SECRETARY OF STATE

January, 1980

Dear Corporation Customer:

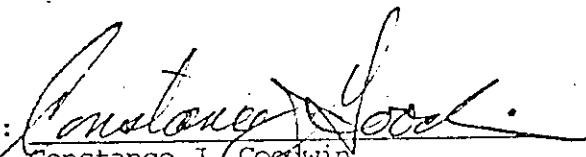
In order to more timely process the ever increasing volume of requests for certified copies of documents, the Corporations Division of my office has implemented a new procedure. Effective this month, a rubber stamp certification imprint will replace the previous certification which consisted of an individually typed document. This rubber stamp will be affixed to the documents being certified, will indicate the number of pages involved, and will be dated and signed. The state seal will be impressed over the stamp.

I am hopeful this new procedure will enable our Certification Section to reduce the time required to process the more than three hundred (300) certification requests received each week, thereby providing more efficient service to you.

I would stress that the adoption of this new procedure does not in any way alter the significance or character of the documents being certified and was approved by the Corporation Survey Commission.

Sincerely,

Edwin J. Simcox  
Secretary of State

By:   
Constance J. Goodwin  
Corporations Director

EJS;CJG/db

STATE OF INDIANA  
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF INCORPORATION  
OF

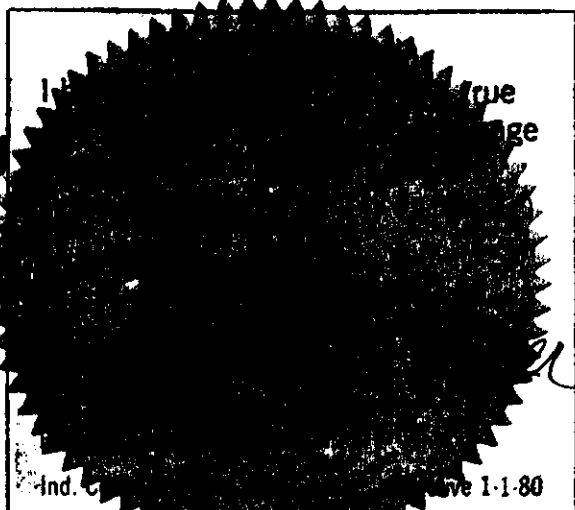
FRONTIER-KEMPER CORPORATION

7912-403  
(82)

I, EDWIN J. SIMCOX, Secretary of State of the State of Indiana, hereby certify that Articles of Incorporation of the above Corporation, in the form prescribed by my office, prepared and signed in duplicate by the incorporator(s), and acknowledged and verified by the same before a Notary Public, have been presented to me at my office accompanied by the fees prescribed by law; that I have found such Articles conform to law; that I have endorsed my approval upon the duplicate copies of such Articles; that all fees have been paid as required by law; that one copy of such Articles has been filed in my office; and that the remaining copy of such Articles bearing the endorsement of my approval and filing has been returned by me to the incorporator(s) or his (their) representatives; all as prescribed by the provisions of the ~~INDIANA GENERAL CORPORATION ACT~~

as amended.

NOW, THEREFORE, I hereby issue to such Corporation this Certificate of Incorporation, and further certify that its corporate existence has begun.



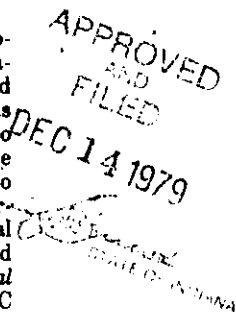
In Witness Whereof, I have hereunto set my hand and affixed  
the seal of the State of Indiana, at the City of Indianapolis,  
this 14th day of

DECEMBER, 1979

EDWIN J. SIMCOX, Secretary of State

By Deputy

NOTE: This form may now also be used for incorporating pursuant to the Medical Professional Corporation Act, the Dental Professional Corporation Act, and the Professional Corporation Act of 1965, as well as the General Corporation Act. If the corporation is to be formed pursuant to the authority of one of these statutes *other* than the General Corporation Act, so indicate in the preamble below by striking the references to the three inappropriate statutes. Professional Accounting Corporations are considered to be formed pursuant to the authority of the *Indiana General Corporation Act*, but subject to the provisions of IC 23-1-13.5, and appropriate statutory reference should be made in the preamble or Article II below.



Corporate Form No. 101 (Jan. 1977)—Page One

## ARTICLES OF INCORPORATION

Edwin J. Simcox, Secretary of State of Indiana

Use White Paper—Size 8½ x 11—For Inserts

Filing Requirements—Present 2 originally signed and fully executed copies to Secretary of State, Room 155, State House, Indianapolis 46204

Recording Requirements—Recording of Articles of Incorporation in the Office of the County Recorder is no longer required by the Indiana General Corporation Act.

## ARTICLES OF INCORPORATION OF

FRONTIER-KEMPER CORPORATION

The undersigned incorporator ~~or incorporators~~, desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Indiana General Corporation Act (~~Medical Professional Corporation Act/~~  
~~Dental Professional Corporation Act/Professional Corporation Act of 1965~~), as amended (hereinafter referred to as the "Act"), execute the following Articles of Incorporation.

### ARTICLE I Name

The name of the Corporation is..... FRONTIER-KEMPER CORPORATION

### ARTICLE II Purposes

The purposes for which the Corporation is formed are:

The transaction of any and all lawful business for which corporations may be incorporated pursuant to the Indiana General Corporation Act, as it may, from time to time, be amended.

### ARTICLE III

#### Period of Existence

The period during which the Corporation shall continue is perpetual.

### ARTICLE IV

#### Resident Agent and Principal Office

Section 1. Resident Agent. The name and address of the Corporation's Resident Agent for service of process is Dyke Howell 1695 Allen Road  
(Name) (Number and Street or Building)  
Evansville Indiana  
(City) (State) 47712  
(Zip Code)

Section 2. Principal Office. The post office address of the principal office of the Corporation is 1695 Allen Road Evansville Indiana  
(Number and Street or Building) (City) (State) 47712  
(Zip Code)

### ARTICLE V

#### Authorized Shares

Section 1. Number of Shares:

The total number of shares which the Corporation is to have authority to issue is 1000.

- A. The number of authorized shares which the corporation designates as having par value is none with a par value of \$ 0.00.
- B. The number of authorized shares which the corporation designates as without par value is 1000.

Section 2. Terms of Shares (if any):

A. Each share shall have the same rights and privileges as every other share, and no distinction between them shall exist. There shall be no classes or series of shares other than common no par value stock.

B. Each outstanding share of capital stock shall be entitled to one (1) vote upon all corporate questions required by the Indiana General Corporation Act, these Articles of Incorporation or the By-Laws of the corporation, to be submitted to the vote of the



Continuation of ARTICLE V, Section 2 of B.

shareholders. Shares may be voted in person or by proxy, provided however, that no proxy shall be voted after eleven (11) months from its date unless such proxy provides by its terms for a longer period. Cumulative voting at meetings of the shareholders shall not be allowed in the election of directors. The pre-emptive right to subscribe to any or all additional issues of shares, treasury shares (as that term is defined by the Indiana General Corporation Act) or securities convertible into shares or carrying share purchase warrants or privileges, is hereby denied to the shareholders.

C. All elections for directors and all other questions required by the Indiana General Corporation Act, these Articles of Incorporation, or the By-Laws of the corporation, to be submitted to the vote of the shareholders, shall be decided as follows:

1. If at the time of such vote all of Dyke Howell, R. B. Kemper and Daniel McFadden are partners in a partnership which is a shareholder of the corporation or an affiliate of the corporation or are shareholders of the corporation or an affiliate of the corporation, by a vote of sixty-seven per cent (67%) of the issued and outstanding shares.

2. If at the time of such vote any two (2) of Dyke Howell, R. B. Kemper and Daniel McFadden are partners in a partnership which is a shareholder of the corporation or an affiliate of the corporation or are shareholders of the corporation or an affiliate of the corporation, by a vote of sixty-five per cent (65%) of the issued and outstanding shares.

3. In any other case by a vote of fifty-two per cent (52%) of the issued and outstanding shares;

provided however, that in the case of any vote regarding an employment contract with Dyke Howell, R. B. Kemper and Daniel McFadden, any shares held or controlled by such persons shall not be counted and the applicable voting percentages for paragraphs 1 and 2 above shall be sixty-five per cent (65%) and fifty-two per cent (52%) respectively. As used in these Articles of Incorporation, "affiliate" shall mean, with respect to the corporation, any person or other legal entity that directly or indirectly controls, is controlled by, or is under common control with, the corporation.

## ARTICLE VI

### Requirements Prior To Doing Business

The Corporation will not commence business until consideration of the value of at least \$1,000 (one thousand dollars) has been received for the issuance of shares.

## ARTICLE VII

### Director(s)

Section 1. Number of Directors: The initial Board of Directors is composed of six (6) member(s).  
~~The number of directors may be from time to time fixed by the By-Laws of the Corporation at any number.~~  
~~In the absence of a By-Law fixing the number of directors, the number shall be .~~ The number of directors shall not be changed except by an amendment to these Articles of Incorporation.

Section 2. Names and Post Office Addresses of the Director(s): The name(s) and post office address(es) of the initial Board of Director(s) of the Corporation is (are):

<u>Name</u>	<u>Number and Street or Building</u>	<u>City</u>	<u>State</u>	<u>Zip Code</u>
Dyke Howell	8820 Petersburg Road	Evansville, IN		47711
R. B. Kemper	1141 Wimbleton Court	Evansville, IN		47710
Daniel McFadden	R. #7, Box 342F	Evansville, IN		47712
Klaus Stoss	1695 Allen Road	Evansville, IN		47712
Harold Staehly	1695 Allen Road	Evansville, IN		47712
Karl Heinz Brummer	1695 Allen Road	Evansville, IN		47712

Section 3. Qualifications of Directors (if any):

Directors need not be shareholders in the corporation.

## ARTICLE VIII

### Incorporator(~~s~~)

The name(~~s~~) and post office address(~~es~~) of the incorporator(~~s~~) of the Corporation is (~~are~~):

<u>Name</u>	<u>Number and Street or Building</u>	<u>City</u>	<u>State</u>	<u>Zip Code</u>
Dyke Howell	8820 Petersburg Road	Evansville, IN		47711

## ARTICLE IX

### Provisions for Regulation of Business and Conduct of Affairs of Corporation

("Powers" of the Corporation, its directors or shareholders)

A. Any amendment, alteration or repeal, whether in whole or in part, of the By-Laws of the corporation shall not be valid without shareholder approval thereof in accordance with ARTICLE V hereof.

B. The presence, in person or by proxy, of shareholders of the corporation holding the following percentages of shares of the stock of the corporation entitled to vote shall constitute a quorum at all meetings of the shareholders:

1. If at the time of such vote all of Dyke Howell, R. B. Kemper and Daniel McFadden are partners in a partnership which is a shareholder of the corporation or an affiliate of the corporation or are shareholders of the corporation or an affiliate of the corporation, by a vote of sixty-seven per cent (67%) of the issued and outstanding shares.

2. If at the time of such vote any two (2) of Dyke Howell, R. B. Kemper and Daniel McFadden are partners in a partnership which is a shareholder of the corporation or an affiliate of the corporation or are shareholders of the corporation or an affiliate of the corporation, by a vote of sixty-five per cent (65%) of the issued and outstanding shares.

3. In any other case, fifty-two per cent (52%).

In case a quorum shall not be present at any meeting, the shareholders of the corporation shall proceed as provided by the By-Laws of the corporation.

Continuation of ARTICLE IX, C, 1.

C. The following actions shall not be taken without approval by the shareholders of the corporation:

1. Selecting or replacing the auditors of this corporation and/or any of its downstream Affiliates ("Affiliate" shall mean, with respect to the corporation, any person or other legal entity that directly or indirectly controls, is controlled by, or is under common control with the corporation);
2. Approving the dissolution, liquidation or winding up of this corporation and/or any of its downstream Affiliates;
3. Approving any merger, consolidation or other reorganization of this corporation and/or any of its downstream Affiliates;
4. Approving the sale, lease or exchange of all or substantially all of the assets of this corporation and/or any of its downstream Affiliates;
5. Approving any change in the capitalization of this corporation and/or any of its downstream Affiliates;
6. Amending the Articles of Incorporation or By-Laws of this Corporation and/or any of its downstream Affiliates or amending the partnership agreement of any partnership in which this corporation or any downstream Affiliate is a partner;
7. Approving the issuance or sale of shares of capital stock of this corporation and/or any of its downstream Affiliates (whether unissued or held in the treasury), or the issuance, grant or sale of rights with respect thereto;
8. Approving of, changing or taking any action with respect to the rights of the employer under any employment contract entered into between this corporation or any of its downstream Affiliates or any partnership in which the corporation is a partner and any of Dyke Howell, R. B. Kemper or Daniel McFadden, so long as the individual in question is a shareholder in the corporation or a partner or shareholder in any partnership or corporation which is a shareholder in the corporation;
9. Redeeming any shares of capital stock of this corporation and/or any of its downstream Affiliates;
10. Forming or selling subsidiaries or divisions as well as the acquisition or sale of securities or interests in other companies, organizations or enterprises.

IN WITNESS WHEREOF, the undersigned, being <sup>only</sup> ~~all of the~~ incorporator(s) designated in Article VIII, certifies execute(s) these Articles of Incorporation and ~~certify~~ to the truth of the facts herein stated, this 12 day of December, 19 79.

(Written Signature)

(Printed Signature)

(Written Signature)

Dyke Howell

(Printed Signature)

(Written Signature)

(Printed Signature)

STATE OF INDIANA }  
COUNTY OF Vanderburgh } ss:

I, the undersigned, a Notary Public duly commissioned to take acknowledgements and administer oaths in the State of Indiana, certify that Dyke Howell, being the only ~~of the~~ incorporator(s) referred to in Article VIII of the foregoing Articles of Incorporation, personally appeared before me; acknowledged the execution thereof; and swore to the truth of the facts therein stated.

Witness my hand and Notarial Seal this 12 day of December, 19 79.

(Written Signature)

(Printed Signature)

My Commission Expires:

8/19/83

Notary Public

I am a resident of Vanderburgh County, Indiana.

This instrument was prepared by DAVID M. KECK, Attorney at Law,  
(Name)  
1402 Old National Bank Bldg., Evansville, Indiana 47708  
(Number and Street or Building) (City) (State) (Zip Code)

C O N S E N T

Frontier Constructors, Inc., a Colorado corporation, admitted to do business in the State of Indiana on September 3, 1976, by Dyke Howell, its President, does hereby execute and acknowledge its Consent as follows:

1. It acknowledges that Articles of Incorporation for a corporation to be formed under the Indiana General Corporation Act are being prepared and submitted to the Secretary of State of Indiana with the name of said corporation to be Frontier-Kemper Corporation.

2. That it does hereby consent to the use of the name of Frontier-Kemper Corporation by said corporation.

3. That any right it has to object to the use of said name by said new corporation is herewith waived.

4. That this Consent is designed to be forwarded to the Secretary of State of Indiana and is to be construed as a request by Frontier Constructors, Inc. to the Secretary of State of Indiana to file and approve the Articles of Incorporation and issue a Certificate of Incorporation to Frontier-Kemper Corporation.

Dated at Evansville, Indiana, this 12 day of December, 1979.

FRONTIER CONSTRUCTORS, INC.

By

Dyke Howell  
Dyke Howell, President

Attest:

Robert A. Pond  
Robert A. Pond, Secretary

STATE OF INDIANA, County of Vanderburgh, ss:

Before me, a Notary Public in and for said County and State, personally appeared Frontier Constructors, Inc., a Colorado corporation, by Dyke Howell, its President, and Robert A. Pond, its Secretary, and said corporation acknowledged the execution of the above and foregoing Consent to be its free and voluntary act, and said corporation further acknowledged that all of the matters and things contained in the above and foregoing Consent are true.

Dated at Evansville, Indiana, this 12 day of December, 1979.

My Commission expires:

8/19/83

David M. Keck  
DAVID M. KECK Notary Public  
I am a resident of Vanderburgh County,  
Indiana