



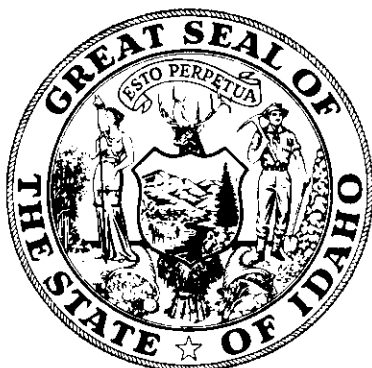
CERTIFICATE OF AUTHORITY
OF

S & W CONSTRUCTION COMPANY OF TENN., INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **S & W CONSTRUCTION COMPANY OF TENN., 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 **S & W CONSTRUCTION COMPANY OF TENN., INC.** to transact business in this State under the name **S & W CONSTRUCTION COMPANY OF TENN., INC.** and attach hereto a duplicate original of the Application for such Certificate.

Dated **August 3**, 19 **82**



SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

RECEIVED
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 SECRETARY OF
 STATE OF

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 S & W CONSTRUCTION COMPANY OF TENN, INC.
2. *The name which it shall use in Idaho is N/A
3. It is incorporated under the laws of Tennessee
4. The date of its incorporation is June 17, 1946 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 2881 Directors Cove, Memphis, Tennessee 38131
6. The 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
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
General building, construction and contracting business

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

Name	Office	Address
	See Attached	

9. 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
20,000	Common	\$10.00

(continued on reverse)

10. 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
<u>18,970</u>	<u>Common</u>	<u>10.00</u>

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

12. 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 July 23, 19 82

S & W CONSTRUCTION COMPANY OF TENN, INC.

By [Signature]

Its President - Western Division

and Betty L. Bailey

Its Secretary - Treasurer

STATE OF Utah)
COUNTY OF Salt Lake) ss:

I, Connie R. Stone, a notary public, do hereby certify that on this 23rd day of July, 19 82, personally appeared before me David W. Jacobs, who being by me first duly sworn, declared that he is the President of the Western Division, S & W Construction Company of Tenn, Inc., that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

Connie R. Stone
Notary Public

*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.

S & W CONSTRUCTION COMPANY OF TENN., INC.

SCHEDULE OF OFFICERS

All Divisions

- * W. C. Jenne', Jr.
Chairman of the Board & Chief Executive Officer
1577 Tomahawk
Salt Lake City, UT 84103
- * M. E. Hill, Jr.
Vice-Chairman of the Board
4371 Walnut Grove Road
Memphis, TN 38117
- Frank Patricke, Jr.
Assist. to the Chairman of the Board
8545 Taos Drive
Sandy, UT 84092
- * Betty L. Bailey
Secretary/Treasurer
3636 E. McLain Mtn. Cr.
Salt Lake City, UT 84121
- * Michael W. Flippin
Vice-President/Finance
5811 South Meadowcrest
Murray, UT 84107
- B. F. Garrick
Executive Vice President/Sales & Marketing
Winston-Salem, NC

CENTRAL DIVISION

President*

Wayne L. Smith
6815 Talisman Cove
Memphis, TN 38119

Vice President

Keith B. Saunders
1916 Walworth Ct.
Germantown, TN 38138

WESTERN DIVISION

President*

David W. Jacobs
8538 S. Terrace Dr.
Sandy, UT 84092

Vice President

James A. Petsche
9277 Peruvian Dr.
Sandy, UT 84092

Vice President

C. Steve Holland
8032 Mtn. Oaks Dr.
Salt Lake City, UT 84121

EASTERN DIVISION

President

W. F. Jenne
Bermuda Run
Advance, NC 27006

Vice President

Larry Umberger
Rt. 2, Box 154-A
Mocksville, NC 26028

Director

Frank J. Glankler, Jr., Attorney
One Commerce Square
17th Floor
Memphis, TN 38150

* Indicates Directors

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SECRETARY OF
STATE

CONSENT TO USE OF NAME

S & W Construction Co., Inc., a corporation, operating under the laws of the state of Idaho hereby consents to the qualification of S & W Construction Company of Tenn., Inc. in the state of Idaho.

In witness whereof, the said S & W Construction Co., Inc. has caused this consent to be executed by the proper officers or duly authorized agents on the 20 day of July, 1982.

S & W CONSTRUCTION CO., INC.

By: Stephen Wright

Title President

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SECRETARY OF
STATE

State of Tennessee



Department of State

I, GENTRY CROWELL, Secretary of State of the State of Tennessee, do hereby certify that the annexed is a true and correct copy of the Charter of

S & W CONSTRUCTION COMPANY, INC.

which was incorporated in Tennessee on June 17, 1946 in Corporation Record Book Volume 26, Page 42 and the amendments thereto as follows:

1. October 2, 1952 in P-36, Page 505 increasing the authorized capital.
2. November 6, 1961 in P-48, Page 955 name changed to

S & W CONSTRUCTION COMPANY OF TENN., INC.

3. January 2, 1963 in P-49, Page 920 changing the authorized capital stock.



IN WITNESS WHEREOF, I have hereto affixed my signature
and the Great Seal of the State, at Nashville, this 26th
day of July in the year of our Lord
nineteen hundred Eighty-Two

Gentry Crowell
Secretary of State

CHARTER FORM
Chapter 46, Acts of 1929

STATE OF TENNESSEE

Certificate of Incorporation

Name.

First. The name of this corporation is

S & W CONSTRUCTION COMPANY, INC.

Address.

Second. The address of the principal office of this corporation in the State of Tennessee is

Shrine Building
Memphis, Tennessee

Business.

Third. The general nature of the business to be transacted by this corporation is

1. To carry on and conduct a general engineering, building and contracting business, including but not limited to the designing, constructing, enlarging, repairing, removing, or otherwise engaging in any work upon buildings, houses, roads, highways, manufacturing plants, bridges, piers, docks, mines, shafts, waterworks, railroads, railway structures, levees, dams, and all iron, steel, wood, concrete, masonry and earth construction, and to extend and receive any concessions, contracts or assignments of contracts therefor, or in relation thereto, or connected therewith, and to manufacture and furnish the building materials and supplies connected therewith, and to do and carry on such other work of every kind as pertains to engineering, building, and contracting of any and every nature.
2. To do all and anything necessary, suitable, convenient or proper in the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated or incidental to the powers herein named, or which shall at any time appear conducive to or expedient for the protection or benefit of the corporation either as a holder or owner of any interest in any property or otherwise.

Stock, with
Classification
and
Distinguishing
Characteristics,
if any.

Fourth. The maximum number of shares of stock which this corporation is authorized to have outstanding at any time is
One thousand five Hundred (1,500) shares of common stock, par value \$100.00 per share.

One Thousand (1,000) shares of 5% cumulative preferred stock redeemable at 105, par value \$100.00 per share.

Initial
Capital.

Fifth. The amount of capital with which this corporation will begin business shall be (not less than One Thousand)
Ten Thousand (\$10,000.00) Dollars;
and when such amount so fixed shall have been subscribed for, all subscriptions of the stock of this corporation shall be enforceable and it may proceed to do business in the same manner and as fully as though the maximum number of shares authorized under the provisions of the preceding section hereof shall have been subscribed for.

Duration. Sixth. The time of existence of this corporation shall be perpetual.

Other Provisions.
(See Sec. 5,
Sub-section
7 of the
Corporation
Act of 1906.)

Seventh.

We, the undersigned, apply to the State of Tennessee, by virtue of the laws of the land, for a Charter of Incorporation for the purposes and with the powers, etc., declared in the foregoing instrument.

Witness our hands this the 15th day of June, 1916

Subscribing Witness:

Erich E. Schmied
Clinton J. Wagner
W. G. Boone

STATE OF TENNESSEE, COUNTY OF SHELBY

Personally appeared before me Dora Lewin

(Notary Public for the County of Shelby) the within-named incorporators,

Erich E. Schmied, Clinton J. Wagner and W. G. Boone
with whom I am personally acquainted, and who acknowledged that they executed the within application for a Charter of Incorporation for the purposes therein contained and expressed.

Witness my hand and official seal at office in Memphis, Tennessee, this 15th day of June, 1916.

(SEAL)

Dora Lewin
(Signature of County Court Clerk or Notary Public)

(If Notary Public) My Commission expires 6th day of April, 1917.

(Official Title) Notary Public

(Certificate of Probate for Subscribing Witness, if not Acknowledged by all of the Incorporators.)

STATE OF TENNESSEE, COUNTY OF

Personally appeared before me

of said County, the within-named
the subscribing witness and incorporator, with whom I am personally acquainted, and who acknowledged that he executed the within application
for a Charter of Incorporation for the purposes therein expressed; and the said

subscribing witness to the
signature subscribed to the within application, being first duly sworn, deposed and said that he is personally acquainted with the within-named
incorporators

and they did in his presence acknowledge that they executed the within application for a Charter of Incorporation for the purposes therein contained and expressed.

Witness my hand and official seal at office in Tennessee, this day

1916

(Signature of County Court Clerk or Notary Public)

(If Notary Public) My Commission expires day of 1916

(Official Title)

I, C. C. CARR, Secretary of State, do certify that this Charter, with certificate attached, the foregoing of which is a true copy, was this

day of June, 1916, at Nashville, Tennessee.

C. C. CARR, Secretary of State.

CERTIFICATE OF AMENDMENT

We, ERICH E. SCHMIED and BESSIE O. PEEL, the President and Secretary, respectively of S & W CONSTRUCTION COMPANY, INC., a corporation chartered and organized under the laws of the State of Tennessee, in pursuance to directions from the Directors of the corporation, hereby certify that at a meeting of the stockholders of said corporation, legally called and held at the office of said corporation in the city of Memphis a resolution in writing was adopted by an affirmative vote of the stockholders, said affirmative vote representing a majority of the shares of stock in said corporation, declaring the desire of the stockholders to amend the charter of their said company for the purpose of authorizing the issuance of additional shares of common stock and that said resolution was duly entered on the minutes of said corporation. Said resolution is as follows:

RESOLVED, that Article Fourth of the company's Certificate of Incorporation be amended to read as follows:

"Fourth. The maximum number of shares of stock which this corporation is authorized to have outstanding at any time is

Two thousand (2000) shares of common stock, par value \$100.00 per share.

One thousand (1000) shares of 5% cumulative preferred stock redeemable at 105, par value \$100.00 per share."

Now, therefore, we hereby certify to the fact of the adoption of said resolution by the stockholders of said corporation for the purpose above set out, to the end that this certificate may be duly recorded in the office of the Secretary of State.

Erich E. Schmied
President

Bessie O. Peel
Secretary

STATE OF TENNESSEE)
COUNTY OF SHELBY)

SS

Personally appeared before me, a Notary Public of the county aforesaid, Erich E. Schmied and Bessie O. Peel with whom I am personally acquainted, and who

before me in due form of law that Erich E. Schmied is the President and Bessie O. Peel

is the Secretary of S & W Construction Company, Inc., and that the foregoing certificate are true.

(SEAL)

My commission expires
My Commission Expires May 11, 1935

I, JAMES H. CUMMINGS, Secretary of State, do hereby certify that this amendment to charter, with certificate attached, the foregoing of which is a true copy, was this day registered and certified to by me. This the 2nd day of October, 1952.

JAMES H. CUMMINGS,
SECRETARY OF STATE

FEE: \$20.00

Amendment to Charter of Incorporation

AT A MEETING OF THE BOARD OF DIRECTORS OF

S & W CONSTRUCTION COMPANY, INC.

Name of Corporation

duly held at the office of said corporation in Memphis, Tennessee, or the 3rd day of
November, 1961, the following resolution was adopted, its advisability declared
and a meeting of the stockholders duly called to vote thereon; which resolution is as follows:

RESOLVED, that the name of this corporation be changed from
S & W CONSTRUCTION COMPANY, INC., its present name, to
S & W CONSTRUCTION COMPANY OF TENN., INC., by which latter
name it shall hereafter be known.

BE IT FURTHER RESOLVED, that Article First of the certificate
of this company be amended so as to read, to-wit:

First. The name of this corporation is S & W CONSTRUCTION
COMPANY OF TENN., INC.

We, ERICH E. SCHMIED and BESSIE O. PEEL
the President and Secretary, respectively, of S & W CONSTRUCTION COMPANY, INC.,
a corporation chartered and organized under the laws of the State of Tennessee, in pursuance to direc-
tions from the Directors of the corporation, hereby certify that at a meeting of the stockholders of
said corporation, legally called and held at the office of said corporation in the town of Memphis,
Shelby County, a resolution in writing was adopted by an affirmative vote of
the stockholders, said affirmative vote representing a majority of the shares of stock in said corpo-
ration, declaring the desire of the stockholders to amend the charter of their said company for the
purposes set forth in said resolution above set out, and that said resolution was duly entered on the
minutes of said corporation:

Now, therefore, we hereby certify to the fact of the adoption of said resolution by the stockholders
of said corporation for the purposes set out, to the end that this certificate may be duly recorded in the
office of the Secretary of State.

Witness our hands this the 3rd day of November, 1951.

Erich E. Schmied
President
Bessie O. Peel
Secretary

STATE OF TENNESSEE

COUNTY OF SHELBY

Personally appeared before me, a Notary Public of the county aforesaid
Erich E. Schmied and Bessie O. Peel
with whom I am personally acquainted, and who made oath before me in due form of law that
Erich E. Schmied is the president and
Bessie O. Peel is the Secretary of
S & W CONSTRUCTION COMPANY, INC. and that the statements made in the
foregoing certificate are true.

Witness my hand and official seal at office in Memphis, Tennessee, this 3rd
day of November, 19 61

(If Notary Public) My Commission expires 7th day of July, 19 63
Notary Public

We, the undersigned, comprising a majority of the Board of Directors of S & W
CONSTRUCTION COMPANY, INC., apply to the State of Tennessee for an amendment to the
Name of corporation
charter of that corporation for the purposes therein shown.

Witness our signatures this the 3rd day of November, 19 61

Erich E. Schmied
R. G. Brown
W. G. Boone

STATE OF TENNESSEE
COUNTY OF SHELBY

Personally appeared before me, a Notary Public
(official title), the within named Erich E. Schmied, R. G. Brown and
W. G. Boone

Directors of S & W CONSTRUCTION COMPANY, INC.
Name of corporation

with whom I am personally acquainted, and who acknowledge that as such Directors they executed the
within application for an amendment to the charter of incorporation for the purposes therein con-
tained and expressed.

Witness my hand and seal of office, this the 3rd day of November, 19 61

(If Notary Public) My Commission expires 7th day of July, 19 63
Official Title Notary Public

I, JOE C. CARR, Secretary of State, do hereby certify that
this amendment to charter, with certificate attached, the foregoing
of which is a true copy, was this day registered and certified to by me.

This the 6th day of November 1961.

JOE C. CARR,
SECRETARY OF STATE

FEE: \$10.00

CERTIFICATE OF AMENDMENT

We, ERICH E. SCHMIED and BESSIE O. PAEL, the President and Secretary, respectively, of L & W CONSTRUCTION COMPANY OF TENN., INC., a corporation chartered and organized under the laws of the State of Tennessee, in pursuance to directions from the directors of the corporation, hereby certify that at a meeting of the stockholders of said corporation, legally called and held at the office of said corporation in the City of Memphis, a resolution in writing was adopted by an affirmative vote of the stockholders, said affirmative vote representing a majority of the shares of stock in said corporation, declaring the desire of the stockholders to amend the charter of their said company for the purpose of authorizing the changing of the number and par value of the shares of common stock, and that said resolution was duly entered on the minutes of said corporation. Said resolution is as follows:

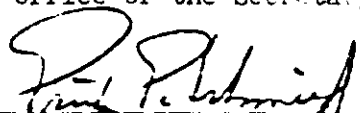
BE IT RESOLVED, that Article Fourth of the company's Certificate of Incorporation be amended to read as follows:

"Fourth. The maximum number of shares of stock which this corporation is authorized to have outstanding at any time is:

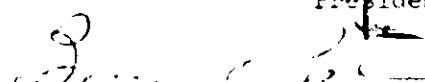
"Twenty thousand (20,000) shares of common stock, par value Ten Dollars (\$10.00) per share;

"One thousand (1,000) shares of five per cent (5%) cumulative preferred stock redeemable at One Hundred Five Dollars (\$105.00), par value One Hundred Dollars (\$100.00) per share."

NOW, THEREFORE, we hereby certify to the fact of the adoption of said resolution by the stockholders of said corporation for the purpose above set out, to the end that this certificate may be duly recorded in the office of the Secretary of State.



President



Secretary

-2-

STATE OF TENNESSEE
COUNTY OF SHELBY

Personally appeared before me, a Notary Public of the county aforesaid, Erich E. Schmied and Bessie O. Peel, with whom I am personally acquainted, and who made oath before me in due form of law that Erich E. Schmied is the President and Bessie O. Peel is the Secretary of S & W Construction Company of Tenn., Inc., and that the statements made in the foregoing certificate are true.

Virginia Timmons
Notary Public

My commission expires:

Feb. 5, 1963

I, JOE C. CARR, Secretary of State, do hereby
certify that this amendment to charter, with certificate attached,
the foregoing of which is a true copy, was this day registered
and certified to by me.

This the 2nd day of January, 1963.

JOE C. CARR

SECRETARY OF STATE

FEE: \$10.00