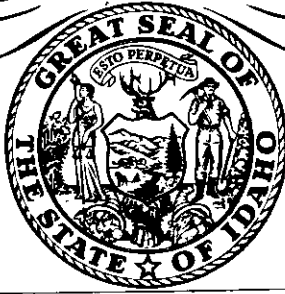


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

LOUIS E. CLAPP

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

SEAW - INGLE, INC.,

was filed in the office of the Secretary of State on the **Twentieth** day
of **September** A.D. One Thousand Nine Hundred **Sixty-six** and
will be
/ duly recorded on Film No. ~~-----~~ **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

Bruneau,

in the County of

Owyhee.

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 **20th** day of **September**,
A.D., 19**66**.

1 ARTICLES OF INCORPORATION

2 OF

3 SHAW - INGLE, INC.

4 ----

5 KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned,
6 have this day associated ourselves together for the purpose of
7 forming a corporation under the laws of the State of Idaho, and
8 to that end do hereby adopt Articles of Incorporation as follows:
9

10 ARTICLE I

11 The name of the proposed corporation is SHAW - INGLE, INC.
12

13 ARTICLE II

14 The purposes of the corporation are as follows:

- 15 (1) To take, buy, exchange, lease or otherwise acquire
16 real property and any interest or right therein;
17 and to hold, own, operate, control, manage and
18 develop said property; and to engage in all forms
19 and types of farming or agricultural operations,
20 including, but not limited to, raising agricultural
21 crops of all kinds, raising, dealing in and managing
22 livestock and poultry; buying, selling, exchanging
23 and otherwise dealing in agricultural crops, prod-
24 ucts and produce, farming and ranching equipment,
25 machinery, and all types of commodities, goods,
26 and merchandise in anywise connected with the
27 operation of a farm, ranch or agricultural pursuit;
28 and to buy, sell, exchange, lease, or otherwise
29 acquire or deal in, buildings, offices, warehouses,
30 mills, shops, factories, machinery and plants, and
31 any and all structures or erections which may at
32 any time be necessary, useful, or advantageous for
the purposes of this corporation.
- (2) To subscribe for, acquire by purchase, or otherwise,
and to own, hold, sell, assign, and transfer shares
of the capital stock of this or any other corporation,
and to exercise all the rights of the stockholders;
to acquire by purchase or otherwise hold and dispose
of stock, bonds, and all other types of securities,
and to make, accept, endorse, execute, and issue
promissory notes, bills of exchange, bonds, debentures
or other obligations from time to time, for the pur-
chase of property, or for any purpose in or about the
business of the corporation.

- 1 (3) To enter into and perform contracts for the con-
2 struction of roads, streets, highways, buildings
3 and all types of general construction work, and
4 to acquire and to generally deal in, and to lease
5 operate and maintain construction machinery of
6 all classes and descriptions, and to enter into
7 all sorts of financial arrangements necessary for
8 the acquisition, leasing or otherwise contracting
9 for the use ownership and maintenance of heavy
10 road and other equipment and machinery.
11
12 (4) To engage in any business, whatsoever, either
13 as principal or agent, or both, or as a syndicate,
14 which the corporation may deem convenient or
15 proper in the furtherance of any of the purposes
16 hereinabove mentioned or otherwise; to conduct its
17 business in this State, in other states, in the
18 District of Columbia, in the territories and
19 possessions of the United States, and in foreign
20 countries; and to have and to exercise all powers
21 authorized by the laws of the State of Idaho under
22 which the corporation is formed, whether expressly
23 set forth in this article or not, as such laws
24 are now in effect or may at any time hereafter be
25 amended.

16 ARTICLE III

17 The duration of the corporation is perpetual.

19 ARTICLE IV

20 The location and post office address of the office of the
21 corporation in the State of Idaho is Bruneau, Idaho.

23 ARTICLE V

24 The authorized capital of the corporation is the sum of
25 One Hundred Thousand Dollars (\$100,000.00) represented by One
26 Thousand (1,000) shares of common stock of no par value. Said
27 stock shall be non-assessable.

29 ARTICLE VI

30 The name and post office address of each of the incorporators
31 and the number of shares for which each has subscribed are as
32 follows:

1 Harold Shaw
2 Bruneau, Idaho 1 share
3 Dick Ingle
4 Bruneau, Idaho 1 share
5 Josephine Shaw
6 Bruneau, Idaho 1 share

7 Each of said incorporators is over the age of twenty-one and is
8 a citizen of the United States.

9 ARTICLE VII

10 The corporation shall have the power to purchase its own
11 stock in accordance with the laws of the State of Idaho, as are
12 now in effect or may be hereinafter enacted.

13
14 In case a stockholder desires to sell a share or shares of
15 stock he must first offer them for sale to the remaining stock-
16 holders, it being the intention to give the remaining stockholders
17 a preference in the purchase of the same, and any attempted sale
18 in violation of this provision is null and void. A stockholder
19 desiring to sell his stock shall file notice in writing of his
20 intention with the Secretary of the corporation, stating the terms
21 of sale, and unless his terms are accepted by any or all of the
22 other stockholders within thirty days thereafter, they shall be
23 deemed to have waived their preference of purchase of said stock
24 and the stockholder shall be at liberty to sell to anyone else on
25 the same terms as those offered to the other stockholders.
26

27
28 ARTICLE VIII

29 The method and manner of holding Directors' meetings and
30 stockholders' meetings, the authority and duties of each of the
31 officers of the corporation, and all other matters for management
32

1 and control of the corporation shall be determined by the By-Laws
2 of the corporation and by the laws of the State of Idaho.

3
4 ARTICLE IX

5 These articles may be amended in any respect conformable to
6 the laws of the State of Idaho by a vote of the required percentage
7 of stockholders as required by the laws of the State of Idaho then
8 entitled to vote at a meeting of stockholders called for that
9 purpose as prescribed by law.

10
11 IN WITNESS WHEREOF, we have hereunto set our hands and seals
12 this 17th day of September, 1966.

13
14 Harold Shaw

15
16 Dick C. Tragle

17
18 Josephine Shaw
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ELAM, BURKE, JEPPESEN AND EVANS
ATTORNEYS AT LAW
1010 BANK OF IDAHO BUILDING
P. O. BOX 1868
BOISE, IDAHO 83701

1 STATE OF IDAHO)
2 : ss.
3 County of Ada)

4 On this 17th day of September, 1966, before me, the under-
5 signed Notary Public in and for said State, personally appeared
6 ~~HAROLD SHAW~~, DICK INGLE, ~~JOSEPHINE SHAW~~, known to me to be the
7 persons whose names ^{is} ~~are~~ subscribed to the within instrument, and
8 acknowledged to me that ^{he} ~~they~~ executed the same freely and volun-
9 tarily and for the uses and purposes therein mentioned and that
10 ^{he} ~~each~~ is a citizen of the United States.

12 IN WITNESS WHEREOF, I have hereunto set my hand and affixed
13 my official seal the day and year in this certificate first above
14 written.

15
16 Dyron J. Johnson
Notary Public for Idaho

17 Residing at: Boise, Idaho
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