

Department of State.

CERTIFICATE OF INCORPORATION

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 the original of the articles of incorporation of

TWIN D CONSTRUCTION, INC.

was filed in the office of the Secretary of State on the **Twenty-sixth** day
of **October,** A.D. One Thousand Nine Hundred **Sixty-four** and
~~will be~~ duly recorded on ~~film~~ **microfilm** of Record of Domestic Corporations, of the State of Idaho,
and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and
successors are hereby constituted a corporation, by the name hereinbefore stated, for
perpetual existence from the date hereof, with its registered office in this State located at
Moscow in the County of **Latah.**

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 **26th** day of **October**,
A.D., 19 **64**.

Secretary of State.

ARTICLES OF INCORPORATION

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

I.

NAME

The name of this corporation shall be Twin D Construction, Inc.

II.

PURPOSES

The purposes and objects for which said company is formed are as follows:

(a) To carry on and conduct any and every kind of general contracting, construction, and engineering business.

(b) To engage in the business of general construction, contracting, and building, without limitation; to carry on the business of general street, road, and highway construction of every kind, type, nature, and description; to excavate, tunnel, fill, cut, grade, pave, repave, surface, resurface, macadamize, widen, and otherwise work on, improve, or build streets, roads, highways, sidewalks, public or private, and appurtenances thereto, in whole or in part, including the laying, construction, and improvement of curbs, gutters, drains, manholes, and catch basins, removing trees, placing and replacing public utility and other poles, laying and relaying sewer, water, drain, and other pipes, removing and replacing and otherwise dealing with railway tracks, wires, and other property of public utility corporations, irrespective of ownership, including the designing, constructing, enlarging, repairing, remodeling or otherwise engaging in any work upon buildings, roads, sidewalks, highways, bridges, or manufacturing plants; and to engage in iron, steel,

wood, brick, concrete, stone, cement, masonry and earth construction, and to execute contracts or to receive assignments of contracts therefor, or relating thereto; also, to manufacture and furnish the building materials and supplies connected herewith; and to do each and every other further thing necessary, proper, or incidental thereto; and to perform any other Federal, State, county, municipal or private work in the various states or territories of the United States, or in any foreign country wherever located.

(c) To construct, equip, improve, or work upon any and all kinds of sewers, roads, ways, tramways, railroads, railways (including street surface railways), bridges, hydraulic plants, electric plants, gas plants, and any and all plants for the production, utilization, and application of electricity or gas for any and all purposes, and to do a general contracting business.

In furtherance and not in limitation of the general powers conferred by the laws of the State of Idaho, and of the objects and purposes hereinbefore stated, it is expressly provided the corporation shall also have the following powers:

(d) To borrow money for the purpose of this corporation, to issue bonds, notes, and debentures and other evidence of indebtedness, therefore, and to secure the same mortgage or pledge of personal or real property, including the income of said corporation or by mortgage of real property, executed in trust or otherwise, or any portion of the real and personal property of the corporation may be so pledged, mortgaged, or hypothecated.

(e) To build any or to contract for any and all buildings, structures, warehouses, structures for lease, and structures necessary or convenient for the conduct of the business of said corporation, or to acquire the same by purchase, lease, or otherwise.

(f) To purchase, lease, or otherwise acquire, in whole

or in part, the business, good-will, rights, franchises and property of every kind, and to take over the whole or any part of the assets or liabilities of any person, firm, association or corporation engaged in or authorized to be conducted by this corporation, or owning property necessary or suitable for its purposes and to pay for the same in cash, in the stock or bonds of this corporation, or otherwise; to hold or in any manner dispose of the whole or any part of the business or property so acquired, and to exercise all the powers necessary or incidental to the conduct of such business.

(g) To purchase, or otherwise acquire, own, hold, mortgage, profit sharing plan with its officers or employees that the corporation may deem advantageous or expedient, or otherwise to reward or pay such persons for their services as the directors may deem fit.

(h) To purchase, or otherwise acquire, own, hold, mortgage, pledge, sell, assign, transfer or otherwise dispose of shares of the capital stock of this corporation or evidence of indebtedness of any kind or nature created by any corporation or corporations, wherever organized, whether public or private.

(i) To exercise generally the powers customarily exercised by business corporations, and particularly the powers provided by the laws of the State of Idaho, referring especially to Section 30-114 I.C., in any State of the United States and throughout the world.

(j) To carry out in any other business, or to do anything in connection with objects and purposes above mentioned that may be necessary and proper to accomplish successfully or promote the said objects and purposes. The foregoing clauses, by reason of the specific enumeration of powers, shall not be held to restrict the power of the corporation to do any of the things within the purview of its general purposes.

(k) To pay out of the funds of the corporation all costs and expenses of, and incidental to, the incorporation and

organization of the corporation.

(l) To advance, lend money, give credit, to its customers or any other person having dealings with the corporation with or without security.

(m) To borrow or raise moneys for the business of the corporation and any and all of its purposes and objects, upon such terms as the Board of Directors may determine and the law permit.

(n) The number of directors of this corporation shall be not less than three nor more than seven; that the number, qualifications, terms of office, manner of election, time and place of meeting, powers and duties of directors shall be such as are prescribed by the by-laws of this corporation, that the names of the first directors who shall hold office and manage the affairs of the corporation for the period of time after its incorporation to the first Wednesday of October, of the year 1965, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Harry L. Jones	Moscow, Idaho
Dean B. Strong	Seattle, Washington
Dale Yarnell	Pullman, Washington

(o) The authority to make by-laws for this corporation is hereby expressly vested in the Board of Directors of the corporation as they deem proper for the management of the corporation, not inconsistent with the laws of this State, for the purpose of carrying on all kinds of business within the objects and purposes of this corporation, subject to the power of the shareholders to change or repeal such by-laws.

(p) To use its surplus or accumulated profits or property, in the purchase or acquisition of its own capital stock from time to time as the Board of Directors shall determine, as permitted and allowed by the law of the State of Idaho, but while the corporation is holding the same, it shall not be entitled to vote such stock or to receive dividends thereon;

and stock so purchased may, if the directors so determine, be held in the treasury of the corporation as treasury stock to be thereafter disposed of as the directors shall deem proper.

(q) A director shall be fully protected in relying in good faith upon the books of account of the corporation, or upon statements prepared by any of its officials, as to the value and amount of the assets, liabilities, and net profits of the corporation, or as to any other facts pertinent to the existence and amount of surplus or other funds from which dividends might properly be declared and paid.

(r) The corporation may receive in payment, in whole or in part, for any shares of its stock issued or sold by it in cash, labor done, personal property or real property or leases thereof; and in the absence of actual fraud in the transaction; the judgment of the Directors of the corporation as to the value of the labor, property, or real estate or leases so received shall be conclusive.

(s) The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

III.

DURATION

This corporation shall have a perpetual existence.

IV.

REGISTERED OFFICE

The location and post office address of the registered office in this state and principal place of business shall be Moscow, Latah County, Idaho, Route 2, P.O. Box 68.

V.

STOCK

This corporation is authorized to issue one class of shares of stock, the total number of which is twenty-five thousand (25,000) with a par value of One (\$1.00) Dollar, and the aggregate par value is Twenty-five Thousand (\$25,000.00)

Dollars, which stock may be issued by the corporation from time to time as determined by the Board of Directors hereof.

Each share of common stock shall have one vote and cumulative voting rights for Directors. The shares of stock of this corporation shall not be subject to assessment.

VI.

SUBSCRIBERS

The name and address of each of the incorporators and the number of shares of common stock described in Paragraph Five subscribed by each are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Harry L. Jones	Route 2 P.O. Box 68, Moscow, Idaho	1
Myrtle Y. Jones	Route 2 P.O. Box 68, Moscow, Idaho	1
Dean B. Strong	3554 S.W. 172 Seattle, 66, Washington	1
Alma K. Strong	3554 S.W. 172nd Seattle 66, Washington	1
Dale Yarnell	213 Irving Pullman, Washington	1
Denna M. Yarnell	213 Irving Pullman, Washington	1

The corporation reserves the right to amend, alter, change or repeal any provisions contained in this certificate of incorporation in the manner, now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 12 day of October, 1964.

Dean B. Strong

Alma K. Strong

Harry L. Jones

Myrtle Y. Jones

Dale Yarnell

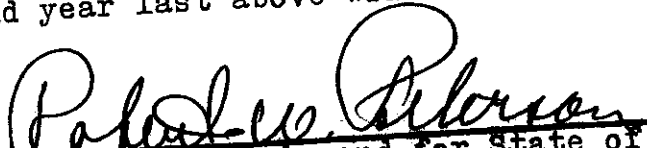
Denna M. Yarnell

STATE OF IDAHO }
County of Latah }

ss.

On this 12th day of October, 1964, before me, the undersigned, a Notary Public in and for said State, personally appeared HARRY L. JONES and MYRTLE Y. JONES, personally known to me to be the persons whose names are subscribed to the within instrument, and duly acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year last above written.

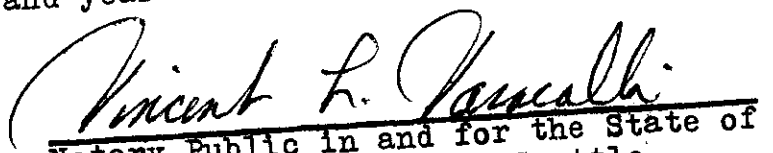

Notary Public in and for State of
Idaho, residing at Moscow, Idaho.

STATE OF WASHINGTON }
County of King }

ss.

On this 12 day of October, 1964, before me, the undersigned, a Notary Public in and for said State, personally appeared DEAN B. STRONG and ALMA B. STRONG, personally known to me to be the persons whose names are subscribed to the within instrument, and duly acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year last above written.

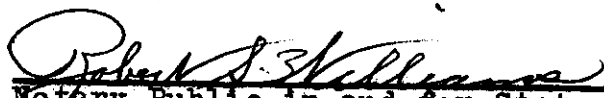

Notary Public in and for the State of
Washington, residing at Seattle.

STATE OF IDAHO }
County of Latah }

ss.

On this 15th day of October, 1964, before me,
the undersigned, a Notary Public in and for said State,
personally appeared DALE YARNELL and DENNA M. YARNELL,
personally known to me to be the persons whose names are
subscribed to the within instrument, and duly acknowledged
to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and
official seal the day and year last above written.


Notary Public in and for State of
Idaho, residing at Moscow.