

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

UTILITIES CONTRACTORS ASSOCIATION, INC.

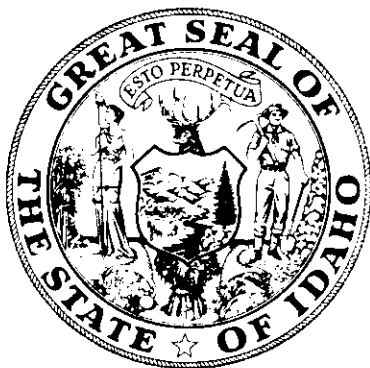
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

UTILITIES CONTRACTORS ASSOCIATION, 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: *November 29, 1982*



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

RECEIVED
'82 NOV 29 PM 1 15
November 15, 1982

Office of Secretary of State
State of Idaho
Statehouse
Boise, Idaho 83720

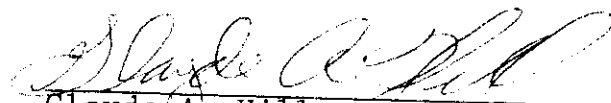
Attention: Corporations Clerk


Gentlemen:

two-thirds
We, the undersigned, being ~~all~~ of the incorporators of Utilities Contractors, Inc., an Idaho corporation, do hereby waive all of our entitlement to the use of said corporate name and consent that said name or something similar thereto may be used by Clinton Isensee of Boise, Idaho, and his associates, to form a new corporation under the name of Utilities Contractors Association, Inc., an Idaho corporation.

Very truly yours,


Reynold K. Miller


Glayde A. Hill


Douglas A. Hadley

* DOUG HADLEY IS NO LONGER ASSOCIATED WITH UTILITIES CONTRACTORS, INC., IN ANY MANNER AND IS NOT CURRENTLY AVAILABLE FOR SIGNATURE. 7/27/1

7-11-15
'82 NOV 25 PM 1 15

ARTICLES OF INCORPORATION OF
UTILITIES CONTRACTORS ASSOCIATION, INC.

*
*

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, being natural persons of full age, citizens of the United States and residents of the State of Idaho, in order to form a corporation do hereby voluntarily associate ourselves together under and pursuant to the laws of the State of Idaho and do hereby certify and declare as follows:

ARTICLE I

The name of this corporation to be used in all its dealings and transactions is "UTILITIES CONTRACTORS ASSOCIATION, INC."

ARTICLE II

The purposes of the corporation shall be:

1. To solicit memberships in the Association from contractors and individuals who engage primarily in services to the utilities industries, and from businesses which furnish equipment and supplies to the utilities industries.
2. To establish a central "employment information center" to assist contractor members in locating and employing qualified personnel, and to assist individual members in obtaining employment according to their capabilities.
3. To standardize job classifications by function (draftsman, project engineer, etc.)
4. To keep members informed of activities within the industry by publishing a monthly newsletter.
5. To provide methods and means whereby members may avail themselves of the advantages and powers of a combined effort, particularly in establishing uniformity in bidding practices with utilities companies, obtaining group insurance for employees, formation of a credit union for members who wish to participate, establishing a retirement plan, and forming a legal staff.

6. To promote more cordial and cooperative relations between and among the contractor members themselves, as well as those businesses (principally utilities companies) with whom they generally deal.
7. To seek correction of injurious, discriminatory and unfair business methods practiced either by or against members.
8. To acquire by purchase or lease or otherwise, lands and interest in lands and to own, hold, improve, develop and manage any real estate so acquired and to erect or cause to be erected on any lands owned, held or occupied by the corporation, buildings or other structures with their appurtenances and to rebuild, enlarge, alter or improve any buildings or structures now or hereafter erected on any land so owned, held or occupied, and to mortgage, sell, lease or otherwise dispose of any lands or interest in lands and in buildings or other structures, and any stores, shops, suites, rooms or parts of any buildings or other structures at any time owned or held by the corporation.
9. In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties and the performing of all other acts which may be incidental to the proper carrying on of said corporation.
10. In furtherance and not in limitation of the general power as conferred by the laws of the State of Idaho, and by the principles of law authorizing formation of this corporation, it shall also have the following purposes and powers, it being expressly provided that the enumeration of specific powers shall not be construed to limit or restrict in any manner the aforesaid powers of the corporation.
11. It is the intention that the objects, purposes and powers hereinbefore specified shall, except where otherwise specified in said paragraphs be in no wise limited or restricted by reference to or inference from the terms of any other clause or paragraph in these articles of incorporation, but that the objects, purposes and powers hereinbefore specified and in each of the paragraphs or clauses of these articles shall be regarded as independent objects, purposes and powers.
12. To do any and all other things necessary, suitable and proper for the accomplishment of any of the purposes, for the attainment of any of the objects or for the exercise of any of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals or corporations, whether in this State or throughout the United States, and elsewhere, and to do any other act or acts, thing or things incidental or appurtenant to or connected with the business hereinbefore described, or any part or parts thereof, if not inconsistent with the law under which this corporation is organized.

13. The corporation shall possess all the powers necessary to conduct the business or businesses and carry out the objects herein expressed, and all those expressly conferred together with all other powers bestowed upon such corporations under any of the laws of the State of Idaho, as well as those necessarily implied, and together with the following additional powers.
14. To act as agents, contractors, trustees and otherwise and either alone or in company with others, as fully and to the same extent as natural persons might or could do and in any part of the world.
15. To borrow money of any person, firm or corporation and to issue bonds, debentures or obligations of this corporation and to secure the same by mortgage, pledge, deed of trust, or by any other lawful means.
16. To purchase, acquire and own its shares of stock, but shares of such capital stock so purchased or acquired may be resold unless such shall have been retired for the purpose of decreasing the company's capital stock as provided by law.
17. To purchase, hold, sell, exchange or transfer or otherwise deal in shares of its own capital stock, bonds, or other obligations from time to time to such an extent and in such manner and upon such terms as its board of directors shall determine; provided that this corporation shall not use any of its funds or property for the purchase of its own shares of capital stock when such would cause any impairment of its capital; and provided, further, that such shares shall not be voted upon, directly or indirectly.
18. In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV

The location and post office address of the registered office of the corporation in the State of Idaho is 1365 North Orchard Street, Boise, Idaho 83706. The Registered Agent is Clinton D. Isensee, at the same address.

ARTICLE V

The total authorized number of shares is 100,000, with a par value of \$1.00 per share. The aggregate par value of the total authorized number of shares is \$100,000.00, to be represented by stock certificates, with one (1) vote per share to the registered owner on the books of the corporation at the time of voting. Cumulative voting of shares is authorized.

ARTICLE VI

The shares in this corporation shall be classified as common shares. The holder of these shares will have the first right to participate in the future sale of treasury common shares on the basis of the shares held in his or her name in the records of the corporation. The shares of this corporation shall be nonassessable.

ARTICLE VII

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

<u>NAMES</u>	<u>ADDRESSES</u>	<u>SHARES</u>
Clinton D. Isensee	4313 Hillcrest Dr., Boise, Idaho 83705	1
Frank A. McKinnis	1606 North 18th St., Boise, Idaho 83702	1
Donald E. Waters	810 Cranmer, Idaho Falls, ID 83402	1

ARTICLE VIII

The corporation reserves the right to amend, alter, change or repeal any provision contained in these articles of incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred hereon on stockholders, directors and officers are subject to this reserved power.

ARTICLE IX

These articles may be amended by resolution setting forth such amendment or amendments, adopted at any meeting of the

stockholders by vote of the majority of all the stock of said corporation then outstanding.

ARTICLE X

Until the first annual meeting of the stockholders and the election and qualification of the officers, the following persons shall serve as the officers:

President: Frank A. McKinnis
Vice-President: Clinton D. Isensee
Secretary: Donald E. Waters
Treasurer: Donald E. Waters

ARTICLE XI

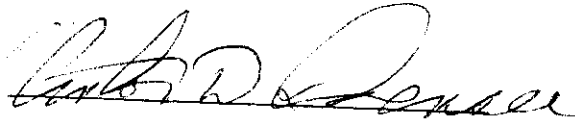
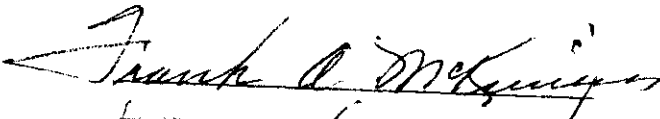
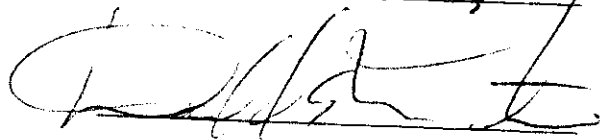
Until the first annual meeting of the stockholders and the election and qualification of directors, the following persons shall serve as the directors:

<u>NAME</u>	<u>ADDRESS</u>
Clinton D. Isensee	4313 Hillcrest Dr., Boise, ID 83705
Frank A. McKinnis	1606 N. 18th St., Boise, ID 83702
Donald E. Waters	810 Cranmer, Idaho Falls, ID 83402

ARTICLE XII

The board of directors shall consist of three (3) members.

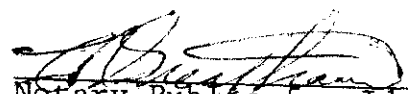
IN WITNESS WHEREOF, We have hereunto set our hands and seals this 24th day of November, 1982.

STATE OF IDAHO,)
) ss.
County of Ada.)

On this 24th day of November, in the year 1982, before me, the undersigned, a Notary Public in and for said State, personally appeared Clinton D. Isensee, Frank A. McKinnis, and Donald E. Waters, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same.

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



Notary Public for Idaho
Residing at Boise, Idaho