

Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

H & E CONSTRUCTION, INC.

was filed in the office of the Secretary of State on the **twenty-first** day of **November** A.D., One Thousand Nine Hundred **seventy-two** and duly ¹ be 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 **Boise, Idaho** in the County of

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 **21st** day of **November**, A.D., 19 **72**.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

IN THE OFFICE OF THE SECRETARY OF STATE

STATE OF IDAHO

* * * * *

In the Matter of the)	
Incorporation of)	
)	
H & E Construction, Inc.)	ARTICLES OF INCORPORATION
)	
A domestic Idaho)	
Corporation)	

* * * * *

KNOW: ALL MEN BY THESE PRESENTS, That we, the undersigned persons, all being of full legal age and all of whom are citizens of the United States of America, do hereby associate ourselves together for the purpose of forming a general business corporation under the laws and statutes of the State of Idaho, and in compliance with Title 30, Idaho Code, do hereby certify as follows:

ARTICLE I

NAME: The name of this corporation is and shall be:

H & E Construction, Inc.

ARTICLE II

DURATION: The duration of this corporation shall be perpetual, but nothing herein contained shall prevent a sooner winding up of business of said corporation by voluntary act as provided for under the laws and statutes of the State of Idaho relating to general business corporation.

ARTICLE III

LOCATION AND POST

OFFICE ADDRESS: The location and post office address of the registered office of this corporation in the State of Idaho shall be as follows:

6617 Ustick Road, Boise City, Ada County, State of Idaho 83704

ARTICLE IV

DESCRIPTION OF SHARES: The authorized capital stock of the corporation shall consist of One Hundred shares of no par value stock. All of the stock

JOHN HJELLUM II
ATTORNEY AT LAW
410 EASTMAN BUILDING
P.O. BOX 7924
BOISE, IDAHO 83707

shall be of the same class, have the same powers and voting rights and shall not be assessable for any purpose whatsoever.

ARTICLE V

NAMES AND ADDRESSES

OF INCORPORATORS: The business of the corporation shall be managed by a Board of Directors consisting of at least three directors. The qualifications, the term of office, manner of electing directors, the time, place and manner of calling meetings, and the powers and duties of the directors shall be prescribed by the By-Laws. The names and post office addresses of the directors until the first annual meeting are as follows:

<u>Name</u>	<u>Address</u>
Jerry D. Estep	4095 Shamrock, Boise, Idaho 83702
David T. Hood	4815 Corporal, Boise, Idaho 83704
John Hjellum II	7113 El Caballo Drive, Boise Idaho 83704

ARTICLE VI

MANAGEMENT OF CORPORATION: The management of this corporation shall be vested in a Board of not less than three (3) directors, who shall be elected by the stockholders at the annual meeting of the stockholders. The number of members upon the Board may be expanded or diminished from time to time by a two-thirds vote of the directors at any regular or special meeting called for that purpose.

The Board of Directors shall convene at least once a year immediately following their election to office, but may from time to time assemble for special meetings, either with or without notice, either within or without the State of Idaho, as often as said Board of Directors may be called into session by the President of said corporation.

Nothing in these articles of incorporation shall require any director or officer to be a stockholder of said corporation.

JOHN HJELLUM II
ATTORNEY AT LAW
410 EASTMAN BUILDING
P.O. BOX 7924
BOISE, IDAHO 83707

At all meetings of the Board of Directors a majority vote shall be required to pass any official act of the corporation, except wherein a different requirement is imposed by the statutes of the State of Idaho. At the first annual meeting of the Board of Directors, said director shall elect officers of said corporation. The officers of this corporation shall be as follows:

President, Vice-President, and Secretary-Treasurer, but nothing herein contained shall prevent the Board itself to divide the office of Secretary-Treasurer into two offices, and/or create additional offices of the corporation.

The qualifications, term of office, manner of electing directors, time, place and manner of calling meetings, and the powers and duties of the directors shall be prescribed by the By-Laws. The names and addressess of the directors until the first annual meeting of the stockholders are as follows:

Jerry D. Estep	4095 Shamrock, Boise, Idaho	President
John Hjellum II	7113 El Caballo, Boise, Idaho	Vice-President
David T. Hood	4815 Corporal, Boise, Idaho	Secretary-Treasurer

ARTICLE VII

RESIDENT AGENT: The resident agent for this corporation shall be:

David T. Hood, 4815 Corporal, Boise, Idaho

PURPOSES: The purposes for which the Corporation is to be formed are:

(a) Directly, or through ownership of shares in any corporation, to purchase, lease, exchange, or otherwise acquire real estate and property, either improved or unimproved, and any interest therein; to own, hold, control, maintain, manage, and develop the same; to erect, construct, maintain, improve, rebuild, enlarge, alter, manage, operate, and control all kinds of buildings, houses, hotels, apartments, stores, offices,

JOHN HJELLUM II
ATTORNEY AT LAW
410 EASTMAN BUILDING
P.O. BOX 7924
BOISE, IDAHO 83707

warehouses, mills, ships, factories, machinery, and plants, and all structures and erections of any description on any lands owned, held, or leased by the Corporation, or upon any other lands; to lease of sublet offices, stores, apartments, and other space in such building or buildings, and to sell, lease, sublet, mortgage, grant a security interest in, exchange, assign, transfer, convey, pledge, or otherwise alienate or dispose of any of such real estate and property, and any interest therein.

(b) Directly, or through ownership of shares in any corporation, to purchase or otherwise acquire, hold, manufacture, sell, exchange, mortgage, grant a security interest in, pledge, hypothecate, deal in, and dispose of commodities, building materials, and other personal and real property of every kind, and any interest therein.

(c) To purchase or otherwise acquire, hold, sell, exchange, pledge, hypothecate, underwrite, deal in and dispose of shares, bonds, notes, debentures, or other evidences of indebtedness and obligations and securities of any corporation, company, association, partnership, syndicate, entity, or person, domestic or foreign, or of any domestic or foreign state, government, or governmental authority or of any political or administrative subdivision or department thereof, and certificates or receipts of any kind representing or evidencing any interest in any such shares, bonds, notes, debentures, evidence of indebtedness, obligations and securities for the acquisition of any such shares, bonds, notes, debentures, evidences of indebtedness, obligations securities, certificates, or receipts purchased or acquired by it; and, while the owner or holder of any such shares, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates, or receipts, to exercise all the rights of ownership in respect thereof; and, to the extent now or hereafter permitted by law, to aid by loan, subsidy, guaranty, or otherwise, those issuing, creating, or responsible

JOHN HJELLUM II
ATTORNEY AT LAW
410 EASTMAN BUILDING
P.O. BOX 7924
BOISE, IDAHO 83707

for any such shares, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates, or receipts.

(d) To purchase or otherwise acquire, hold, exchange, pledge, hypothecate, sell, deal in, and dispose of mortgages covering any kind of property, tax liens, and transfers of tax liens of real estate.

(e) To transact a general real estate agency and brokerage business, buying, selling, and dealing in real estate and real property and any interest therein, on commission, or otherwise, and renting and managing real estate; and to act as agent, nominee, or attorney-in-fact for any persons or corporations in buying, selling, holding, and dealing in real estate and any interest therein and choses in action secured thereby and other personal property collateral thereto and in supervising, managing, and protecting such property and any interest therein and claims affecting same.

(f) To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, goodwill, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this corporation is authorized to carry on, pursuant to the provisions of this certificate; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

(g) To make any guaranty respecting dividends, shares, securities, indebtedness, interest, contracts, or other obligations so far as the same may be permitted to be done by corporations organized under the Business Corporation Law of the State of Idaho.

(h) To enter into any lawful arrangements for sharing profits, union of interest, reciprocal concession, or cooperations, with any corporation, association, partnership, syndicate, entity, person, or governmental, municipal, or public authority, domestic or foreign, in the carrying on of

JOHN HJELLUM II
ATTORNEY AT LAW
410 EASTMAN BUILDING
P.O. BOX 7924
BOISE, IDAHO 83707

any business which the Corporation is authorized to carry on or any business transaction deemed necessary, convenient, or incidental to the carrying out of any of the purposes of the Corporation.

(i) To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel or rescind any such contracts.

(j) To exercise all or any of the corporate powers and to carry out all or any of the purposes, enumerated herein or otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and to perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement to develop, improve, stabilize, strengthen, or extend the property and commercial interests thereof, and to aid, assist, or participate in any lawful enterprises in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the Business Corporation Law.

ARTICLE IX

LIMITATIONS OF LIABILITY: The private property of the stockholders shall not be liable for its obligations. The common voting stock of this corporation shall be non-assessable any of the common voting stock without the unanimous consent of all of the holders of all of the outstanding common stock proposed to be made assessable.

JOHN HJELLUM II
ATTORNEY AT LAW
410 EASTMAN BUILDING
P.O. BOX 7924
BOISE, IDAHO 83707

ARTICLE X

BY-LAWS: Within thirty (30) days next following the filing of these Articles of Incorporation, the stockholders and directors shall adopt a code of By-Laws for its government, which shall not be inconsistent with the laws and statutes of the State of Idaho.

The By-Laws of this corporation may be amended or repealed, or any By-law may be adopted at any annual or special meeting of the stockholders or any regular or special meeting of the directors; provided, however, that such call for such meeting to adopt, repeal or to amend the By-Laws states such purpose. The amendment of By-Laws may be by a majority vote.

ARTICLE XI

PEUCIARY RELATIONSHIP: No contract or other transactions 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 of transaction and may vote thereon to 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 XII

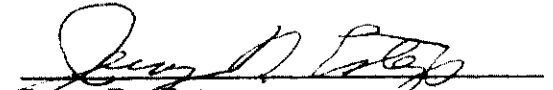
VOTING RIGHTS: At all elections of the directors of this corporation each stockholder shall be entitled to as many votes as shall equal the number of this shares of stock, multiplied by the number of directors to be elected, and he may cast all of such votes for a single director, or may distribute them amount the number to be voted for, or any two or more of the directors to be elected, as he may see fit.


ARTICLE XIII

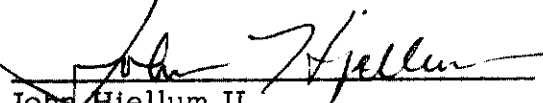
FIRST OPTION TO BUY: The corporation shall have the first option to buy back the stock of

IN WITNESS WHEREOF, We have hereunto set our hands and seals and caused these Articles of Incorporation to executed in triplicate this ^{14th} ~~20th~~ day of ^{November} ~~August~~, 1972.

JOHN HJELLUM II
ATTORNEY AT LAW
410 EASTMAN BUILDING
P.O. BOX 7924
BOISE, IDAHO 83707


Jerry D. Estep

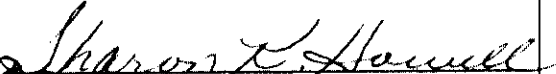

David T. Hood


John Hjellum II

STATE OF IDAHO)
) ss
County of Ada)

This is to certify that on this 14 day of ~~August~~^{November}, 1972, before me,
a Notary Public, in and for the State of Idaho, personally appeared JERRY
D. ESTEP, DAVID T. HOOD, and JOHN HJELLUM II, each known to me to
the persons whose names are subscribed to the within instrument and before
me and in my presence they acknowledged to me that they executed the
same voluntarily.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
official notarial seal the day and year hereinabove first written.


Notary Public for Idaho
Residing at Boise, Idaho

JOHN HJELLUM II
ATTORNEY AT LAW
410 EASTMAN BUILDING
P.O. BOX 7924
BOISE, IDAHO 83707