STATE OF IOWA, MADISON COUNTY, ss.

MISC. RECORD 34

A 158044

Inst. No. 1237 Filed for Record this 11 day of March 19 82 at 11:15 A.M.

Book 34 Page 70 Recording Fee 18.00 Mary E. Welty, Recorder, By _____ Deputy

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Compared

CERTIFICATE OF RENEWAL

MINUTES OF SPECIAL MEETING OF SHAREHOLDERS
OF F. L. WARREN CONSTRUCTION CO., INC.

NOV 30 1981

A Special Meeting of the shareholders of F. L. Warren Construction Co., Inc. was held on this 16TH day of DECEMBER, 1981 for the purpose of voting on whether to renew the corporate status of F. L. Warren Construction Co., Inc.

Upon motion duly made and seconded, it was

RESOLVED that F. L. Warren Construction Co., Inc. should renew its corporate status and the officers of the corporation are hereby directed to take any and all actions necessary to renew the corporate status.

With all shareholders present and voting, the vote was 335 common shares in favor of renewing the corporate status of F. L. Warren Construction Co., Inc. and 0 shares against renewing the corporate status of F. L. Warren Construction Co., Inc.

Dated this 16TH day of DECEMBER, 1981.

Richard Warren
Richard Warren, President
and Secretary

STATE OF IOWA)
) SS:
COUNTY OF POLK)

On this 16th day of December, 1981, before me, a Notary Public in and for said county, personally appeared Richard Warren, to me personally known, who being by me duly sworn did say that he is the President and Secretary of F. L. Warren Construction Co., Inc. and that the Certificate of Renewal and the Resolution authorizing renewal was duly adopted by unanaimous vote of the shareholders, that the above resolution is a true and correct copy of the resolution adopted by the shareholders, and the said Richard Warren acknowledged the execution of said instrument as President and Secretary of said corporation to be the voluntary act and deed of said corporation by it voluntarily executed.

DAVID W. DUNN
Iowa
NOTARIAL SEAL

David W Dunn
Notary Public in and for the State
David W Dunn of Iowa, County of Polk

ARTICLES OF INCORPORATION

OF

F. L. WARREN CONSTRUCTION CO., INC.

RECEIVED
1959 DEC 23 AM 8:54
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have formed a body corporate under the provisions of Chapter 491 of the 1954 Code of Iowa and to that end have adopted the following articles of incorporation.

ARTICLE I.

NAME OF CORPORATION

The name of this corporation shall be F. L. WARREN CONSTRUCTION CO., INC., and its principal place of business shall be at Winterset, Madison County, Iowa.

ARTICLE II.

POWERS AND OBJECTS OF CORPORATION

The general nature of the business and the objects and purposes for which the corporation is formed shall be to carry on and conduct a general contracting and construction business, including the designing, constructing, enlarging, repairing, remodeling or otherwise engaging in any work upon buildings, roads, highways, alleys, sidewalks, pavements, bridges, waterways, culverts, viaducts, tile and drainage systems, pipelines, waterworks systems, sewers, private and public utility plants, and manufacturing plants; to engage in iron, steel, metal products, wood, brick, concrete, stone, cement, masonry and earth construction of all types; to mine and take from pits, sand, gravel, stone and other construction or paving materials; to wash and screen the sand and gravel, to crush the stone by means of machinery, to process all other kinds of construction and paving materials, and to acquire, buy, sell, and otherwise deal in sand, gravel, stone, and

other construction and paving materials; to manufacture, acquire, sell, and deal in cements, lime, plaster, brick, tile, iron, steel, iron and steel products, metals, metal products, concrete, artificial stone, and construction and paving materials of all kinds, and to mine, quarry, grind, prepare, buy and sell mineral substances and materials; to purchase, take, receive, lease or otherwise acquire, own, hold, improve, use, subdivide, and otherwise deal in and with real or personal property, or any interests therein, wherever situated; to furnish all supplies, materials, and labor necessary, incidental or advantageous to the said business; to apply for, acquire and hold any licenses, patents, trademarks or permits necessary for the proper conduct of any of the businesses in which the corporation may engage; to operate as both a public and private contractor in said business; to make bids, execute contracts, execute and issue bonds and to apply for and obtain and carry all types of insurance, and do all things necessary in connection with any of the said businesses in which the corporation may engage, and in any of the aforesaid matters, action by the President alone shall bind the corporation; to buy, sell, lease, encumber and exchange all real and personal property which may be necessary, advantageous or incidental to the conduct of said business; to lend money to and otherwise assist its employees, officers and directors; to purchase or otherwise acquire, own, hold, vote, sell, encumber or otherwise dispose of and, in general, deal in and with shares or other interests in or obligations of domestic or foreign corporations including this corporation, associations, partnerships or individuals, direct or indirect obligations of the United States of America or any state, district, municipality or instrumentality thereof; to make contracts and guarantees, incur liabilities and borrow money to issue notes, bonds, and other obligations of the

corporation, and to secure any obligations of the corporation by mortgage or pledge of any or all of its property, franchises or income, and to guarantee the obligations of other persons; to have and to exercise all powers necessary and incident to carry out its corporate purposes; to exercise all other powers permitted by law and to possess and enjoy all rights and powers which now or any time hereafter may be granted to or exercised by a corporation of this character under the laws of the State of Iowa.

This corporation shall have an appropriate corporate seal.

ARTICLE III.

RIGHT TO DO BUSINESS OUTSIDE OF STATE

This corporation may perform any part of its business outside of the State of Iowa and other states or territories of the United States of America.

ARTICLE IV.

CAPITAL STOCK

The amount of authorized capital stock of this corporation shall be, to-wit: One Hundred Thousand Dollars ($100,000) divided into One Thousand (1000) shares of the par value of One Hundred Dollars ($100).

All of the capital stock shall be issued and paid for at such time and on such terms and conditions as the Board of Directors may order. No capital stock shall be issued until it has been fully paid for, either in cash or in property in accordance with the laws of the State of Iowa.

ARTICLE V.

DIRECTORS

The affairs of this corporation shall be conducted by a Board of not less than Two (2) nor more than Seven (7) directors. Within said limits, the number of directors may be fixed by the stockholders at any annual meeting of the stockholders by a majority vote of the then outstanding shares of stock. Unless otherwise fixed as aforesaid, the Board

of Directors shall consist of Two directors. The directors shall hold office for one (1) year or until their successors are chosen and have qualified. The directors of the corporation shall be elected by a majority vote of the outstanding shares of stock at each annual meeting of the corporation. If a vacancy occurs in the Board of Directors during the year, it shall be filled by a majority vote of the surviving members of the Board of Directors. Each director of this corporation shall be a stockholder therein. If any director ceases to be a stockholder, he shall forthwith cease to be a director.

ARTICLE VI.

OFFICERS

The officers of this corporation shall be a President, Vice President and a Secretary-Treasurer. Two or more offices may be held by the same person at the same time. The officers of the corporation shall be elected by a majority vote of the directors of the corporation at the first meeting of the Board of Directors held after the annual meeting of the stockholders. Officers shall hold office for one (1) year or until their successors are chosen and have qualified. If a vacancy occurs in any of the offices during the year, it shall be filled by a majority vote of the directors of the corporation and the officer so chosen shall hold office for the unexpired term until the successor is chosen and has qualified.

ARTICLE VII.

INITIAL OFFICERS AND DIRECTORS

Until the first annual meeting of this corporation and until their successors have been chosen and qualified, the officers and directors of this corporation shall be as follows:

OFFICERS

President.....F. L. Warren, Winterset, Ia.
Vice President.....Laurrene Warren, Winterset
Secretary-Treasurer.....F.L. Warren, Winterset, Iowa

DIRECTORS

F. L. Warren — Winterset, Iowa
Laurrene Warren — Winterset, Iowa

ARTICLE VIII.

ANNUAL MEETINGS

The annual meeting of the stockholders of this corporation shall be held on the third Tuesday of January of each year at nine o'clock A.M. in the office of this corporation in the City of Winterset, Madison County, Iowa.

ARTICLE IX.

SPECIAL MEETINGS

Special meetings of the stockholders of this corporation may be called at any time by the President or by a majority of the Board of Directors, who shall cause to be mailed to each stockholder of record, a five (5) days' notice of such meeting. By unanimous consent of the stockholders, a special meeting may be held without notice at any time.

ARTICLE X.

PRIVATE PROPERTY EXEMPT

The private property of the stockholders of this corporation shall at all times be exempt from any and all of the debts of this corporation.

ARTICLE XI.

DURATION OF CHARTER

This corporation shall continue for twenty (20) years from the date that the Certificate of Incorporation is issued by the Secretary of State of the State of Iowa unless sooner dissolved by a majority vote of the capital stock then outstanding.

ARTICLE XII.

BY-LAWS

The Board of Directors of this corporation by a majority vote thereof of all the members and without action on the part of the stockholders may make, alter, amend or repeal the By-Laws of the corporation.

ARTICLE XIII.

POWERS OF DIRECTORS

The directors shall have the power to perform and carry out all of the purposes and objects of this corporation as herein set out, and in addition thereto, when authorised by a majority vote of the outstanding capital stock, the Board of Directors of this corporation shall have the power and authority to liquidate this corporation.

ARTICLE XIV.

CONVEYANCE OF REAL PROPERTY AND EXECUTION OF INSTRUMENTS

All conveyances and encumbrances of real property made by this corporation shall be executed by the President. All releases of liens, judgments, and other claims that are required by law to be made of record shall be executed by the President of the corporation. All certificates of capital stock shall be executed by the President and countersigned by the Secretary-Treasurer. All transfers, assignments and other instruments dealing with personal property or the affairs of the corporation may be executed by the President or Secretary-Treasurer. The president shall have the power to make bids, execute contracts, execute or issue bonds, and apply for and obtain insurance of all kinds, and any exercise of any of these powers by the President shall bind the corporation.

ARTICLE XV.

AMENDMENTS

These Articles of Incorporation, EXCEPT ARTICLE X may be amended at any annual or special meeting of the stockholders providing that no such amendment shall be made without the affirmative vote in its favor of a majority vote of the shares of capital stock then outstanding. Article X shall not be amended except by unanimous vote of all the shares of capital stock of this corporation then outstanding.

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ARTICLE XVI.

COMMENCEMENT OF BUSINESS

The corporation may commence business as soon as the Certificate of Incorporation is issued by the Secretary of State of the State of Iowa and not less than (10) shares of capital stock of the corporation have been subscribed.

IN WITNESS WHEREOF, we have signed and executed these articles of incorporation, the terms of which we agree to be bound this 20th day of December, 1958.

F. L. Warren--Winterset, Iowa

Maurrene Warren--Winterset, Iowa

STATE OF IOWA)
) ss
COUNTY OF MADISON)

On this 20th day of December, 1958, before me, Shirley A. Tubbs, a Notary Public in and for Madison County, State of Iowa, personally appeared F. L. Warren and Maurrene Warren, to me personally known, who by me being duly sworn, did say that they are the persons described in and who executed the foregoing articles of incorporation, and acknowledged that they executed the same as their voluntary act and deed, for the uses and purposes therein set forth.

IN TESTIMONY WHEREOF, I have hereunto signed my name and affixed my official seal the day and year last above written.

Shirley A. Tubbs
Notary Public in and for Madison County, Iowa.

Filed Dec 17 32 Dec 30 - 58
115 Section 39 Matient Stockholders Register Iowa

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Richard Williams
700 - 42nd ST
West DM 50265

STATE OF IOWA
Secretary of State Office # 1278

I hereby certify that this is a true and complete document(s) to which the seal is affixed as filed in this office beginning 30th day of December 19 81 to and including the date below.

DATED November 12 19 81

Mary Jane Odell
Secretary of State

BY: Peggy L. Nelson

This certification stamp replaces our previous certification system.

STATE OF IOWA SEAL SECRETARY OF STATE

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OFFICE OF THE SECRETARY OF STATE
Des Moines, Iowa

This instrument recorded in Book Z-38, Page 179 November 30 19 81
Expires December 30 1998 Cert. No. 121068 Receipt No.
Filed By David W. Dayton Attorney at Law
Filing Fee 5.25 Recording Fee 4.50 Mary Jane Odell Secretary of State