State of Idaho

Department of State.

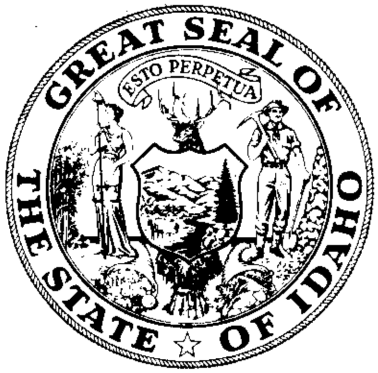
CERTIFICATE OF AUTHORITY
OF

M. G. ASTLEFORD COMPANY, INC.

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

Dated **August 17**, 19**81**.



SECRETARY OF STATE

Corporation Clerk

CAU 779

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 M. G. ASTLEFORD COMPANY, INC.

2. *The name which it shall use in Idaho is M. G. ASTLEFORD COMPANY, INC.

3. It is incorporated under the laws of MINNESOTA.

4. The date of its incorporation is 2-19-41 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 1200 West Highway 13 - Burnsville, MN 55337.

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 construction

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

Name	Office	Address
M. G. Astleford	President	Prior Lake, MN 55372
Martin J. Timmons	Vice Pres	Belle Plaine, MN
Jane Z. AStleford	Vice Pres	Prior Lake, MN 55372
L. J. LaMere	Treasurer	Bloomington, MN 55431
Betty F. Leonhart	Secretary	Prior Lake, MN 55372

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
15,000	Common Voting	No Par
15,000	Non Voting	No Par

(continued on reverse)

ACA 779

(IDAHO - 2542 - 7/1/79)

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
10,000	Common Voting	No Par
10,000	Non Voting	No Par

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 30, 1981, 19 ____.

M. G. ASTLEFORD COMPANY, INC.

By M G Astleford

Its ________ President

and Betty J Leonhart

Its ________ Secretary

STATE OF Minnesota)
) ss:
COUNTY OF Hennepin)

I, L. J. LaMere, a notary public, do hereby certify that on this 30th day of July, 19 81, personally appeared before me M. G. Astleford, who being by me first duly sworn, declared that he is the President of M. G. Astleford Company, Inc.

____,

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

L. J. LAMERE
HENNEPIN COUNTY
NOTARY PUBLIC-MINNESOTA
MY COMMISSION EXPIRES JULY 15, 1983

L J LaMere

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.

AUG 17 10 24 AM '81
SECRETARY OF STATE

Q-C 348

ARTICLES OF INCORPORATION

of

A. G. ASTLEFORD COMPANY, INC.

The undersigned M. G. Astleford, Jane Astleford, W. C. Schneider and Grace A. Schneider, hereby associate themselves together for the purpose of organizing, and in the organization of, a corporation under and by virtue of Chapter 300, of the General Laws of Minnesota for 1933, and the Acts amendatory thereof, under the name of "M. G. ASTLEFORD COMPANY, INC.", and for that purpose hereby adopt the following as the Articles of Incorporation thereof:

(a) PURPOSES:

The purposes of the corporation hereby created shall be to carry on the business of excavating, grading, road and street paving and surfacing, road contracting and building, including culvert and bridge building as a part of road contracts, transportation, and all and every business related or incidental thereto, with power to rent, acquire, own, encumber, sell, lease, or purchase any and all tools, machinery, equipment, material, supplies, or other chattels, incidental to the conduct of such business, or any part or phase thereof, or inddependant of such business.

(b) DURATION:

Its duration shall be perpetual.

(c) LOCATION:

Its location and registered post office address shall be Minneapolis, in the County of Hennepin, and State of Minnesota.

(d) AUTHORIZED SHARES AND PAR VALUE.

Its total authorized number of par value shares shall be Two Hundred Fifty (250) shares of common stock of One Hundred Dollars ($100.00) par value.

(e) DESCRIPTION OF CLASSES OF STOCK.

There shall be one class and series of capital stock, which shall be the two hundred fifty (250) shares of common stock of One Hundred Dollars ($100.00) par value. The common stock shall have the complete voting power of the stockholders in said corporation, and shall hold and represent the entire interest in, and control of, said corporation.

(f) AMOUNT OF STATED CAPITAL:

The amount of stated capital with which said corporation will begin business shall be Twelve Thousand Five Hundred Dollars ($12,500.00).

(g) NAMES AND ADDRESSES, AND TERMS OF OFFICE, OF FIRST DIRECTORS:

The names, post office addresses, and terms of office of the first directors are as respectively follows:

W. C. Schneider, 5041 Colfax Avenue South, Minneapolis, Minn.
Grace A. Schneider, 5041 Colfax Avenue South, Minneapolis, Minn.
M. G. Astleford, Bloomington, Minnesota.

The term of office of the first directors shall be until the first annual meeting, which shall be the last business day of December, 1941, and until their successors shall be duly elected. The annual business meeting thereafter shall be held each year on the last business day of the year.

(h) NAMES AND ADDRESSES OF INCORPORATORS:

The names and addresses of the incorporators are as respectively follows:

M. G. Astleford, Bloomington, Minnesota.
Jane Astleford, Bloomington, Minnesota.
Grace A. Schneider, 5641 Colfax Avenue South, Minneapolis, Minn.
A. C. Schneider, 5641 Colfax Avenue South, Minneapolis, Minn.

(i) LIMITATIONS ON RIGHTS OF STOCKHOLDERS:

The holder of each share of the Twelve Thousand Five Hundred Dollars ($12,500.00) of the first issue of stock out of the authorized issue of Two Hundred Fifty (250) shares of common stock, shall be entitled to purchase a pro rata share of any of the remaining treasury stock, and also of any increased capital stock of said corporation, for a period of thirty (30) days after such stockholder or his or her personal or legal representative shall have had written notice from said corporation that said stock is for sale, and the price and terms thereof; but if any owner or holder of said stock does not make such purchase within thirty (30) days after such notice, the corporation shall then serve written notice upon the remaining stockholders of record of such failure to purchase within said period; and such remaining stockholders shall, for a like period of thirty (30) days from the date of such notice, be entitled to purchase the whole of the respective stock so offered on a pro rata basis as between themselves.

No holder of any stock shall sell the same to any outside person or prospective purchaser without first giving the remaining stockholders of record the right and opportunity, within a like period of thirty (30) days after such notice by him to them, to purchase the same at the book value of said stock as of the last day of the month preceding the month in which such notice is served, and in the same relative proportion as above specified for treasury or increased stock.

There shall be no cumulative voting on the stock of this corporation.

(j) BY-LAWS:

The first Board of Directors may adopt by-laws, which shall remain in effect until and except as legally amended, and thereafter the Board of Directors may make or alter by-laws from time to time, except as limited by Subdivision II of Section 57 of Chapter 300 of the General Laws of Minnesota for 1933; but except as aforesaid the shareholders may make and alter by-laws not inconsistent with the laws or the Articles of Incorporation for the government of the corporation, conduct of its business, management of its property and business, and transfer of its shares.

Art. of Incorp. - M.G.Astleford Company Inc. - Page #3.

IN TESTIMONY WHEREOF the said incorporators have each hereunto affixed their names and seals on the 8th day of January, A. D. 1941.

IN THE PRESENCE OF:

As to M.G.Astleford and Jane Astleford

As to W. C. Schneider and Grace A. Schneider:

M. G. Astleford

Jane Astleford

W. C. Schneider,

Grace A. Schneider.

STATE OF MINNESOTA }
COUNTY OF HENNEPIN } ss

On this ____ day of January, 1941, before me, a Notary Public within and for said County, personally appeared M. G. Astleford, Jane Astleford, and W. C. Schneider, to me known to be the persons described in and who executed the foregoing instrument, and each acknowledged that he and she executed the same as his and her free act and deed respectively.

* * * * * * * * *

STATE OF MINNESOTA
DEPARTMENT OF STATE
I hereby certify that the within instrument was filed for record in this office on the 23 day of Jan A.D. 1941 at 11:30 o'clock A.M. and was duly recorded in Book Q-6 of Incorporations, on page 348

Mike Holm
Secretary of State

[illegible]

[illegible]

[illegible] 28% [illegible] resolutions [illegible]

[illegible]

Article (1) [illegible]

[illegible] authorized [illegible]

[illegible] themselves.

[illegible]

[illegible] President and Secretary of this corporation [illegible] authorized and directed to make, execute [illegible] the corporate seal of this corporation, embracing the foregoing resolutions, and to cause such certificate to be filed for record in the manner required by law.

In [illegible], we have subscribed our names ~~and caused the [illegible] corporation to [illegible]~~ this 28th day of [illegible], 1944.

In presence of:

Kenneth T. O'Harvey

[illegible] — President

H. G. Schneider — Secretary

STATE OF [illegible])
) ss
COUNTY OF [illegible])

[illegible] and H. G. SCHNEIDER, being first duly sworn, on oath depose and say: that they are respectively the President and Secretary of [illegible] COMPANY, INC., the corporation named in the foregoing certificate; that said certificate contains a true statement of the action of the shareholders and board of directors of said corporation, duly held as aforesaid; ~~[illegible] corporate seal of said corporation;~~ and that said certificate is executed on behalf of said corporation, by its express authority; and they further acknowledge the same to be their free act and deed and the free act and deed of said corporation.

[illegible]

H. G. Schneider

Subscribed and sworn to before me this 28th day of February, 1944.

Kenneth T. O'Harvey

[illegible]
Notary Public, [illegible]
My Commission Expires [illegible] 1948

J-7 290

STATE OF MINNESOTA
DEPARTMENT OF STATE

I hereby certify that the within instrument was filed for record in this office on the 12 day of May A. D. 1944, at 10:45 o'clock A M., and was duly recorded in Book J-7 of Incorporations, on page 290

Mike Holm
Secretary of State

APPR'D & FILED G
INDEXED W
IND. FILED X
DEL CHECKED LS

L-47, 443

ARTICLES OF AMENDMENT

OF

ARTICLES OF INCORPORATION

OF

M. G. ASTLEFORD COMPANY, INC

We, the undersigned, respectively, the president and secretary of M. G. Astleford Company, Inc., a Minnesota Corporation, do hereby certify that on the 11th day of September, 1956, the following resolution was adopted by the unanimous consent and agreement of the owners of all of the outstanding shares of stock of said corporation, and that said resolution was adopted without an official meeting of the shareholders and was authorized by a writing signed by all of said shareholders, pursuant to Minnesota Statutes Section 301.26, Subd. 11.

RESOLVED:

That Article (c) of the Articles of Incorporation is amended so that the same shall read as follows:

(c) LOCATION:

The location and post office address of the registered office of this corporation is 7701 Harriet Ave. So., Mpls, Minn.

Article (d) of the Articles of Incorporation is amended so that the same shall read as follows:

(d) The total authorized number of shares without par value is 10,000, and there are no shares of par value.

Article (e) of the Articles of Incorporation is amended so that the same shall read as follows:

(e) The description of the classes of shares, the number of shares in each class, and the relative rights, voting power, preferences and restrictions are as follows:

1. There are 5,000 shares of common stock with no par value.
2. There are 5,000 shares of Class A non-voting stock with no par value.
3. Voting power is vested entirely in the common stock.

Article (i) of the Articles of Incorporation is amended so that the same is omitted from the Articles entirely.

IN TESTIMONY WHEREOF, the said M. G. Astleford, as president and sole shareholder, and Leo Gray as secretary, of the said M. G. ASTLEFORD COMPANY, INC., have hereunto set their hands this 11th day of September, 1958.

M. G. Astleford

Leo Gray

STATE OF MINNESOTA)
)ss
COUNTY OF HENNEPIN)

On this 11th day of September, 1958, before me a notary public within and for said county, personally appeared M. G. Astleford and Leo Gray, to me personally known, who being each by me duly sworn did say that they are respectively the president and secretary of M. G. ASTLEFORD COMPANY, INC., the corporation named in the foregoing instrument; and each of them acknowledged that the facts set forth in the foregoing instrument are true of his own knowledge; and that he signed said instrument as his free act and deed by authority of the shareholders of said corporation for the purposes and uses therein expressed.

JEROME V. BLATZ
Notary Public, Hennepin County, Minn.
My Commission Expires ... 17, 196.

STATE OF MINNESOTA
DEPARTMENT OF STATE

I hereby certify that the within instrument was filed for record in this office on the 24 day of Sept A.D. 1958, at 8 o'clock A.M., and was duly recorded in Book ... of Incorporations, on page ...

Joseph L. Donovan
Secretary of State

APPR'D & FILED
INDEXED
IND. FILED
DEX. CHECKED

ARTICLES OF AMENDMENT K[illegible] 413

OF

ARTICLES OF INCORPORATION

OF

M. G. ASTLEFORD COMPANY, INC.

We, the undersigned, respectively, the president and secretary of M. G. Astleford Company, Inc., a Minnesota Corporation, do hereby certify that on the [illegible]th day of December, 1964, the following resolution was adopted by the unanimous consent and agreement of the owners of all of the outstanding shares of stock of said corporation, and that said resolution was adopted at [illegible] of the shareholders and was authorized by a writing signed [illegible] shareholders, pursuant to Minnesota Statues Section 301.26, Subd. [illegible]

[illegible]:

That article (c) of the Articles of Incorporation of M. G. Astleford Company, Inc., is amended so that the same shall read as follows:

(c) The location and post office address of the registered office of this corporation is 1200 West Highway 13, Savage, Minnesota.

Article (i) of the Articles of Incorporation of M. G. Astleford Company, Inc., is amended so that the same shall read as follows:

(i) The total authorized number of shares without par value is 30,000 and there are no shares of par value.

Article ([illegible]) of the Articles of Incorporation of M. G. Astleford Company, Inc., is amended so that the same shall read as follows:

([illegible]) The [illegible] of the classes of shares, the number of shares in each class, and the relative rights, voting power, preferences and restrictions are as follows:

1. There are 15,[illegible] shares of common stock with no par value.
2. There are 15,[illegible] shares of Class A non-voting stock with no par value.
3. Voting power is vested entirely in the common stock.

IN TESTIMONY WHEREOF, the said M. G. Astleford, as president and sole shareholder, and Leo Gray, as secretary, of the said M. G. ASTLEFORD COMPANY, INC., have hereunto set their hands this 30th day of December, 1964.

M. G. Astleford

Leo Gray

STATE OF MINNESOTA)
) ss
COUNTY OF HENNEPIN)

On this 30th day of December, 1964, before me a notary public within and for said county, personally appeared M. G. Astleford and Leo Gray, to me personally known, who being each by me duly sworn did say that they are respectively the president and secretary of M. G. ASTLEFORD COMPANY, INC., the corporation named in the foregoing instrument; and each of them acknowledged that the facts set forth in the foregoing instrument are true of his own knowledge; and that he signed said instrument as his free act and deed by authority of the shareholders of said corporation for the purposes and uses therein expressed.

CAROL J. YETZER
Notary Public, Hennepin County, Minn.
My Commission Expires [illegible]

STATE OF MINNESOTA
DEPARTMENT OF STATE

I hereby certify that the within instrument was filed for record in this office on the 14 day of Jan. A.D. 1965 at [illegible] o'clock [illegible] M., and was duly recorded in Book K-225 of Incorporations, on page 413

Joseph L. Donovan
Secretary of State

APPR'D & FILED
INDEXED
IND. FILED
DEX. CHECKED