

CERTIFICATE OF AUTHORITY
OF

SUNDT INDUSTRIAL CONTRACTORS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **SUNDT INDUSTRIAL CONTRACTORS, INC.**

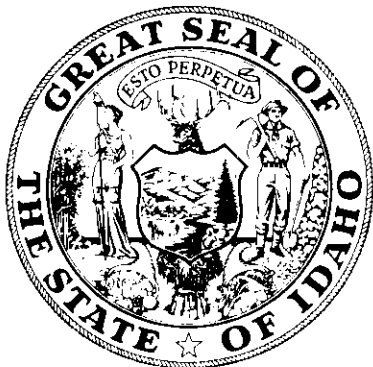
_____ for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to **SUNDT INDUSTRIAL CONTRACTORS, INC.**

to transact business in this State under the name **SUNDT INDUSTRIAL CONTRACTORS, INC.**

_____ and attach hereto a duplicate original of the Application for such Certificate.

Dated **September 16, 1983**



SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is SUNDT INDUSTRIAL CONTRACTORS, INC.
2. *The name which it shall use in Idaho is SUNDT INDUSTRIAL CONTRACTORS, INC.
3. It is incorporated under the laws of Arizona
4. The date of its incorporation is July 7, 1976 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 4001 E. Irvington Road, Tucson, AZ 85714
6. The address to which correspondence should be addressed, if different from that in item 5 P.O. Box 26746, Tucson, AZ 85726
7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
To conduct a general engineering and heavy construction business.

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
SEE ATTACHED		

10. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
250,000	Common	\$20.00
50,000	5% Cumulative Preferred	\$20.00

(continued on reverse)

11. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
250	Common	\$20.00
none	5% Cumulative Preferred	\$20.00

12. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

13. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated August 31, 19 83

SUNDT INDUSTRIAL CONTRACTORS, INC.

By

M. A. Hustad
M. A. Hustad

Its _____ President

and

T. M. Mazzecco
T. M. Mazzecco

Its _____ Secretary

STATE OF ARIZONA)

) ss:

COUNTY OF PIMA)

I, DONNA M. HILL, a notary public, do hereby certify that on this 31st day of August, 19 83, personally appeared before me M. A. Hustad, who being by me first duly sworn, declared that he is the President of SUNDT INDUSTRIAL CONTRACTORS, INC.

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

Donna M. Hill

Notary Public

My Commission Expires Dec. 7, 1986

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

SUNDT INDUSTRIAL CONTRACTORS, INC.

<u>Name</u>	<u>Title</u>	<u>Address</u>
R. S. Sundt	Chairman of the Board	4001 E. Irvington Road Tucson, Arizona 85714
M. A. Hustad	President, Director	4001 E. Irvington Road Tucson, Arizona 85714
E. Humphrey	Vice President	4001 E. Irvington Road Tucson, Arizona 85714
A. W. Irwin	Vice President	4001 E. Irvington Road Tucson, Arizona 85714
W. Rux	Vice President	4001 E. Irvington Road Tucson, Arizona 85714
J. S. Williams	Vice President	4001 E. Irvington Road Tucson, Arizona 85714
T. M. Mazzocco	Secretary, Treasurer Director	4001 E. Irvington Road Tucson, Arizona 85714
A. T. Jones	Director	4001 E. Irvington Road Tucson, Arizona 85714

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RECEIVED STATE

ARTICLES OF INCORPORATION
OF
STOUT CONSTRUCTION, INC.

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KNOW ALL MEN BY THESE PRESENTS:

That the undersigned incorporators, desiring to form a corporation under the laws of the State of Arizona, do hereby associate themselves together for that purpose, and adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation is:

STOUT CONSTRUCTION, INC.

ARTICLE II

The purpose or purposes for which the corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Arizona, as they now exist or may be amended from time to time, and specifically, but not in limitation thereof, the operation of a general construction business.

ARTICLE III

Initially, the business to be conducted by the corporation is:

To carry on and conduct a general construction business including the designing, constructing, enlarging, extending, repairing, completing, removing, or otherwise engaging in any work upon power plants, industrial plants and other systems and works of every description and kind, buildings, structures, manufacturing plants, and all kinds of excavation, and iron, steel, wood, masonry, mechanical, electrical, and earth construction and installations, to make, execute, and take or receive any contracts, subcontracts or assignments of contracts and to contract, or subcontract therefor or relating thereto or connected therewith; and to manufacture or otherwise acquire and furnish all buildings and other materials and supplies of any kind and nature; to manufacture, produce, adapt, and prepare, deal in and deal with any materials, articles, or things incidental to or

required for, or useful in connection with any of its business; to carry on the further business or mining, milling, concentrating, converting, smelting, treating, refining, preparing for market manufacturing, buying, selling, exchanging and otherwise producing and dealing in any mineral or element, ores, metals, oils, petroleum, natural gas, hydrocarbons, acids and chemicals, and in the products and by-products of every kind and description and by whatsoever process, the same can be or may hereafter be produced; to participate in or to let franchises, subsidies, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, person, firm, association or corporation with respect to the foregoing business purposes or any business purpose set forth hereafter.

To hold meetings within or without the State of Arizona, and to carry on any other lawful business whatsoever and to do all and everything necessary and advantageous in connection with and for the accomplishment of the foregoing, or which is calculated directly or indirectly, to promote the interests of the corporation; and to do any or all of the things hereinbefore set forth to the same extent as natural persons could do, all upon such terms and conditions as its Board of Directors may determine.

In furtherance of the preservation and acquisition of capital assets and in conducting its ordinary business, the corporation shall have the following powers:

To take, acquire, make contracts, buy, hold, own, maintain, work, develop, sell, purchase, convey, pledge, lease, bond, locate, rent, mortgage, exchange, improve, insure and otherwise deal in and dispose of real and personal property of every kind and nature; to loan, invest and borrow money; to guarantee the obligations of others; to issue shares of stock, debentures, bonds, notes and other obligations and evidences of indebtedness and secure the same by mortgages, deeds of trust, security agreements or otherwise or upon such other security or terms as may be arranged; to own, handle, control, issue, cancel, retire and reissue shares of its own capital stock; to own, hold, buy, handle, control, vote, sell, guarantee, deliver, and otherwise deal in stocks, bonds, debentures, and securities of any other corporation or person.

The corporation may enter into partnership agreements, franchise agreements, or into any arrangement for sharing of profits, union of interest, cooperation, joint venture, reciprocal concession or otherwise, with any person,

partnership, corporation or other entity carrying on or engaged in, or about to carry on or engage in, any business or transaction which this corporation is authorized to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this corporation; and to lend money to, guarantee contracts of, or otherwise assist any such person, partnership, corporation or other entity, and to take or otherwise acquire shares and securities of any such corporation, and to sell, hold, reissue, with or without guaranty, or otherwise deal with the same.

The foregoing paragraphs shall be construed as the objects, purposes and powers of this corporation, and it is expressly intended that said objects, purposes and powers shall not be limited or restricted by reference to or inference from the terms of any other clause, term or paragraph herein contained.

ARTICLE IV

The amount of the total authorized capital stock of the company is 300,000 shares, 250,000 of which are to be common stock with a par value of \$20.00 per share, herein called common stock, and 50,000 shares of which are to be 5% cumulative preferred stock of a par value of \$20.00 per share, herein called preferred stock. The holders of the preferred stock shall be entitled to receive, and the Company shall be bound to pay thereon, cumulative dividends per share from and after July 31, 1976, or from date of issuance if issued thereafter, at the rate of 5% per annum in lawful money of the United States of America, payable annually or more frequently as the Board of Directors shall solely elect; and no dividends shall be declared or paid on the common stock of this corporation until all dividends upon the preferred stock shall be paid or accumulated and set aside from and after July 31, 1976, or from date of issuance if issued thereafter. If this corporation fails to pay dividends on preferred stock for a period of five consecutive years at any time after July 31, 1976, or from date of issuance if issued thereafter, then each share of preferred stock shall be entitled to all the voting rights and privileges pertaining to common stock for and until said preferred dividends in arrears have been fully paid.

In addition to the payment of preferred dividends, preferred stock shall be entitled to the payment of a participating dividend as hereinafter set forth. The holders of the common stock of the corporation shall be entitled to such dividends in such amount as the Board of Directors of

the corporation shall from time to time declare, not to exceed, however, 5% per share annually; provided, however that no common dividends shall be paid unless all preferred dividends in arrears have been paid and current preferred dividends either paid or provided for.

In addition to the preferred dividends required to be paid by the corporation from its profits, and the common dividends which may be declared by the Board of Directors, the Board of Directors is further authorized, after paying or providing for the payment of all current preferred dividends and preferred dividends in arrears, if any, and after paying or providing for the payment of common dividends as hereinbefore limited, to distribute from the profits of the corporation an additional dividend to be known as a "participating dividend", which dividend shall be paid in such amount per share as the Board of Directors shall determine, to each stockholder of the corporation irrespective of whether the stock of such stockholder is preferred or common, so that for purposes of participating dividends, the holders of common stock and preferred stock shall be treated equally. All voting rights on stock shall be vested exclusively in the common stock of the corporation except as hereinabove provided in the event of the default in the payment of preferred dividends for five consecutive years. The holders of preferred stock shall be entitled to notices of stockholders' meetings and have full rights of participation in the meetings other than voting privilege.

In the case of any dissolution, liquidation or winding up of the corporation, the surplus assets, after payment of debts, shall first be paid to the holders of preferred stock (a) if such was involuntary to the extent of the par value thereof; or, (b) if such was voluntary at the rate of \$20.00 for each share of the preferred stock held, plus an amount equal to all accrued and unpaid dividends thereon to the date of payment thereof, and no more; and, the remainder of the assets shall be divided among the holders of common stock.

The stock of the corporation, whether common or preferred, shall be issued as fully paid for and forever non-assessable. The judgment of the Board of Directors as to the value of the property or services rendered in exchange for stock shall be conclusive in the absence of actual fraud in the transaction.

The corporation by resolution of the Board of Directors shall have the right to call and purchase from time to time any part or all of the preferred stock issued and outstanding at the rate of Twenty Dollars (\$20.00) per share, plus any unpaid and/or accrued dividends. In the event that less than all of such stock shall be called or redeemed at one time, such part thereof as is to be called or redeemed at that time shall be called and redeemed in such manner, whether by lot or otherwise, as the Board of Directors of the corporation shall determine.

Dividends on common stock shall not be cumulative, shall be paid only if earned and shall be considered earned only after payment of preferred stock dividends and retirement of preferred stock, if retired by the Board of Directors.

ARTICLE V

The name and address of the initial statutory agent is:

DONALD S. ROBINSON
P. O. Box 2268
Tucson, Arizona 85702

ARTICLE VI

Initially, the known place of business of the corporation shall be:

33 North Stone Avenue
Tucson, Arizona 85701

ARTICLE VII

The number of members to serve on the Board of Directors shall be fixed by the bylaws. The initial Board of Directors shall consist of two (2) members. The names and addresses of persons who shall serve as directors until the first annual meeting of the shareholders, or until their successors are elected and qualify, are:

Donald S. Robinson
32 North Stone Avenue
Tucson, Arizona 85701

Peter Johnson
32 North Stone Avenue
Tucson, Arizona 85701

ARTICLE VIII

The names and addresses of the incorporators of the corporation are:

Donald S. Robinson
32 North Stone Avenue
Tucson, Arizona 85701

Peter Johnson
32 North Stone Avenue
Tucson, Arizona 85701

All powers, duties and responsibilities of the incorporators shall cease on the date and at the time of convening the organization meeting of the Board of Directors.


IN WITNESS WHEREOF, we have hereunto subscribed our names this 6th day of July, 1976.


DONALD S. ROBINSON


PETER JOHNSON

STATE OF ARIZONA)
) ss.
COUNTY OF PIMA)

The foregoing Articles of Incorporation were acknowledged before me by DONALD S. ROBINSON and PETER JOHNSON this 6th day of July, 1976.


Notary Public

My Commission Expires:

March 12, 1978

JUL 7 '76

DOCUMENTS ARE SUBJECT
TO REVIEW BEFORE FILING

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JUL 7 1976

dl

105943-A

ARIZONA CORPORATION COMMISSION
INCORPORATING DIVISION

FILED

JUL 7 1976

3:10 A.M. ^{2 copies of}
~~Robertson, Mollay, Dickitt - Jones P.C.~~
~~James, Hargrett, Jones~~
~~McDonnell 2368 - Jones 93 85762~~
~~Raymond Long~~
~~Donald E. Lewis~~
R # 50418

Mail
36 f.d.
Pomer Co.

Name Rec. Act dl.

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STATE OF ARIZONA
ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
STOUT CONSTRUCTION, INC.

AL CORP. COMMISSION
FOR THE STATE OF AZ.
FILED

Jan 22, 1982
DATE APPLIED FILED
TERM TIME
105943-9A

Pursuant to the provisions of Section 10-061 of the Arizona Revised Statutes, the undersigned corporation adopts the attached Articles of Amendment to its Articles of Incorporation:

- FIRST: The name of the corporation is Stout Construction, Inc.
- SECOND: The document attached hereto as Exhibit "A" sets forth the amendments to the Articles of Incorporation which were adopted by the unanimous vote of the Board of Directors of the corporation on January 22, 1982, in the manner prescribed by law.
- THIRD: There were no shares of capital stock of the corporation outstanding at the time of such adoption.

DATED: January 22, 1982.

STOUT CONSTRUCTION, INC.,
an Arizona corporation

By 
President

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EXHIBIT "A"

1. ARTICLE I is amended to read as follows:

"The name of the corporation shall be: *1/15*
SUNDT INDUSTRIAL CONTRACTORS, INC."

2. The first two lines of the first unnumbered paragraph under Article III, setting forth initial purposes, are amended to read as follows:

"To conduct a general engineering and heavy construction business, including, but not limited to, the designing, constructing, enlarging . . ."

By Peter Johnson
Secretary

ACKNOWLEDGEMENT

STATE OF ARIZONA }
COUNTY OF PIMA } ss.

The foregoing instrument was acknowledged before
me this 22nd day of January, 1982, by DONALD S.
ROBINSON, as President, and PETER JOHNSON, as Secretary, of
STOUT CONSTRUCTION, INC., an Arizona corporation, on behalf
of the corporation.

James D. Kelly
Notary Public

My Commission Expires:

March 19, 1982