

FILED EFFECTIVE

ARTICLES OF INCORPORATION  
OF  
SOUTHWEST STONE, INC.

05 JAN 18 AM 10:16

SECRETARY OF STATE  
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, as citizens and residents of the United States have associated ourselves together for the purpose of forming a private corporation under and by virtue of the laws of the State of Idaho as for that purpose we do hereby certify, declare and agree as follows:

ARTICLE I

The name of the Corporation shall be Southwest Stone, Inc.

ARTICLE II

This Corporation shall be organized as a perpetual period corporation from the date of incorporation, unless sooner dissolved or dis-incorporated in accordance with the laws of the State of Idaho or by the voluntary act of the stockholders.

ARTICLE III

The principle office of the Corporation shall be at 6084 South U.S. Highway 89, P.O. Box 293, Montpelier Idaho 83254. The corporation may do business any place within or without the State of Idaho and may accordingly appoint business agents anywhere in the United States or foreign countries by resolution of its Board of Directors. Phillip A. Monberose will act as the Registered Agent at 112 South 6<sup>th</sup> Street, Montpelier, ID 83254. Phone (208) 540-0938.

By

  
Phillip A. Monberose

Monterrose

ARTICLE IV

The names of the incorporators and their respective addresses are:

President

Merrill J. Gould  
38 West 400 South  
Logan, UT 84321

Vice President

Floyd E. Benton  
6084 South Highway 89  
P.O. Box 293  
Montpelier, ID 83254

IDAHO SECRETARY OF STATE  
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Secretary Treasurer  
Sharon F. Gould  
38 West 400 South  
Logan, UT 84321  
Asst. Secretary Treasurer  
Mark T. Hinds  
866 West 7325 South  
Willard, UT 84340

#### ARTICLE V

The purpose, objects, business and pursuit of the Corporation shall be:

A. To generally carry on the business of drilling oil wells, building oil refineries, building major auto/truck stops including motel/hotel, restaurant, auto/truck washers, R.V. and trailer parks, towing and repairs, repair shops and/or operate same, build professional office buildings for sale or lease professional travel agencies, tours, sales, and/or operate same, including telephone answering service, typing and notary service.

B. To generally carry on the business of selling, renting, building any and all buildings and structures upon real estate; to engage in the supplying of all goods, wares, merchandise, supplies, and services connected either directly or indirectly with the building trade, to own an interest in other corporations, including the Bright Star Restaurant International and having a part advertising right worldwide by their Big Bright Star.

C. To acquire by purchase, subscription, or otherwise, and to hold or hypothecate, or dispose of, stock, bonds, or other obligations of all kinds, and to sell, trade-in and exchange the same and all classes of bonds, stocks, notes, bills of sale, and other securities, including bonds or notes of this Corporation, or any other corporation, and to acquire the good will, rights, assets, and property, to undertake or assume the whole or part of the obligations or liabilities, of any person, business, firm, association, or corporation, not contrary to law; to buy, sell, and deal in all kinds of contracts, notes, bills and other evidence of debt, including mortgages and security for the payment of same. To discount and negotiate notes, bills, and other evidence of indebtedness; to buy, sell, own and hold shares of capital stock of other corporations, and to form, promote, and assist companies, syndicates, and partnerships of all kinds, to buy, sell, own, use or otherwise deal in any and every kind of property both real and personal to the extent any natural person may do.

D. To operate research laboratories, to acquire inventions, formulas, processes, patents, trademarks, copyrights, and the right to acquire or issue permission or license to use any of the aforesaid, together with any good will thereto attached, it being the intention of the Incorporators to authorize the Corporation to pursue in any lawful activity or business within or without the State of Idaho as the Board of Directors shall determine.

E. To carry on any business in connection with the foregoing to do any and all acts convenient, necessary and incidental to the proper carrying out of the purposes and object of this Corporation in the same manner and to the same extent that a natural person might or could in conformity to law; it being expressly provided that the objects, purposes, business and pursuits specified in these Articles shall, except where otherwise expressed, be in no wise a limitation or restriction in any manner of any power, right, or privilege given the Corporation by law or authority which the Corporation is or might be permitted to exercise under the statutes of the State of Idaho.

F. To do all acts permitted by law.

#### ARTICLE VI

The capital stock of this Corporation shall consist of One Million (1,000,000) shares of Common Stock with a par value of One Dollar (\$1.00) per share.

The Corporation will not commence business until consideration of at least One Thousand Dollars (\$1,000.00) has been received for the issuance of its shares.

All unissued stock of this Corporation shall be disposed of in the interest of the Corporation by authority of the Board of Directors as said Directors may deem advisable for the best interest of the Corporation.

The stock of the Corporation is subscribed to and paid for as follows:

51% Floyd E. Benton  
20% Mark T. Hinds  
10% Merrill J. Gould  
10% Sharon F. Gould

#### ARTICLE VII

There shall be no cumulative voting rights attached to the stock of this Corporation for any purpose; each share shall have one vote on all matters coming before the Stockholders' meeting.

#### ARTICLE VIII

The Directors and Officers of the Corporation shall be: A Board of not less than three (3) nor more than eleven (11) Directors; the Directors shall be elected at an annual meeting of the Stockholders by the majority vote of the outstanding stock

represented at the meeting, and shall hold office until the next annual meeting, or until their successors are elected and duly qualified, except that a Director appointed to fill a vacancy shall hold office until the next annual meeting and the election and qualifications of a successor. Vacancies in the Office of Directors, provided, however, the number of Directors may from time to time increase to not more than eleven (11) Directors, or may from time to time be decreased to not less than three (3) Directors at any Stockholders' meeting or by unanimous vote of all the then Directors. Such decrease or increase shall have the same effect as if these Articles were amended creating such a decrease or increase.

The Officers of the Corporation shall be a President, Vice President, Second Vice President, Secretary Treasurer, and Assistant Secretary Treasurer. The aforementioned Officers may be Directors of the Corporation, except at the option of the Board of Directors the Secretary may not be a Director.

The following named persons shall constitute the first Board of Directors and hold the office set opposite the name of each until their successors are elected and have duly qualified:

Floyd E. Benton	Director
Merrill J. Gould	Director
Mark T. Hinds	Director
Sharon F. Gould	Director
Phillip A. Montrose	Director

Any Director or other officer may resign by filing with the Secretary a written resignation to be accepted by the Board of Directors. If any such resignation be not accepted by the Board of Directors within fifteen (15) days after the filing thereof as aforesaid, same shall become fully effective as a resignation at the expiration of the said fifteen (15) days' time, and any vacancy caused by resignation or otherwise may be temporarily filled by the Board of Directors until the Stockholders fill such vacancy at any regular meeting of the Stockholders, or any special meeting of the Stockholders called for the purpose.

The term of office of all Directors and Officers, except as otherwise provided in these Articles, shall be for one (1) year and until their successors shall have been duly elected and qualified.

#### ARTICLE IX

A majority of the Directors elected and qualified shall form a quorum and be authorized to exercise the Corporate powers of the Corporation, to have complete charge and control of the Corporate property, the business and operation of the Corporation. The Board of Directors shall have the authority to perform all of the powers of the Corporation, except as limited by vote of the Stockholders at Stockholders' meetings or by Corporate Bylaws.

Regular meetings of the Board of Directors may be held at the office of the Corporation or at such other reasonable convenient place either within or without the State of Idaho as the President may otherwise direct. All Directors shall be given reasonable notice of any special meeting of the Board of Directors.

Any resolution or proposition may be reduced to writing and signed by all the members of the Board of Directors without holding any formal meeting, and when filed or recorded by the Secretary of the Corporation shall be valid and binding as the act of the Board of Directors to the same extent as if it had been adopted at a regularly called meeting of the Board of Directors.

The Board of Directors may designate a committee or committees, from time to time to exercise the authority of management of the affairs of the Corporation as provided in an appropriate resolution of designation.

#### ARTICLE X

The regular annual Stockholders' meeting of the Corporation shall be held at the Corporation Office of the fifteenth (15<sup>th</sup>) day of December each year, and may be held either without or within the State of Idaho provided notice shall be given if other than at the Office of the Corporation.

Special meetings of the Stockholders may be called by the President...by three of the Directors...or by any number of Stockholders whose holding shall not be less than one-third (1/3) of the outstanding stock of the Corporation upon personal notice thereof to each Stockholder or by mailing notice to the address of Stockholders at least ten (10) days prior to the date of such meeting.

#### ARTICLE XI

The President, Vice President, Second Vice President, Secretary Treasurer, and Assistant Secretary Treasurer shall be elected to office by the Directors at their first meeting after the annual meeting of the Stockholders and shall hold office for one (1) year and until their successors are elected and qualified.

#### ARTICLE XII

The private property of the Stockholders shall not be liable for the debts and obligations of the Corporation, and the stock of the corporation shall not be assessable.

#### ARTICLE XIII

The Board of Directors may adopt bylaws for the management and control of business of the Corporation and to define the duties of the Corporation Officers, which Bylaws shall not be in conflict with the laws of the State of Idaho or these articles.

#### ARTICLE XIV

The Corporation shall keep such books or records of its proceedings and business as is required by law and good business practice and it shall further keep a Stock Transfer Book in which it shall be made to appear the original Stockholders, their interest, the amount paid on their shares, and all transfers thereof. All books of the Corporation shall at all reasonable hours be subject to the inspection of any bona fide Stockholder of record. The Stock Transfer Books shall be closed by direction of the Board of Directors for a period not exceeding Ten (10) days preceding the date of any meeting of Stockholders, or the date of payment of any dividend or in connection with the obtaining of the consent of Stockholders for any purpose.

#### ARTICLE XV

In the event that the Corporation shall issue additional stock, it shall first give written notice of the availability of such stock to the Stockholders of record of its intention, and they shall be given ten (10) days in which to exercise an option to purchase said stock for the then highest price obtainable on the open market and shall be given ten (10) days after the exercise of said option in which to make payment therefor. If the said option is not exercised as above, or if the Stockholders waive in writing the provisions of this Section, the Corporation shall be at liberty to sell said stock to such other person or persons as it sees fit in accordance with the then prevailing laws of the State of Idaho.

#### ARTICLE XVI

Amendments may be made to these Articles by a vote representing at least two-thirds (2/3) of the stock present at a meeting called for that purpose and after proper notice as herein required has been given to each Stockholder. A Certified Copy of such amendments when adopted shall be personally served on each Stockholder of Record or mailed to his last known address. Amendments may be made to the Bylaws of this Corporation by a vote representing at least a majority of the Directors of this Corporation.

In witness whereof, we have hereunto set our hands this 17 day of Jan,  
2005,

Floyd E. Benton  
Floyd E. Benton

Phillip A. Monberose  
Phillip A. Monberose

State of Idaho  
County of Baca Lake

I, Ann F. Olson, notary public, hereby certify that on the 17<sup>th</sup> day of  
January, 2005, personally appeared before me Floyd E. Benton and Phillip A.  
Monberose who being by me first duly sworn, severally, declared that they are the  
persons who signed the foregoing document as Incorporators and that the statements  
therein contained are true.

In witness whereof, I have hereunto set my hand and seal this 17<sup>th</sup> day of  
January 2005.

My Commission Expires: 04-07-10



Ann F. Olson  
Notary Public  
Residing at:

In witness whereof, we have hereunto set our hands this 16<sup>th</sup> day of January 2005.

Merrill J. Gould  
Merrill J. Gould

Sharon F. Gould  
Sharon F. Gould

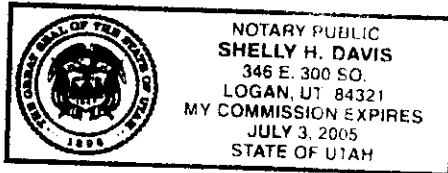
State of Utah  
County of Cache

I, Shelly H. Davis, a Notary Public, hereby certify that on the 16<sup>th</sup> day of January, 2005, personally appeared before me Merrill J. Gould and Sharon F. Gould who being by me first duly sworn, severally, declared that they are the persons who signed the foregoing document as Incorporators and that the statements therein contained are true.

In witness whereof, I have hereunto set my hand and seal this 16<sup>th</sup> day of January, 2005.

My Commission Expires: July 3, 2005

Shelly H. Davis  
Notary Public



Residing at: 346 E 300 So.  
Logan, UT  
84321



In witness whereof, I have hereunto set my hand this 15 day of January, 2005.

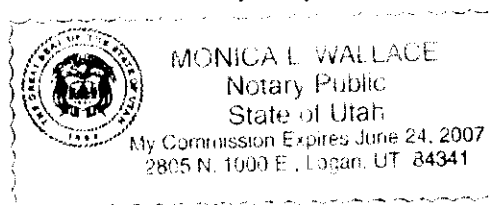
Mark T. Hinds  
Mark T. Hinds

State of Utah  
County of Cache

I, Monica Wallace, a notary public hereby certify that on the 15 day of January, 2005 personally appeared before me, Mark T. Hinds, who being by me first duly sworn declared that he is the person who signed the foregoing document as an Incorporator and that the statements therein contained are true.

In witness whereof, I have hereunto set my hand and seal this 15 day of January, 2005.

My commission expires: 6.24.07



Monica L. Wallace  
Notary Public

Residing at: 1320 N Main  
Hogan lot