

## Department of State

### 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

' CONCRETE PLACING COMPANY, INC.

was filed in the office of the Secretary of State on the      tenth      day  
of April      A.D., One Thousand Nine Hundred      seventy-four      and  
will be  
duly recorded on ~~Film~~ <sup>microfilm</sup> 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  
Boise, Idaho      in the County of      Ada

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      10th      day of      April  
A.D., 1974

Pete T. Cenarrusa  
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION  
OF  
CONCRETE PLACING COMPANY, INC.

KNOW ALL MEN BY THESE PRESENTS That we, the undersigned, all of whom are citizens and residents of the United States, and over the age of twenty-one years, do hereby make and execute the following Articles of Incorporation for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify:

ARTICLE I.

The name of this corporation shall be CONCRETE PLACING COMPANY, INC.

ARTICLE II.

The purpose and objects for which said corporation is formed are as follows:

(a) To extract, excavate, refine, and otherwise produce all raw materials necessary in the production of concrete and allied materials; to manufacture, buy, sell and otherwise deal in the products of concrete; to buy, sell, erect, lease, exchange, and otherwise dispose of or deal in concrete buildings; and to manufacture, buy, sell, or otherwise deal in machinery and equipment of all kinds and characters, and parts thereof and accessories thereto for the manufacture of concrete, concrete

products, or structures made from concrete or concrete products; and to repair, alter, preserve, and render service in respect to concrete plants, machinery, and equipment of all kinds, and to structures of all kinds and character made from concrete.

(b) To purchase, take or lease, or in exchange, hire or otherwise acquire any real or personal property, rights or privileges, either within or without the State of Idaho, suitable or convenient for any of the purposes of this business, and to purchase, acquire, erect and construct, make improvements of buildings or machinery insofar as the same may be appurtenant to or useful for the conduct of the business as above specified, but only to the extent to which the company may be authorized by the laws of the State of Idaho.

(c) To borrow money for the purposes of this corporation, to issue bonds, notes and debentures and other evidence of indebtedness therefor, and to secure the same by mortgage or pledge of personal property, including the income of said corporation, or by mortgage of real property, executed in trust or otherwise. All or any portion of the real or personal property may be so pledged, mortgaged or hypothecated.

(d) To enter into any contract, co-operative agreement or profit sharing plan with its officers or employees which the corporation may deem advantageous or expedient, or otherwise to reward or pay such person for their services as the Directors may deem fit.

(e) To sue and be sued, appear, complain and defend in any court of law or equity, or before any board, commission or tribunal.

(f) To have and use a corporate seal which may be altered by majority vote of the Board of Directors.

(g) To receive, acquire, hold, purchase, dispose of, convey, mortgage, and/or lease real and personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the corporation, other than its franchise of being a corporation, and to acquire, purchase, guaranty, hold, mortgage, own, vote, sell, pledge and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidences of indebtedness in other corporations, domestic or foreign.

(h) To appoint such officers, employees and agents as the business of the corporation may require, and to allow them compensation.

(i) To make Bylaws not inconsistent with any existing law for the management of its business and property, the regulation and conduct of its affairs, and the certification and transfer of its stock, and optionally to provide penalties for the breach thereof not exceeding Twenty (\$20.00) Dollars for any one offense.

(j) To issue shares and admit shareholders, and to sell their shares for the payment of assessments or installments.

(k) To wind up and dissolve itself, or to be wound up and dissolved.

(l) To enter into contracts or obligations of any type or kind essential, necessary or proper to the transaction of its ordinary affairs, or for the purposes of the corporation.

(m) To conduct business in this State, other states, District of Columbia, territories and colonies of the United States and in foreign countries, and to have one or more offices and places of business out of this State, and to acquire, receive, hold, purchase, lease, mortgage, dispose of and/or convey real and personal property situate out of this State.

(n) To carry on any other business, or to do anything in connection with the objects and purposes above mentioned that may be necessary or proper to accomplish successfully or promote said objects and purposes of this corporation. The foregoing clauses, by reason of specific enumeration of powers, shall not be held to restrict the power of the corporation to do any of the things within the purview of its general purposes.

#### ARTICLE III.

This corporation shall have perpetual existence.

#### ARTICLE IV.

The location and post office address of this corporation and its principal place of business shall be 583 East 52nd Street, Boise, Ada County, State of Idaho.

#### ARTICLE V.

The total authorized capital stock of this corporation shall be Ten Thousand Dollars (\$10,000.00), divided into ten thousand (10,000) shares of common stock of the par value of One Dollar (\$1.00) each. Said capital stock shall be paid in at such times and upon such conditions as the Board of Directors may by resolution direct, either in cash, or by services rendered to the corporation, or by real and personal property transferred to it. Shares of stock, when issued in exchange for services or property, pursuant to resolution by the Board of Directors, shall thereupon become and be fully paid up, the same as though paid for in cash at par, and shall be non-assessable forever, and the determination by the Board of Directors as to the value of any property or services received by the corporation in exchange for stock shall be conclusive.

#### ARTICLE VI.

The name and post office address of each of the incorporators hereof, and the number of shares of common stock described in Article V herein subscribed by each, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Earl B. Ferguson	3601 Clement Road Boise, Idaho 83704	One (1)
John B. Ferguson	1811 N. Phillippi Boise, Idaho 83704	One (1)
Girard M. Riddle	1009 North 19th Street Boise, Idaho 83702	One (1)

#### ARTICLE VII.

At all meetings of stockholders of this corporation, every stockholder of record shall be entitled to one vote for every share of stock standing in his or her name on the books of this corporation. Cumulative voting of shares is hereby authorized.

#### ARTICLE VIII.

No common stock of this corporation shall be transferred on the books of the corporation to anyone not a stockholder without the written consent of all common stockholders, unless the common stock shall be first offered for sale to the corporation, and secondly to each of the other common stockholders of this corporation, at a price to be determined by the rules and procedures outlined in the Bylaws of this corporation. The Bylaws of this corporation shall further prescribe the rules and regulations as to the formalities and procedures to be followed in effecting the transfer of common stock to anyone other than the common stockholder.

#### ARTICLE IX.

The method and manner of holding Directors' meetings and Stockholders' meetings, the authority and duties of each of the officers of the corporation, and all other matters for management and control of the corporation shall be determined by the Bylaws of this corporation and by the laws of the State of Idaho.

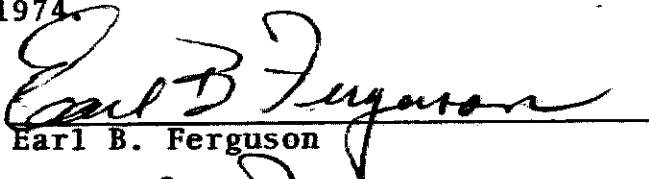
ARTICLE X.

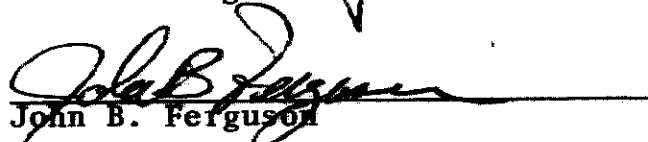
These Articles may be amended in any respect conformable to the laws of the State of Idaho by a vote of 3/4ths of the stockholders entitled to vote in a meeting of stockholders called for that purpose as prescribed by law.

ARTICLE XI.

At any special meeting called to consider the subject, the corporation, upon a unanimous recommendation of the Board of Directors, may dissolve the corporation, provided that at least 3/4ths of the members of the Board are present at such meeting, and provided that not more than 1/4th of the stockholders, in person or by written notice, object thereto. A committee of three shall thereupon be elected to liquidate the assets of the corporation, and each share of capital stock, according to the amount thereon, shall be entitled to its proportion of the proceeds after all debts of the corporation have been paid.

IN WITNESS WHEREOF, We have hereunto set our hands  
this 10<sup>th</sup> day of April, 1974.

  
Earl B. Ferguson

  
John B. Ferguson

  
Girard M. Riddle



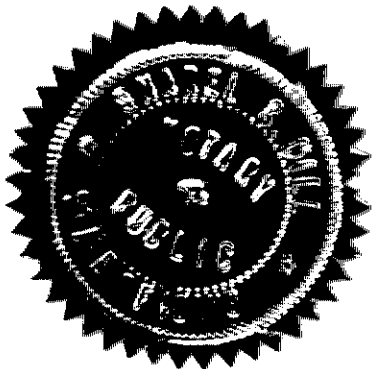
STATE OF IDAHO

County of Ada

)  
) ss.  
)

On this 10<sup>th</sup> day of April, 1974, before me, a Notary Public in and for said State, personally appeared EARL B. FERGUSON, JOHN B. FERGUSON, and GIRARD M. RIDDLE, known to me to be the persons whose names are subscribed to the within and foregoing Articles of Incorporation, and acknowledged to me that they executed the same.

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



  
Notary Public for Idaho  
Residence: Boise, Idaho