

ARTICLES OF MERGER OF

ADA ASPHALT COMPANY, INC.

WITH AND INTO

GEM STATE PAVING & GRAVEL WORKS, INC.

THE FOLLOWING ARTICLES OF MERGER are being filed pursuant to **§30-1-1105, Idaho Code**, to reflect the merger of **ADA ASPHALT COMPANY, INC.**, a corporation organized and existing under the laws of the State of Idaho, with and into **GEM STATE PAVING & GRAVEL WORKS, INC.**, a corporation organized and existing under the laws of the State of Idaho.

I.

The following plan of merger was approved by the stockholders of each of the undersigned corporations in the manner prescribed by **§30-1-1103, Idaho Code**:

- a. Gem State Paving & Gravel Works, Inc. shall be the surviving corporation.
- b. The Articles of Incorporation of Gem State Paving & Gravel Works, Inc. shall continue to be the Articles of Incorporation of the surviving corporation following the effective date of the merger, until the same shall be altered or amended.
- c. The By-Laws of Gem State Paving & Gravel Works, Inc. shall be

and remain the By-Laws of the surviving corporation until altered, amended or repealed.

- d. The officers and directors of Gem State Paving & Gravel Works, Inc. in office on the effective date of the merger shall continue in office and shall constitute the directors and officers of Gem State Paving & Gravel Works, Inc. for the term elected until their respective successors shall be elected or appointed and qualified.
- e. On the effective date of the merger, Gem State Paving & Gravel Works, Inc. shall be deemed responsible and liable for all of the liabilities and obligations of Ada Asphalt Company, Inc.; and any claims existing by or against Ada Asphalt Company, Inc. may be prosecuted to Judgment as if the merger had not taken place, or Gem State Paving & Gravel Works, Inc. may be substituted in place of Ada Asphalt Company, Inc.
- f. The rights of the creditors shall not be impaired by this merger.
- g. Gem State Paving & Gravel Works, Inc. shall execute and deliver any and all documents which may be required for it to assume or otherwise comply with the outstanding obligations of Ada Asphalt Company, Inc.

II.

On the effective date of the merger, all the outstanding shares of stock of Ada Asphalt Company, Inc. shall, without any other action on the part of the respective holders thereof, become and be converted into shares of stock of Gem State Paving & Gravel Works, Inc. as follows: one share of Ada Asphalt Company, Inc. shall be exchanged for one share of Gem State Paving & Gravel Works, Inc.

III.

As to each of the undersigned corporations, the number of no par value shares outstanding are:

Gem State Paving & Gravel Works, Inc.	832.50
Ada Asphalt Company, Inc.	117.50.

IV.

As to each of the undersigned corporations, the total number of shares voted for or against such plan, respectively, are as follows:

	<u>Total Voted For</u>	<u>Total Voted Against</u>
Gem State Paving & Gravel Works, Inc.	832.50	0
Ada Asphalt Company, Inc.	117.50	0.

The number cast for the plan by each voting group was sufficient for approval by that voting group.

IN WITNESS WHEREOF, the undersigned corporations have hereunto caused

their names to be subscribed this 28th day of September, 1999.

ADA ASPHALT COMPANY, INC.

By

David M. Durfee

President

GEM STATE PAVING & GRAVEL WORKS, INC.)

By

David B. Robinson

President