

CERTIFICATE OF INCORPORATION
OF

SHAW 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 _____

SHAW CONSTRUCTION, INC.

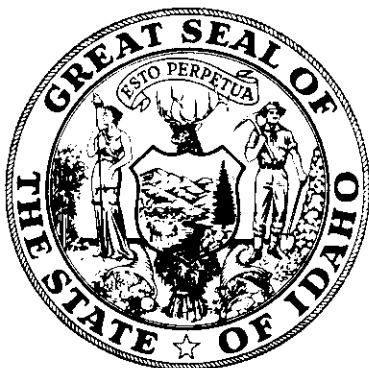
duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received
in this office and are found to conform to law.

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:

April 2

81



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

SHAW CONSTRUCTION, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, in order to form a corporation for the purposes hereinafter stated, pursuant to the Idaho Business Corporation Act, do hereby adopt the following articles of incorporation, to-wit:

I

NAME

The name of this corporation shall be Shaw Construction, Inc.

II

PURPOSES

The purposes for which this corporation is formed are as follows:

(a) To act as a general contractor for the construction, repairing, and remodeling of buildings and public works of all kinds, and for the improvement of real estate, and the doing of any and all other business and contracting incidental thereto, or connected therewith, and the doing and performing of any and all acts or things necessary, proper, or convenient for or incidental to the furtherance or the carrying out of the powers or purposes herein mentioned.

(b) To enter into, make, perform and carry out contracts of every kind or nature with any person, firm or corporation, both municipal and private;

(c) To institute, enter into, carry on, assist, promote and participate in financial, commercial or industrial or other businesses or works, enterprises and operations of all types and descriptions;

(d) To acquire and pay for in cash, stock or bonds of the corporation or otherwise the good will, rights and assets and property and to undertake to assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation; to sell, dispose of, lease, assign, transfer, mortgage and convey the rights, privileges, franchises, real or personal property of the corporation, other than its franchise of being a corporation, and to acquire, purchase, guarantee, hold, mortgage, vote, sell, pledge or otherwise dispose of and deal in shares, bonds, securities, debentures and other evidence of indebtedness of other corporations, domestic or foreign;

(e) To make, draw, accept, endorse, transact, execute and issue promissory notes, bonds, bills of exchange, debentures and other negotiable instruments;

(f) In furtherance of the purposes of the corporation, to incur debt and raise, borrow and secure the payment of money in any lawful manner, including the issuance and sale or other disposition of stocks, bonds, debentures, obligations, negotiable instruments and evidence of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise;

(g) To carry on any other business which may seem to the corporation capable of being financially carried on in connection with its business or calculated, directly or indirectly, to enhance the value or render profitable any of the corporation's property or rights;

(h) To perform any part of its business inside or outside of the State of Idaho and to do all things set forth herein to the same extent and as fully to all intents and purposes as a natural person might or could do;

(i) To purchase, hold, sell and transfer the shares of its own capital stock; provided, however, that it shall not use its funds and property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly;

(j) To conduct business in this state, other states, the District of Columbia and in foreign countries and to have one or more offices and places of business inside or outside of this state and to acquire, receive, hold, purchase, mortgage, dispose of and convey real or personal property located inside or outside the State of Idaho;

(k) In general, to carry on any other business and to have and exercise all rights and powers conferred by the laws of the State of Idaho upon corporations and to do all acts necessary or expedient to accomplish the purposes herein enumerated.

III

DURATION

The period of existence and duration of this corporation shall be perpetual.

IV

REGISTERED OFFICE

The initial location of the principal place of business and registered office of this corporation shall be at Mountain Home, Idaho, and the mailing address shall be 455 East 16th North, Mountain Home, Idaho 83647. The name of the initial registered agent at the above address shall be Ronald L. Shaw.

V

CAPITAL STOCK

The amount of the total authorized capital stock of this corporation is 100 shares without nominal or par value. No

distinction shall exist between the shares of the corporation and all such shares shall have the same rights in the corporation. All or any portion of the capital stock may be issued for cash or in payment for real or personal property, services or any other right or thing of value, for the uses and purposes of the corporation, and when so issued shall become and be fully paid the same as though paid for in cash at par, and the board of directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock. No assessments or calls shall be made upon fully-paid capital stock.

VI

INCORPORATORS

The names and post office addresses of the incorporators and the number of shares subscribed by each are as follows:

NAME	POST OFFICE ADDRESS	NO. OF SHARES
Ronald L. Shaw	455 East 16th North Mountain Home, Idaho 83647	1
Shirley A. Shaw	455 East 16th North Mountain Home, Idaho 83647	1

VII

GOVERNING BODY

The governing body of this corporation shall consist of a board of two directors, who shall be elected annually as provided by the by-laws. The number of the board of directors may be changed from time to time as prescribed by the by-laws, but shall be not less than two nor more than seven. The names and post office address of those who are selected to act as directors until the first annual election are as follows:

NAME	POST OFFICE ADDRESS
Ronald L. Shaw	455 East 16th North Mountain Home, Idaho 83647
Shirley A. Shaw	455 East 16th North Mountain Home, Idaho 83647

VIII

POWERS OF THE BOARD OF DIRECTORS

In addition to other powers, the board of directors is authorized to make, alter or amend the by-laws of the corporation, to fix the amount of capital stock to be reserved as working capital or treasury stock, over and above its capital stock paid in, and to authorize and cause to be executed mortgages, liens or other encumbrances on the real and personal property of the corporation.

We, the undersigned, being each one of the original subscribers to the capital stock hereinbefore mentioned, for the purpose of forming a corporation to do business both within and outside of the State of Idaho, and pursuant to the laws of the State of Idaho, do make and file these articles of incorporation and we respectively agree to take the number of shares of stock hereinbefore set opposite our respective names.

IN WITNESS WHEREOF, we have hereunto set our hands in the City of Mountain Home, County of Elmore, State of Idaho, this 27th day of March, 1981.

Ronald L. Shaw
Ronald L. Shaw
Shirley A. Shaw
Shirley A. Shaw

