

FILED EFFECTIVE

**ARTICLES OF INCORPORATION
OF
MORT'S DUST AND EROSION CONTROL, INC.**

2006 APR 18 PM 12:22
SECRETARY OF STATE
STATE OF IDAHO
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**ARTICLE I.
NAME**

The name of the Corporation is MORT'S DUST AND EROSION CONTROL, INC.

**ARTICLE II.
PURPOSES**

This Corporation is organized to:

A. Act as a general or specialty contractor and engage in all construction activities under the laws of the State of Idaho or any other jurisdiction where the corporation is licensed to carry on such business; and

B. To engage in any business, trade or activity that may be conducted lawfully by a corporation organized under the laws of the State of Idaho.

**ARTICLE III.
SHARES**

This Corporation is authorized to issue 1,000,000 shares of common stock.

**ARTICLE IV.
NO PREEMPTIVE RIGHTS**

Shareholders have no preemptive rights to acquire shares issued in the future.

**ARTICLE V.
NO CUMULATIVE VOTING**

At each election for directors, every shareholder entitled to vote at such election has the right to vote in person or by proxy the number of shares held by such shareholder for as many persons as there are directors to be elected. No cumulative voting for directors shall be permitted.

IDAHO SECRETARY OF STATE
04/18/2006 05:00
CK: 4254 CT: 149034 BH: 949881
1 @ 20.00 = 20.00 EXPEDITE C # 2

IDAHO SECRETARY OF STATE
04/18/2006 05:00
CK: 9955 CT: 199370 BH: 949880
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**ARTICLE VI.
BYLAWS**

The Board of Directors shall have the power to adopt, amend or repeal the bylaws or adopt new bylaws. Nothing herein shall deny the concurrent power of the shareholders to adopt, alter, amend or repeal the bylaws.

**ARTICLE VII.
REGISTERED OFFICE AND AGENT AND MAILING ADDRESS**

The name of the initial registered agent of this Corporation and the address of its initial registered office are as follows:

Denise M. Lawless
4493 West Seltice Way
Post Falls, ID 83854

The mailing address of corporation shall be as follows:

P.O. Box 11072
Spokane, WA 99211

**ARTICLE VIII.
DIRECTORS**

A. The number of directors of this Corporation shall be determined in the manner specified by the bylaws and may be increased or decreased from time to time in the manner provided therein.

B. The term of the initial directors shall be until the first annual meeting of the shareholders or until their successors are elected and qualified, unless removed in accordance with the provisions of the bylaws.

**ARTICLE IX.
SHAREHOLDER VOTING REQUIREMENTS FOR CERTAIN TRANSACTIONS**

To be adopted by the shareholders, amendment of the Articles of Incorporation, a plan of merger or share exchange, the sale, lease, exchange, or other disposition of all, or substantially all, of the Corporation's assets other than in the usual and regular course of business, or dissolution of the Corporation must be approved by each voting group of shareholders entitled to vote thereon by a majority of all the votes entitled to be cast by that voting group.

ARTICLE X. INCORPORATOR

The name and address of the incorporator is as follows:

Denise M. Lawless
4493 West Seltice Way
Post Falls, ID 83854

ARTICLE XI. LIMITATION OF DIRECTORS' LIABILITY

A director shall have no liability to the Corporation or its shareholders for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by the director, or a knowing violation of law by the director, or for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If the Idaho Corporation laws is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the full extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

ARTICLE XII. INDEMNIFICATION OF DIRECTORS AND OFFICERS

A. Right to Indemnification. Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the Corporation or, while a director or officer, he or she is or was serving at the request of the Corporation as a director, trustee, officer, employee or agent of another corporation or of a partnership, joint venture, trust or the enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, trustee, officer, employee or agent or in any other capacity while serving as a director, trustee, officer, employee or agent, shall be indemnified and held harmless by the Corporation, to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including attorney's fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, trustee, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided in paragraph B of this Article with respect to proceedings seeking to enforce rights to indemnification, the Corporation shall indemnify any such person seeking indemnification in

connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right of indemnification conferred in this paragraph shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of the proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this paragraph or otherwise.

B. Rights of Claimant to Bring Suit. If a claim under the preceding paragraph is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the application period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid such expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the corporation), and thereafter the Corporation shall have the burden of proof to overcome the presumption that the claimant is not so entitled. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel or its shareholders) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses to the claimant is proper in the circumstances nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel or its shareholders) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses to the claimant is proper in the circumstances nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel or its shareholders) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

C. Nonexclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, bylaws, agreement, vote of shareholders or disinterested directors or otherwise.

D. Insurance, Contracts, and Funding. The Corporation may maintain insurance, at its expense, to protect itself and any director, trustee, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person

against such expense, liability or loss under the Idaho Corporation laws. The Corporation may, without further shareholder action, enter into contracts with any director or officer of the Corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

E. Indemnification of Employees and Agents of the Corporation. The Corporation may, by action of its Board of Directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the Corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the Corporation pursuant to rights granted pursuant to, or provided by, the Idaho Corporation laws or otherwise.

The undersigned person, of the age of eighteen years or more, as incorporator of this Corporation under the Idaho Corporation law, adopts these Articles of Incorporation.

DATED this 17th day of April 2006.


Denise M. Lawless, Incorporator

CONSENT TO SERVE AS REGISTERED AGENT

I, Denise M. Lawless hereby consent to serve as Registered Agent, in the State of Idaho, for Mort's Dust and Erosion Control, Inc. I understand that as agent for the Corporation, it will be my responsibility to receive service of process in the name of the Corporation; to forward all mail to the Corporation; and to immediately notify the office of the Secretary of State in the event of my resignation, or of any changes in the registered office address of the Corporation for which I am agent.

DATED this 17th day of April 2006.


Denise M. Lawless