

174473-A

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

THELMA L. STOVALL
Secretary



FRANKFORT,
KENTUCKY

CERTIFICATE OF AUTHORITY OF

FRONTIER CONSTRUCTORS, INC.

I, *THELMA L. STOVALL*, Secretary of State of the Commonwealth of Kentucky, do hereby certify that duplicate originals of an application of

FRONTIER CONSTRUCTORS, INC., EVERGREEN, COLORADO 80439

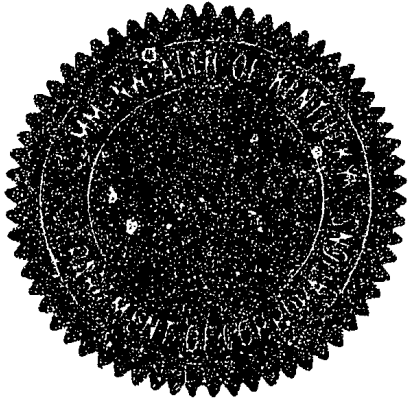
for a Certificate of Authority to transact business in this Commonwealth, duly signed and verified pursuant to the Provisions of Kentucky Revised Statutes 271A have been received in this office and comply to said statutes.

Accordingly, as Secretary of State, and by virtue of the authority vested in me by law, I do hereby issue this Certificate of Authority to

FRONTIER CONSTRUCTORS, INC.

to transact business in this Commonwealth under the name of

UNDERGROUND CONSTRUCTION CO.



SECRETARY OF STATE

Witness my official signature and seal of office this 8TH day of APRIL, 19 75 at Frankfort, Kentucky.

TheLma L. Stovall

SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

THELMA L. STOVALL
Secretary



FRANKFORT,
KENTUCKY

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SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

APR 8 1975

APPLICATION FOR CERTIFICATE OF AUTHORITY OF

FEB 20 1975

TheLma L. Stovall

Frontier Constructors, Inc.

Commonwealth of Kentucky

Pursuant to the provisions of Kentucky Revised Statutes, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the state of Kentucky and for that purpose submits the following statement:

- First: Name of Corporation Frontier Constructors, Inc.
- Second: The name to be used in the state of Kentucky Underground Construction Co.
- Third: State or country of incorporation Colorado
- Fourth: Date of incorporation August 19, 1965
and duration of incorporation Perpetual
- Fifth: Address of principal office in the state or country of incorporation
P.O. Box 146, Evergreen, Colorado 80439
- Sixth: Address of proposed registered office in Kentucky 227 St. Ann Street, Owensboro,
Kentucky 42301
and name of registered agent in Kentucky at above address Larry K. Harrington
- Seventh: The purpose or purposes which said corporation intends to transact business in the state of Kentucky construction, coal mining and equipment sales and
leasing
- Eighth: The name and address of the corporate directors and officers are:

NAME	OFFICE	ADDRESS
Daniel McFadden, President	RR5, Box 615, Evergreen, Co.	80439
William A. Howell, Vice-President	917 W. Main, Carbondale, Ill.	62901
Dyke Howell, Secretary-Treasurer	Star Rt., Box 146, Morrison, Co.	80465

~~The aggregate number of authorized shares itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:~~

NUMBER OF SHARES	CLASS	SERIES	PAR VALUE PER SHARE OR STATEMENT THAT SHARES ARE WITHOUT PAR VALUE

VERIFICATION FORM

STATE OF..Colorado...)
COUNTY OF..Jefferson.) SS

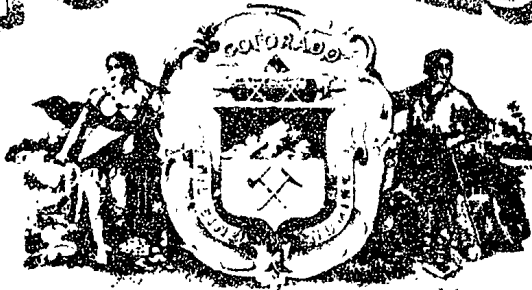
I,.....John D. Marlatt....., a notary public, do hereby
certify that on this..31st....day of.....January....., 1975...
personally appeared before me...Dyke Howell....., who, being by
me first duly sworn, declared that he is the...Secretary-Treasurer.....
of.....Frontier Constructors, Inc.....,
that he signed the foregoing document as.....an officer.....of the
corporation, and that the statements therein contained are true.

.....
John D. Marlatt
Notary Public

Expires July 19, 1975

My commission expires.....day of....., 19.....

STATE OF COLORADO



OFFICE OF THE SECRETARY OF STATE

UNITED STATES OF AMERICA) ss.
STATE OF COLORADO.)

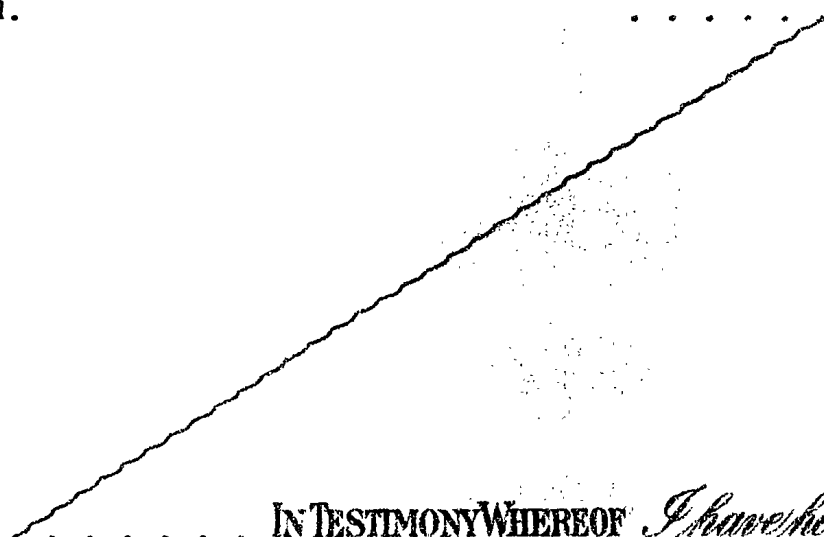
CERTIFICATE

*I, Byron A. Anderson, Secretary of State
of the State of Colorado, do hereby certify that*

the annexed is a full, true and complete copy of Articles of
Incorporation of

FRONTIER CONSTRUCTORS, INC.

filed in this office on the Nineteenth day of August A. D. 1965
and admitted to record.



IN TESTIMONY WHEREOF *I have herewith*
set my hand and affixed the Great
Seal of the State of Colorado, at the
City of Denver, this --- Twentieth ---
day of ---- November ---- A. D. 1972

Byron A. Anderson
SECRETARY OF STATE
Jeremiah J. Connolly
DEPUTY

STATE OF COLORADO



DEPARTMENT OF STATE

CERTIFICATE OF INCORPORATION

I. Byron A. Anderson,

Secretary of State of the State of Colorado hereby certify that duplicate originals of Articles of Incorporation, duly signed and verified pursuant to the provisions of the Colorado Corporation Act, have been received in this office and are found to conform to law.

Accordingly the undersigned, by virtue of the authority vested in me by law, hereby issues this Certificate of Incorporation of

FRONTIER CONSTRUCTORS, INC. (A COLORADO CORPORATION)

and attaches hereto a duplicate original of the Articles of Incorporation.

Dated this NINETEENTH day of AUGUST, A. D. 19 63

Byron A. Anderson SECRETARY OF STATE
[Signature] DEPUTY

303

ARTICLES OF INCORPORATION
OF
FRONTIER CONSTRUCTORS, INC.

We, the undersigned, in order to form a corporation for the purposes herein stated under the laws of the State of Colorado, do hereby make, execute, and acknowledge this certificate in writing and certify as follows:

ARTICLE I.

Name

The name of this Corporation is:

FRONTIER CONSTRUCTORS, INC.

ARTICLE II.

Principal Office

The address of the initial registered office and the place of business of the Corporation is:

P. O. Box 146
Evergreen, Colorado,

and the name of its initial registered agent at such address is:

DANIEL McFADDEN.

The original stock ledger and other books and records of the Corporation shall be kept at its registered office in Evergreen and shall be open to the inspection of the shareholders. The principal business of the Corporation shall be carried on at Evergreen. The business and operation of the Corporation may be extended to and carried on in any other county or counties of the State of Colorado or elsewhere within or without the United States of America as the Board of Directors may determine.

ARTICLE III.

Term of Existence

The term of existence of the Corporation shall be perpetual from the date of the filing of this Certificate of Incorporation in the Office of the Secretary of State of the State of Colorado.

ARTICLE IV.

Business and Objects

The nature of the business, objects, and purposes proposed to be transacted, promoted, and carried on by the Corporation are:

- (a) To engage in and carry on a general contracting and constructing business, including grading, paving, construction and repairing of roads, streets, alleys, and sidewalks, and building, erecting, altering, and repairing buildings, and any and all classes of construction.
- (b) To construct, execute, carry out, equip, improve, work, or develop the public works and conveniences of all kinds, including streets and roads, irrigation projects, reclamation improvements, sewerage, drainage, sanitation, public utility works, and public buildings.
- (c) To carry on the business of consulting and contracting engineers in the preparation of plans and specifications of machinery, buildings, and works, and the undertaking and performance of contracts for the construction and erection of the same.
- (d) To buy, sell, lease, deal in, and otherwise acquire and dispose of mines, mining claims, mineral and mining grounds, oil, gas, and other hydrocarbon leases, and mineral rights and interests; and to search for, prospect, and explore for ores and minerals; and to locate mining claims, both placer

315

or lode claims, in the United States of America, and to record the same pursuant to the mining laws of the United States; and to mine any such mining claims or interests as may be acquired for mineral content, and to mill and beneficiate any such mineral as may be found thereon and to sell the same; and to drill any such properties to evaluate the same for oil and gas or other hydrocarbon production and to sell or otherwise dispose of any production therefrom.

(e) To hold, have, purchase, mortgage, and convey real and personal property of any and all kinds and character, both within and without the State of Colorado, and to carry on any other lawful business whatsoever which may seem to the Corporation capable of being carried on in connection with the above, or calculated directly or indirectly to promote the interests of the Corporation, or to enhance the value of its property; and to have, enjoy, and exercise all the rights, powers, and privileges which are now or which may hereafter be conferred upon corporations organized under the laws of the State of Colorado.

(f) To borrow and lend money and negotiate loans; to draw, accept, endorse, buy, and sell promissory notes, bonds, stocks, debentures, and to engage in the management of businesses for and on behalf of other persons, and to advise them in connection therewith.

The foregoing clauses shall be construed as the objects, purposes, and powers of the Corporation, but the specific enumeration thereof shall not be held to exclude any objects, purposes, or powers which are lawful and in any way incident to the proper conduct of the business of the Corporation.

ARTICLE V.

Capital Stock

The total amount of authorized capital stock of the Corporation shall be \$50,000.00, divided into 50,000 shares of the par value of \$1.00 each. Each share shall have the same rights and privileges as every other share, and no distinction between them shall exist.

ARTICLE VI.

Voting and Preemptive Rights

Each outstanding share of capital stock shall be entitled to one vote in the election of Directors and upon all corporate questions submitted to the vote of the stockholders. Cumulative voting at meetings of the stockholders shall not be allowed in the election of Directors. The preemptive right to subscribe to any or all additional issues of shares or other securities of any and all classes of the Corporation or securities convertible into shares or carrying share purchase warrants or privileges is hereby denied to the stockholders.

ARTICLE VII.

Directors

The number of Directors of the Corporation shall be not less than three nor more than five, and the names of the Incorporators and those who are to serve as Directors until the first annual meeting of stockholders or until their successors are elected and shall qualify, are:

Mr. Benjamin E. Sweet
2550 First National Bank Building
Denver, Colorado 80202

Mr. Gilbert C. Maxwell
2550 First National Bank Building
Denver, Colorado 80202

Mr. Daniel McPadden
P. O. Box 146
Evergreen, Colorado

The shares of the Corporation may be issued by the Corporation from time to time without action by the stockholders for such consideration in money or property, real or personal actually received, necessary or proper for the business of the Corporation, as may be determined from time to time by the Board of Directors. All or any portion of the shares which may be issued for cash, property, or rights of property or interests therein, deemed by the Board of Directors necessary and proper for carrying on the business of the Corporation, shall, when issued, be fully paid and not liable to any further cost or assessment and the judgment and discretion of the Board of Directors in all matters pertaining thereto shall be deemed conclusive for all purposes.

ARTICLE VIII.

Meetings of Directors and Stockholders

Regular and special meetings of the stockholders of the Corporation and of the Directors of the Corporation may be held beyond the limits of the State of Colorado.

ARTICLE IX.

By-Laws

The Board of Directors shall have the power to make such prudent By-Laws as they may deem proper for the management of the affairs of the Corporation, not inconsistent with law, for the purpose of carrying on all of the business within the objects and purposes of the Corporation and to amend, alter, and repeal the same in whole or in part.

IN WITNESS WHEREOF, the said Incorporators have hereunto set their hands and seals this 19th day of August, 1965.

Benjamin E. Sweet (SEAL)
Benjamin E. Sweet

Gilbert C. Maxwell (SEAL)
Gilbert C. Maxwell

Daniel McFadden (SEAL)
Daniel McFadden

STATE OF COLORADO)
City and County of Denver) ss.

I, Adelma J. Mac Smith, a Notary Public in and for the State and County aforesaid, do hereby certify that on this 19th day of August, 1965, before me personally appeared Benjamin E. Sweet, Gilbert C. Maxwell, and Daniel McFadden, to me personally known and known to me to be the same persons described in and who executed the foregoing instrument and severally acknowledged to me that they executed the same as their free act and deed.

Witness my hand and official seal.

Adelma J. Mac Smith
Notary Public

My Commission expires July 12, 1969.

17443-A

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FILED
SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

CERTIFICATE OF ASSUMED NAME

APR 8 1975

Thomas L. Stovall
SECRETARY OF STATE
RM

IT IS HEREBY CERTIFIED:

(1) Business is, or will be, conducted in Martin County, Kentucky, under the assumed name of "Delta Shaft Const. Co.", jointly by Kentucky Shaft Co., (a Corporation incorporated under the Laws of the State of California under the name of Kemper Construction Co.), which Company is duly authorized to do business in the State of Kentucky, with its main office at 3701 Overland Avenue, Los Angeles, California 90034, and by Underground Construction Co., (a Corporation incorporated under the Laws of the State of Colorado under the name of Frontier Constructors, Inc.), which Company is duly authorized to do business in the State of Kentucky, with its main office at P.O. Box 146, Evergreen, Colorado 80439.

(2) The nature of the business is construction, coal mining and equipment, and machinery sales or leasing.

(3) Kentucky Shaft Co. and Underground Construction Co., are the joint and sole owners of the business, and no other Corporation or person holds an interest therein.

(4) This Certificate is executed and filed pursuant to KRS 365.015, relating to the conduct of business under an assumed name.

DATED: This the 20th day of MARCH, 1975.

KENTUCKY SHAFT CO.

By:

R. B. Kemper
R. B. Kemper, Vice President

J. L. Kemper
J. L. Kemper, Secretary

