

FILED EFFECTIVE

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE MASONRY CENTER, INC.**

ON DEC 16 PM 2:27

Effective as of December 16, 2004 (the "**Effective Date**"), the Amended and Restated Articles of Incorporation of The Masonry Center, Inc. are in their entirety as follows:

SECRETARY OF STATE
STATE OF IDAHO

**Article 1
NAME OF THE CORPORATION**

The name of the corporation is "The Masonry Center, Inc." (the "**Corporation**").

**Article 2
PURPOSES OF THE CORPORATION**

The purposes for which the Corporation is organized is to own and operate a building material wholesale and retail business and to do any and all other lawful activities.

**Article 3
CAPITAL STOCK**

3.1 Common Stock. The aggregate number of shares the Corporation is authorized to issue shall be 500,000, with \$1.00 par value, consisting of 500,000 common shares of voting stock (the "**Common Stock**").

3.2 Treasury Shares. Unless a resolution of the Board of Directors provides that reacquired shares shall constitute authorized but unissued shares, any shares reacquired by the Corporation shall be Treasury Shares and may be held, used, resold, or disposed of free of any restrictions that would be imposed on the original issuance of shares of the Corporation.

**Article 4
TRANSFER OF STOCK**

4.1 Restrictions on Transfers. No shareholder of the Corporation may sell or transfer shares of the Corporation, except as provided in this Section 4.1. A shareholder of the Corporation may transfer or sell shares of the Corporation only if the transfer or sale is approved by not less than sixty percent (60%) of the issued and outstanding shares of the Corporation at a shareholder's meeting called for that purpose. At the shareholder's meeting, the shares of stock held by the shareholder proposing to sell or transfer the shareholder's shares may not be voted or counted for any purpose, unless all Shareholders consent that such shares be voted.

4.2 Wrongful Transfer. A transfer or attempted transfer of shares or any interest in shares in violation of Section 4.1 ("**Wrongful Transfer**") shall be void. In the event of a Wrongful Transfer, the Corporation and each shareholder has all the remedies provided by law, in equity, or by agreement, including but not limited to the Corporation refusing to register the shares that were Wrongfully Transferred in the name of the person or entity who is receiving the transfer.

IDAHO SECRETARY OF STATE
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4.3 Restriction on Certificate. The Stock Certificate of the Corporation shall be endorsed on the face with a restrictive legend that is substantially in the following form or other form that complies with the Idaho Business Corporation Act (the "**Legend**"):

The shares of stock represented by this Certificate: (i) are subject to transfer restrictions set forth in the "Amended and Restated Articles of Incorporation of The Masonry Center, Inc.", a copy which is available for inspection upon request to the Corporation, (ii) have not been registered under the applicable federal and state securities acts, (iii) cannot be transferred except in compliance with the "Amended and Restated Articles of Incorporation of The Masonry Center, Inc." and applicable federal and state securities laws, and (iv) are intended to qualify as Section 1244 Stock and, if the Corporation so elects, as Subchapter S stock pursuant to the Internal Revenue Code.

4.4 Procedure. Upon approval of a transfer, as set forth in Section 4.1, transfers of shares of the Corporation shall be made on the stock transfer books of the Corporation only by the holder of record or by the holder's duly authorized attorney. Transfers of shares can be completed only after the Corporation has received (i) the certificate or certificates representing the shares to be transferred, (ii) a duly executed assignment or power of transfer endorsed on or delivered with the certificate, and (iii) proof of the authenticity of the signature and of authority to transfer as the Corporation or its agent may require. The Corporation shall be entitled to treat the holder of record of any share or shares as the absolute owner for all purposes and, accordingly, shall not be bound to recognize any legal, equitable or other claim to, or interest in, such share or shares on the part of any other person, except as otherwise expressly provided by law.

4.5 No Removal of Legend. The Corporation agrees that the Corporation will not remove and will not permit to be removed (upon registration of transfer, reissuance, or otherwise) the Legend from any certificate and will place the Legend or cause the Legend to be placed on any new certificate issued to represent Shares previously represented by a certificate carrying the Legend.

Article 5 PREEMPTIVE RIGHTS

Shareholders of the Corporation shall have no preemptive rights to acquire stock in the Corporation.

Article 6 CUMULATIVE VOTING

Shareholders of the Corporation do not have the right to cumulate their votes for Board of Directors.

Article 7 NOTICE OF MEETINGS AND VOTING

7.1 Notice. Written notice of meetings shall be delivered to all shareholders of the Corporation. Notice of meetings shall be given pursuant to the Bylaws of the Corporation.

7.2 Voting. Each outstanding share of stock shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders, including election of directors of the Corporation and other corporate purposes.

**Article 8
REGISTERED OFFICE AND AGENT**

The address of the registered office of the Corporation is 877 Main Street, Suite 1000, Boise, Idaho, 83701, and the name of the registered agent at such address is Thomas Chandler.

**Article 9
BOARD OF DIRECTORS**

The number of directors constituting the board of directors of the Corporation will be no less than three (3) and no greater than seven (7). Under the Amended and Restated Articles of Incorporation and until changed as provided in the Corporation's Bylaws, the number of directors who constitute the Board of Directors is four (4). The names and addresses of such persons to serve as the directors are as follows:

Name	Address
Earl Chandler	1424 N. Orchard Street Boise, Idaho 83707
Scott Chandler	1424 N. Orchard Street Boise, Idaho 83707
Kenneth Chandler	1424 N. Orchard Street Boise, Idaho 83707
Thomas Chandler	1424 N. Orchard Street Boise, Idaho 83707

**Article 10
CORPORATE OPPORTUNITIES OF THE CORPORATION**

The shareholders and Board of Directors of the Corporation are engaged in other business ventures outside of their participation as shareholders and Board of Directors of the Corporation. Shareholder and Board of Directors are not required to devote all of their business time and effort to the affairs of the Corporation. Each shareholder and Board of Director shall devote as much time as each individually shall deem necessary to conduct the business of the Corporation. The shareholders and Board of Directors have no obligation to offer to the Corporation any corporate opportunities, regardless of whether the corporate opportunity is germane or essential to the business of the Corporation, or whether knowledge of the corporate opportunity was acquired while conducting the business of the Corporation.

**Article 11
AMENDMENTS**

Any amendment or restatement of the Amended and Restated Articles of Incorporation of the Corporation may be accomplished upon a two-thirds (2/3) vote of the outstanding shares of the Corporation.

**Article 12
LIMITATION OF LIABILITY**

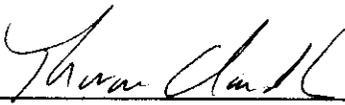
As provided in this Article 12 or as otherwise provided by law, a director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages, and the Corporation shall indemnify a director against liability (as defined in Idaho Code §30-1-850(5)) to any person, for any action taken, or any failure to take action, as a director except for liability for: (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the Corporation or the shareholders; (iii) a violation of Idaho Code § 30-1-833, or (iv) an intentional violation of criminal law.

**Article 13
INDEMNIFICATION**

The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the Corporation to provide prior to such amendment).

**Article 14
EXECUTION**

For the purpose of forming this corporation under the laws of the State of Idaho, the undersigned executed these Amended and Restated Articles of Incorporation on December 16, 2004.

By: 

Thomas Chandler
Secretary