

FILED EFFECTIVE

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SECRETARY OF STATE
STATE OF IDAHO

STATEMENT OF INTEREST EXCHANGE

In compliance with the requirements of Idaho Code § 30-18-305 and §§ 30-1-1104 and 30-1-1105, the undersigned corporations, HighStone, Inc. ("Acquiring Corporation"), and DePatco, Inc. ("DePatco") and ~~Sandy Hills Trading, Inc.~~ ("Sandy Hills") (DePatco and Sandy Hills are collectively referred to as the "Acquired Corporations"), desiring to effect a statutory exchange of securities, hereby certify, each with respect to the facts relating to it and the acts of its Board of Directors and shareholders, that:

ARTICLE I. PLAN OF INTEREST EXCHANGE

The Acquiring Corporation and the Acquired Corporations, by unanimous vote of their Shareholders and Directors, have adopted a Plan of Interest Exchange, a true and complete copy of which is set forth in Exhibit A, attached hereto and made a part hereof.

ARTICLE II. THE ACQUIRED ENTITIES

SECTION 1. DePatco was incorporated on December 31, 1992 pursuant to the provisions of the Idaho Business Corporation Act.

SECTION 2. Sandy Hills was incorporated on September 21, 1995 pursuant to the provisions of the Idaho Business Corporation Act.

SECTION 3. The names of the Acquired Corporations will not change as the result of the Plan of Exchange.

ARTICLE III. THE ACQUIRING ENTITY

SECTION 1. The Acquiring Corporation was incorporated on May 15, 2008 pursuant to the provisions of the Idaho Business Corporation Act.

SECTION 2. The Plan of Interest Exchange contains an amendment of certain provisions of the Articles of Incorporation of the Acquiring Corporation.

SECTION 3. The provisions of the Articles of Incorporation of the Acquiring Corporation that have been amended by the Plan of Exchange are Article 2 ("The number of shares the corporation is authorized to issue: 100,000, at the par value of \$1.00 per share.") and a NEW Article 7 ("All shareholders holding voting stock are entitled to cumulate their votes for directors.")

SECTION 4. The name of the Acquiring Corporation will not change as the result of the Plan of Exchange.

IDAHO SECRETARY OF STATE
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Statement of Interest Exchange

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ARTICLE IV. MANNER OF ADOPTION AND VOTE BY THE ACQUIRED ENTITIES

SECTION 1. The manner of adoption and vote by which the Plan of Exchange was adopted by the Acquired Corporations is as follows:

1.01 Action by Directors. By written consent, signed by all the members of the Board of Directors of the Acquired Corporations, a resolution was adopted approving the Plan of Interest Exchange and directing that it be submitted to the shareholders of the Acquired Corporations entitled to vote in respect thereof.

1.02 Action by Shareholders. The shareholders of the Acquired Corporations entitled to vote in respect of Plan of Interest Exchange, by unanimous written consent authorized adoption of the Plan of Interest Exchange by the Acquired Corporations.

SECTION 2. The designation, number of outstanding shares, and number of votes entitled to be cast by each voting group entitled to vote separately on the Plan of Interest Exchange as to DePatco is as follows.

| Class of Stock | Shares Outstanding | Shares entitled to vote as class |
|----------------|--------------------|----------------------------------|
| Voting | 19,750 | 19,750 |
| Nonvoting | 0 | 0 |

The number of shares voted for the Plan of Interest Exchange was 19,750 and the number of shares voted against such plan was 0. The number of shares voted in favor of the plan was sufficient for approval.

SECTION 3. The designation, number of outstanding shares, and number of votes entitled to be cast by each voting group entitled to vote separately on the Plan of Interest Exchange as to Sandy Hills is as follows.

| Class of Stock | Shares Outstanding | Shares entitled to vote as class |
|----------------|--------------------|----------------------------------|
| Voting | 25,000 | 25,000 |
| Nonvoting | 0 | 0 |

The number of shares voted for the Plan of Interest Exchange was 25,000 and the number of shares voted against such plan was 0. The number of shares voted in favor of the plan was sufficient for approval.

SECTION 4. Compliance with Legal Requirements. The manner of the adoption of the Plan of Interest Exchange, and the vote by which it was adopted, constitute

full legal compliance with the provisions of the Idaho Code and the Articles of Incorporation and the By-Laws of the Acquired Corporations.

ARTICLE V. MANNER OF ADOPTION AND VOTE BY THE ACQUIRING ENTITY

SECTION 1. The manner of adoption and vote by which the Plan of Interest Exchange was adopted by the Acquiring Corporation is as follows:

1.01 **Action by Director.** By written consent, signed by the sole Director of the Acquiring Corporation, a resolution was adopted approving the Plan of Interest Exchange and directing that it be submitted to the sole shareholder of the Acquiring Corporation entitled to vote in respect thereof.

1.02 **Action by Shareholder.** The sole shareholder of the Acquiring Corporation entitled to vote in respect of Plan of Interest Exchange authorized adoption of the Plan of Interest Exchange by the Acquiring Corporation by written consent.

SECTION 2. The designation, number of outstanding shares, and number of votes entitled to be cast by each voting group entitled to vote separately on the Plan of Interest Exchange as to the Acquiring Corporation is as follows.

| Class of Stock | Shares Outstanding | Shares entitled to vote as class |
|----------------|--------------------|----------------------------------|
| Voting | 1,000 | 1,000 |
| Nonvoting | 0 | 0 |

The number of shares voted for the Plan of Interest Exchange was 1,000 and the number of shares voted against such plan was 0.

SECTION 3. The total number of votes cast for and against the plan by each voting group entitled to vote separately on the plan is as follows:

| Class of Stock | Voting for | Voting against |
|----------------|------------|----------------|
| Voting | 1,000 | 0 |
| Nonvoting | 0 | 0 |

The number of shares voted in favor of the plan was sufficient for approval. The number of shares of each voting class voted in favor of the plan was sufficient for approval by each voting class.

SECTION 4. **Compliance with Legal Requirements.** The manner of the adoption of the Plan of Interest Exchange, and the vote by which it was adopted, constitute

full legal compliance with the provisions of the Idaho Code and the Articles of Incorporation and the By-Laws of the Acquiring Corporation.

ARTICLE VI. EFFECTIVE DATE

The effective date of the exchange of shares effectuated hereby is the date of the filing of the Statement of Interest Exchange by the Secretary of State with respect hereto.


[SIGNATURE PAGE IMMEDIATELY FOLLOWS]

IN WITNESS WHEREOF, the undersigned Acquired Corporations and the undersigned Acquiring Corporation execute this Statement of Interest Exchange, their respective Presidents or Vice Presidents and their respective Secretaries acting for and on behalf of such corporations and such officers affirm and verifies subject to the penalties of perjury the truth of the facts herein stated.

Dated this 12 day of ^{April}~~March~~, 2013

ACQUIRED CORPORATIONS

DEPATCO, INC.

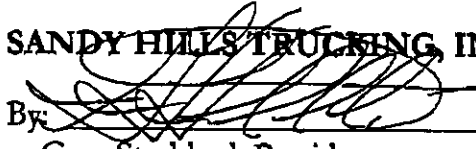
By: 
Greg Stoddard, President

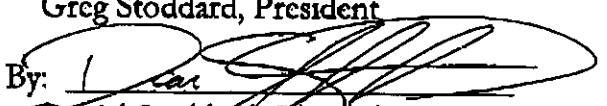
N/A

By: 
Daniel Stoddard, Secretary

N/A

SANDY HILLS TRUCKING, INC.

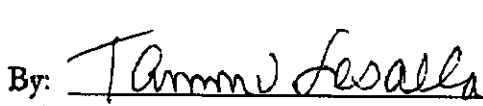
By: 
Greg Stoddard, President

By: 
Daniel Stoddard, Secretary

ACQUIRING CORPORATION

HIGHSTONE, INC.

By: 
Michael D. Batt, President

By: 
Tammi Sosalla, Secretary