

FILED/EFFECTIVE

JUN 16 7 50 AM '00

ARTICLES OF INCORPORATION

OF

B D W CORP.

SECRETARY OF STATE
STATE OF IDAHO

The undersigned natural persons, each more than eighteen years of age, hereby establish a corporation pursuant to the Statutes of Idaho and adopt the following Articles of Incorporation.

ARTICLE I

Name. The name of this Corporation is: B D W CORP.

Period of Duration. The Corporation shall have perpetual existence.

ARTICLE II

Purposes. The purposes for which the Corporation is organized are as follows:

To operate a construction business, including, but not limited to the construction and remodeling of buildings and other structures.

To rent, lease, buy, sell or manage any establishment or place of business incidental to the operation of any business enumerated above.

To engage in the transaction of any or all lawful business for which corporations may be incorporated under the Statutes of Idaho.

ARTICLES OF INCORPORATION * 1.

IDAHO SECRETARY OF STATE

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ARTICLE III

The aggregate number of shares which the Corporation shall have authority to issue is as follows: One thousand (1,000) shares of common stock with voting rights, having one dollar (\$1.00) par value per share and said stock shall be nonassessable.

ARTICLE IV

Preemptive Rights. Shareholders shall have preemptive rights in any stock, issued or unissued, giving them the right of first refusal in the transfer of any corporate stock.

ARTICLE V

Cumulative Voting. Cumulative voting shall be allowed in the election of directors.

ARTICLE VI

Provisions for Regulation of Internal Affairs

Section 1. Meeting of Stockholders. Meetings of the stockholders of the Corporation may be held at such place, either within or without the State of Idaho, as may be provided in the Code of By-Laws.

Section 2. Meetings of Directors. The meetings of the Board of Directors of the Corporation, regular or special, may be held either within or without the State of Idaho.

Section 3. Code of By-Laws. The Code of By-Laws or the Corporation shall be adopted by its Board of Directors. The power to

alter, amend or repeal the By-Laws or adopt new By-Laws shall be vested solely in the Board of Directors. The By-Laws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with the law or Articles of Incorporation.

Section 4. Interest of Directors in Contracts. Any contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its directors are stockholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the corporation which acts upon or in reference to such contract or transactions, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall nevertheless authorize, approve and ratify such contract or transaction by vote of a majority of the directors present, such interested director or directors to be counted in calculating the majority necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be

valid under the common and statutory law applicable thereto.

Section 5. Amendments of Articles of Incorporation. The Corporation reserves the right, from time to time, to amend, alter or repeal or to add any provisions of its Articles of Incorporation in the manner prescribed by the laws of Idaho.

ARTICLE VII

Initial Registered Office and Agent

Section 1. Registered Office. The address of the initial registered office of the Corporation shall be 25 W. Commercial Street, Weiser, Idaho 83672.

Section 2. Registered Agent. The name of the initial registered agent of the Corporation at such address shall be Carl J. Pike.

ARTICLE VIII

Directors

Section 1. Number of Directors. The business and affairs of the Corporation shall be managed by a Board of Directors, which shall exercise all the powers of the Corporation except as otherwise provided in the Idaho Corporation Code. The number of directors of the Corporation shall not be less than one (1), nor more than (5), and the exact number shall be fixed by the By-Laws of the Corporation. In the absence of a By-Law the number of directors shall be two (2). The number of directors may be increased or decreased from time to time by amendment of the Code of By-Laws,

but no decrease shall have the effect of shortening the term of any incumbent directors. Directors need not be stockholders of the Corporation.

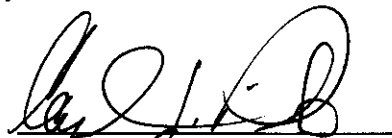
Section 2. Names and Addresses. The names and addresses of the incorporators and initial directors of the Corporation are as follows:

Carl J. Pike
1676 Cove Road
Weiser, Idaho
83672

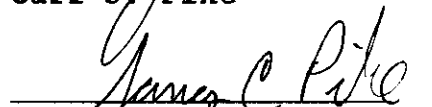
James Christopher Pike
5024 S. Happy Valley Road
Nampa, Idaho
83687

Billie DeYoung
751 County Rd 70
Weiser, ID
83672

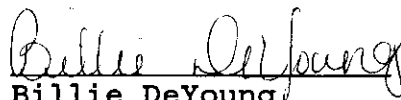
IN WITNESS WHEREOF, we, the undersigned, being all the incorporators designated in Article VIII of the foregoing Articles of Incorporation, have executed said Articles of Incorporation as of the 13th day of June, 2000.



Carl J. Pike



James Christopher Pike



Billie DeYoung