



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

PEND OREILLE CONSTRUCTION INC.

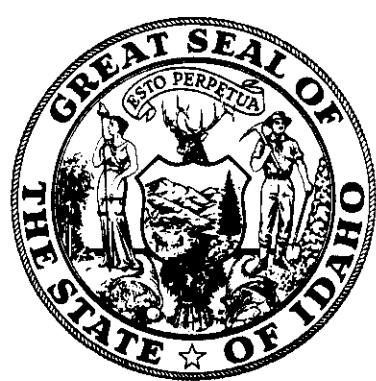
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

PEND OREILLE CONSTRUCTION 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: **July 23, 1982**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

PEND OREILLE CONSTRUCTION INC.

JUL 23 8 43 AM '82

SECRETARY OF STATE

KNOWN all men by these presents, that we, the undersigned, being natural persons of full age and at least two-thirds of them being citizens of the United States, or of its territories, incorporated or unincorporated, or possessions, in order to form a corporation for the purpose hereinafter stated, pursuant to the Business Corporation Act of Idaho, do hereby certify as follows:

1. The name of this corporation is: PEND OREILLE CONSTRUCTION INC.

2. The purposes for which said corporation is formed are: construction, repairs, remodeling; the corporation shall have the power, in addition to and not in limitation of other powers, to adopt a plan or plans pursuant to Section 1244 of the Internal Revenue Code and issue stock pursuant thereto; the corporation shall have the power, in addition to and not in limitation of other powers, to elect to come under Subchapter S of the United States Internal Revenue Code. To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Idaho.

3. The corporation is to have perpetual existence.

4. The registered agent of the corporation is Lee M. Williams, HCR 68, Box 388, Cocolalla, ID 83313.

5. The total authorized number of par value shares is Fifty Thousand (50,000) of the aggregate par value of One Dollar (\$1.00) each, amounting to Fifty Thousand Dollars (\$50,000.00).

All shareholders of this corporation shall have as a matter of right, the preemptive right, in proportion to their holdings, to purchase or subscribe for any unissued stock to be issued or sold by the corporation, or any additional stock created by any increase of authorized capital stock of the corporation so to be issued or sold, or any bonds, certificates of indebtedness, debentures or other securities convertible into stock of the corporation so to be issued or sold.

6. The names and post office address of the incorporators are as follows:

NAME	POST OFFICE ADDRESS
JACQUELINE N. CASPER	4305 Lancaster Pike Wilmington, DE 19805
CAROL DOLOR	4305 Lancaster Pike Wilmington, DE 19805
RITA POORMAN	4305 Lancaster Pike Wilmington, DE 19805

7. The name and post office address of each of the

initial directors named by the incorporators to serve until the first election of directors are as follows:

NAME	POST OFFICE ADDRESS
LEE M. WILLIAMS	HCR 68, Box 388 Cocolalla, ID 83313
HENRY BARRIS	HCR 68, Box 388 Cocolalla, ID 83313
MARGARET CHANEY	HCR 68, Box 388 Cocolalla, ID 83313

IN WITNESS WHEREOF, we have hereunto set our hands and seals this nineteenth day of July, A.D. 1982.

Jacqueline Casper (SEAL)
Carol Dolor (SEAL)
Rita Poorman (SEAL)

STATE OF DELAWARE)
SS
COUNTY OF NEW CASTLE)

BE IT REMEMBERED that on this nineteenth day of July, A.D. 1982, before me personally appeared JACQUELINE N. CASPER, CAROL DOLOR and RITA POORMAN, known to me to be the persons whose names are subscribed to the within 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.

Sena Samuels
Notary Public