

AUG 15 AM 5:16
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

CULTURED STONE PRODUCTS, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, in order to form a corporation for the purposes hereinafter stated, pursuant to the Idaho Business Corporation Act, does hereby adopt the following articles of incorporation, to-wit:

I.

NAME

The name of this corporation shall be Cultured Stone Products, Inc.

II.

PURPOSES

The purposes for which this corporation is formed are as follows:

(a) To own property, enter into contracts, and carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objectives of the corporation, and to do every other act and thing incidental to such purposes that is not prohibited by the laws of the State of Idaho or by these articles of incorporation.

III.

DURATION

The period of existence and duration of this corporation shall be perpetual.

IDAHO SECRETARY OF STATE
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IV.

REGISTERED OFFICE

The initial location of the principal place of business and registered office of the corporation shall be 1955 North Haskett, Mountain Home, Idaho, and the mailing address shall be 1955 North Haskett, Mountain Home, Idaho 83647. The name of the initial registered agent at the above address shall be Reyes F. Lopez, Jr.

V.

CAPITAL STOCK

Its capital stock shall consist of 10,000 shares of common stock with no par value. No distinction shall exist between the shares of the corporation and all such shares shall have the same rights in the corporation. All or any portion of the capital stock may be issued for cash or in payment for real or personal property, services or any other right or thing of value for the uses and purposes of the corporation, and when so issued shall become and be fully paid the same as though paid for in cash at par, and the board of directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock. No assessments or calls shall be made upon fully-paid capital stock.

VI.

INCORPORATORS

The names and post office addresses of the incorporators and the number of shares subscribed by each are as follows:

NAME	POST OFFICE ADDRESS	NO. OF
SHARES		
Reyes F. Lopez, Jr.	1955 North Haskett Mountain Home, ID 83647	One

VII.

GOVERNING BODY

The governing body of the corporation shall consist of a board of two directors, who shall be elected annually as provided by the by-laws. The number of the board of directors may be changed from time to time as prescribed by the by-laws, but shall be not less than one nor more than five. The names and post office addresses of those who are selected to act as directors until the first annual election are as follows:

NAME	POST OFFICE ADDRESS
Reyes F. Lopez, Jr.	1955 North Haskett Mountain Home, ID 83647
Wayne Swendsen	1431 West Topanga Kuna, ID 83634

VIII.

ELIMINATION OF PERSONAL LIABILITY OF DIRECTORS

The directors of this corporation are not liable to the corporation or to its shareholders for monetary damages for any action taken, or failure to take any action, as a director, except liability for the following:

- (1) The amount of a financial benefit received by a director to which he is not entitled;
- (2) An intentional infliction of harm on the corporation or the shareholders;

- (3) A violation of Idaho Code § 30-1-833, or
- (4) An intentional violation of criminal law.

IX.

INDEMNIFICATION OF DIRECTORS & OFFICERS

The corporation shall indemnify and hold harmless each director for liability, as defined in Idaho Code § 30-1-850(5), to any person for any action taken, or any failure to take any action, as a director, except for:

- (1) Receipt of a financial benefit to which he or she is not entitled;
- (2) An intentional infliction of harm on the corporation or the shareholders;
- (3) A violation of Idaho Code § 30-1-833; or
- (4) An intentional violation of criminal law.

X.

POWERS OF THE BOARD OF DIRECTORS

In addition to other powers, the board of directors is authorized to make, alter or amend the by-laws of the corporation, to fix the amount of capital stock to be reserved as working capital or treasury stock, over and above its capital stock paid in, and to authorize and cause to be executed mortgages, liens or other encumbrances on the real and personal property of the corporation.

The undersigned, being the original subscriber to the capital stock hereinbefore mentioned, for the purpose of forming a corporation to do business within the State of Idaho, and pursuant to the laws of the State of Idaho, makes and files these articles of incorporation and respectively

agrees to take the number of shares of stock hereinbefore set opposite his name.

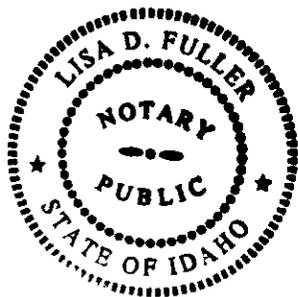
IN WITNESS WHEREOF, the undersigned has hereunto set his hand in the City of Mountain Home, County of Elmore, State of Idaho, this 14th day of August, 2001.


Reyes F. Lopez, Jr.

STATE OF IDAHO,)
) ss.
COUNTY OF ELMORE,)

On this 14th day of August, 2001, before me, the undersigned, a Notary Public in and for said State, personally appeared Reyes F. Lopez, Jr., known to me to be the person whose names is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

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




Notary Public for Idaho,
Residing at Mtn. Home, ID.
My commission expires: 01-20-04