



## CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

*IDAHO ASPHALT SUPPLY, INC.*

was filed in the office of the Secretary of State on the *19th* day  
of *July* A.D., One Thousand Nine Hundred *seventy-six* and  
~~will be~~ ~~duly recorded on Film-Not microfilm~~ of Record of Domestic Corporations, of the State of  
Idaho, and that the said articles contain the statement of facts required by Section 30-103,  
Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates  
and successors are hereby constituted a corporation, by the name hereinbefore stated, for  
*Perpetual Existence* from the date hereof, with its registered office in this State located at

*Idaho Falls, Idaho* in the County of *Bonneville*

IN TESTIMONY WHEREOF, I have hereunto  
set my hand and affixed the Great Seal of the  
State. Done at Boise City, the Capital of Idaho,  
this *19th* day of *July*,  
A.D., 19 *76*

Pete T. Cenarrusa  
Secretary of State.

\_\_\_\_\_  
Corporation Clerk.

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ARTICLES OF INCORPORATION  
OF  
IDAHO ASPHALT SUPPLY, INC.

We, the undersigned, being three or more natural persons of full age, at least two-thirds of whom are citizens of the United States or of its territories or possessions, have this day voluntarily associated ourselves for the purpose of forming a private corporation under the laws of the State of Idaho, and to that end hereby adopt articles of incorporation as follows:

ARTICLE I

The name of the corporation is Idaho Asphalt Supply, Inc.

ARTICLE II

The existence of the corporation is perpetual.

ARTICLE III

(1) The purposes of the corporation are to manufacture, produce, buy, sell, dispose of, and deal in asphalt, coke, tar, and all other residual products resulting from the processing of fossil fuel or crude oil; to supply asphalt for highway or road or other surfaces, or any other purpose whatsoever; and to acquire, construct, erect, lay down, maintain, enlarge, alter, work, and use all such lands, buildings, easements, gas and other works, machinery, plant, stock, pipes, lamps,

motors, fittings, meters, apparatus, materials, and things, and to supply all such materials, products, and things as may be necessary, incident, or convenient in connection with the production, use, storage, regulation, measurement, supply, and distribution of any of the products of the company.

(2) To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways acquire import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents

of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto, including, but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

(3) To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.

(4) To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation, and to guarantee contracts and other obligations.

(5) To let concessions to others to do any of the things that this corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm, association

or corporation, or any government or authority or subdivision or agency thereof.

(6) To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this corporation, and to do all things specified in I.D. 30-102, and to have and to exercise all powers conferred by the laws of the State of Idaho on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations, and in any part of the world.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers

shall not be contrued as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

ARTICLE IV

The location and post office address of the registered office of the corporation in the State of Idaho is Box 561, City of Idaho Falls, County of Bonneville, 83401.

ARTICLE V

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten persons. Stock shall be issued and transferable only to natural persons who are not non-resident aliens.

The amount of the total authorized capital stock of this corporation is 100 shares without nominal or par value. Said shares of the corporation shall not be subject to assessment.

ARTICLE VI

The name and post office address of each of the incorporators and the number of shares for which each has subscribed are:

<u>Name</u>	<u>Post Office Address</u>	<u>Number of Shares</u>
Johnny B. Stone	P.O. Box 561 Idaho Falls, Idaho	98 Shares
Roxine L. Stone	P.O. Box 561 Idaho Falls, Idaho	1 Share
Minnie C. Stone	1880 Carmel Idaho Falls, Idaho	1 Share

ARTICLE VII

Any action required or permitted to be taken by the board of directors may be taken without a meeting if all

members of the board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board and shall have the same force and effect as a unanimous vote of the directors.

#### ARTICLE VIII

The corporation reserves the right to amend, add to, or repeal any provision contained in these articles of incorporation, provisions set forth in the bylaws.

#### ARTICLE IX

In the furtherance and not in limitation of the powers conferred by the laws of the State of Idaho, the board of directors is expressly authorized to frame and adopt any such bylaws for the corporation as are not inconsistent with the laws of the State of Idaho or these articles of incorporation. Any bylaw or bylaws so adopted by the board of directors may be amended or repealed by a vote of holders of record of a majority of the corporation's capital stock at any regular stockholders' meeting or any special stockholders' meeting called for that purpose.

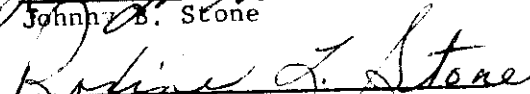
#### ARTICLE X

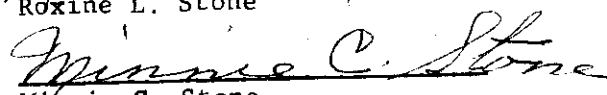
This corporation may be dissolved prior to the time fixed in these articles of incorporation, by an affirmative vote of stockholders holding fifty-one per cent (51%) of its voting capital stock at a meeting of the stockholders called for that purpose in the manner, not inconsistent with law, set forth in the bylaws. In the event of such dissolution, the affairs

of the corporation shall be wound up in the manner provided by statutes.

DATED THIS 9 day of July 1976.

  
Johnny B. Stone

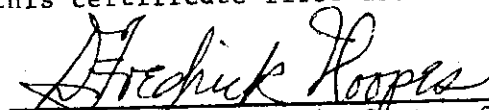
  
Roxine L. Stone

  
Minnie C. Stone

STATE OF IDAHO )  
County of Bonneville) ss.

On this 9<sup>th</sup> day of July 1976, before me, the undersigned, a Notary Public in and for said State, personally appeared JOHNNY B. STONE, known to me to be the person whose name is subscribed to the within and foregoing instrument and acknowledged to me that he executed the same.

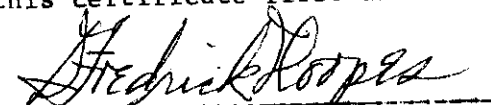
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

  
Notary Public for the State of Idaho

STATE OF IDAHO )  
County of Bonneville) ss.

On this 9<sup>th</sup> day of July 1976, before me the undersigned, a Notary Public in and for said State, personally appeared ROXINE L. STONE, known to me to be the person whose name is subscribed to the within and foregoing instrument and acknowledged to me that she 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.

  
Notary Public for the State of Idaho

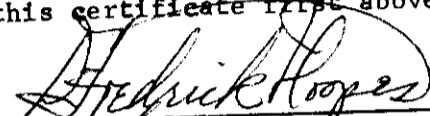
STATE OF IDAHO

County of Bonneville)

} ss.

On this 9 day of July 1976, before me, the undersigned, a Notary Public in and for said State, personally appeared MINNIE C. STONE, KNOWN to me to be the person whose name is subscribed to the within and foregoing instrument and acknowledged to me that she 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.

  
Notary Public for the State of  
Idaho