

# State of Idaho



## Department of State

### CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

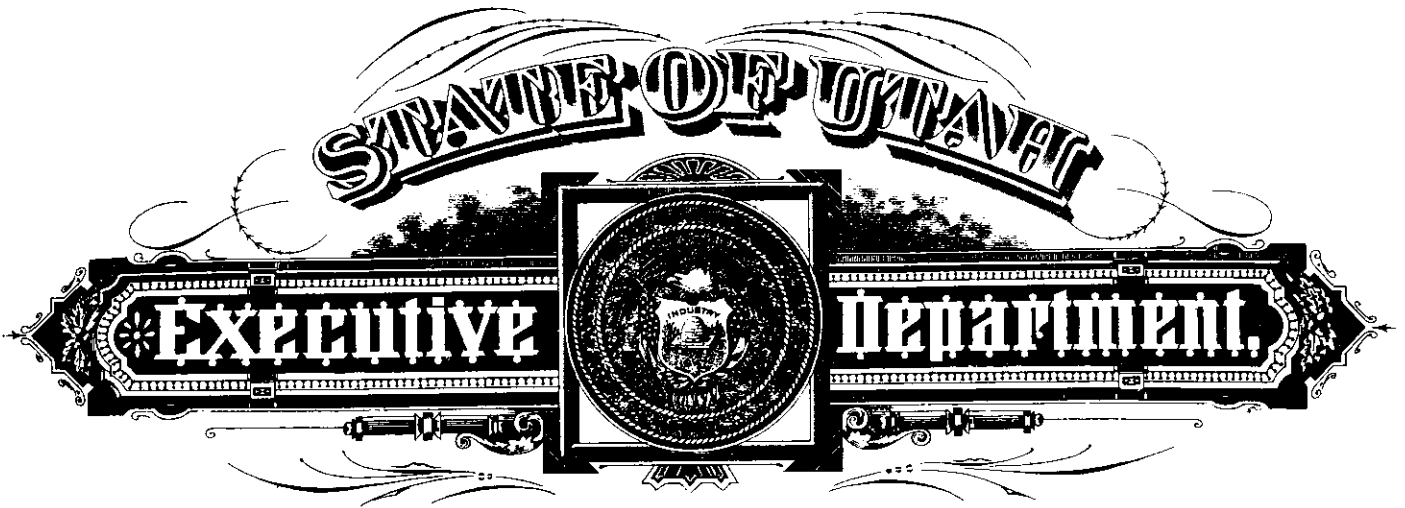
#### **INTERMOUNTAIN CONCRETE SPECIALTIES**

a corporation duly organized and existing under the laws of **Utah** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **28th** day of **December**, 19 **64**, a properly authenticated copy of its articles of incorporation, and on the **28th** day of **December**, 19 **64**, a designation of **Sterling Pursor** in the County of **Bannock** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **28th** day of **December**, A.D. 19 **64**.

Secretary of State.



Secretary of State's Office

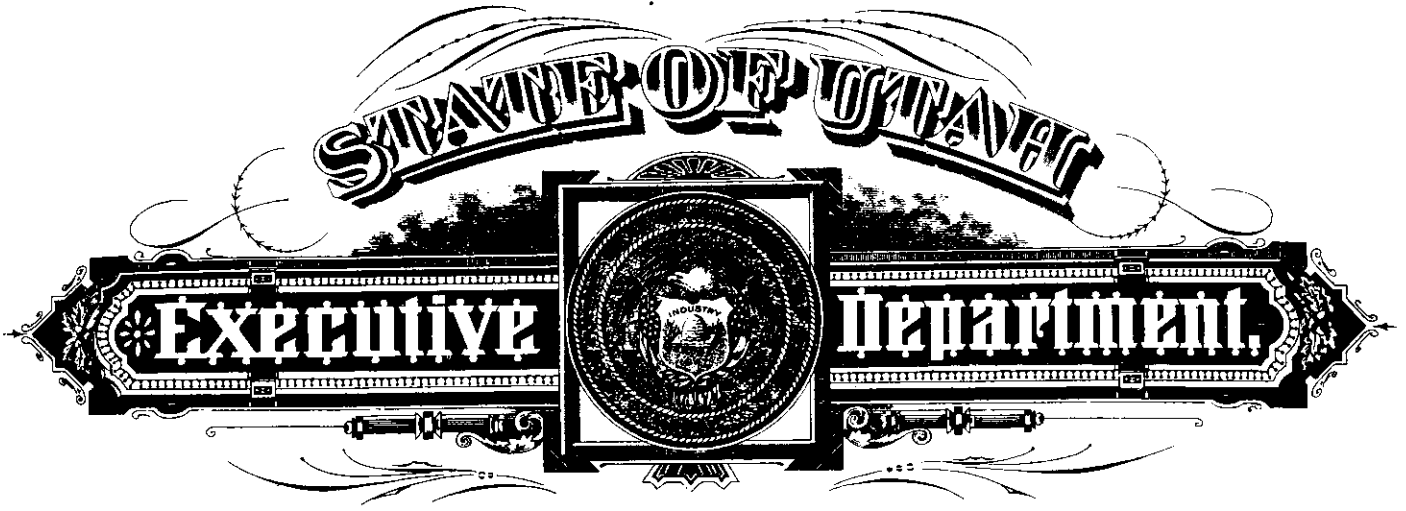
I, LAMONT F. TORONTO, SECRETARY OF STATE OF THE STATE OF UTAH,  
DO HEREBY CERTIFY THAT INTERMOUNTAIN CONCRETE SPECIALTIES is a corp-  
oration of the State of Utah, qualified to do business in the State  
of Utah. Certificate of such qualification was issued from the office  
of the Secretary of State on the Eighth day of June, 1950, and the said  
corporation is in existence and good standing, with all taxes paid and  
reports filed to date.

AS APPEARS of record IN MY OFFICE.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND  
AND AFFIXED THE GREAT SEAL OF THE STATE OF UTAH  
AT SALT LAKE CITY, THIS Twenty-third DAY OF  
December 19 64

Lamont F. Toronto  
SECRETARY OF STATE  
BY Mendell L. Cottrell  
DEPUTY

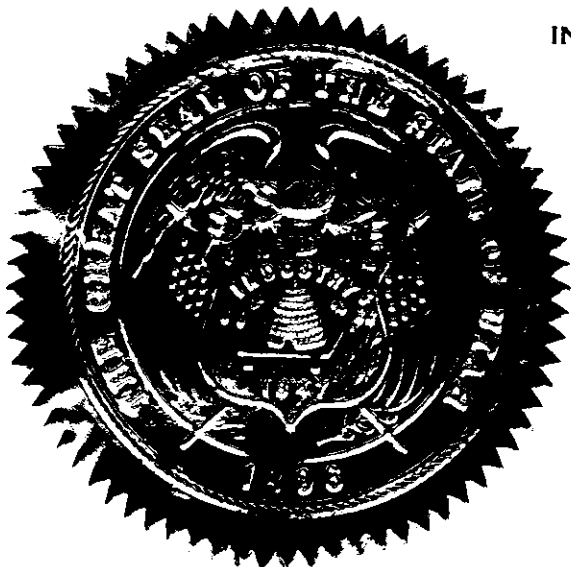


Secretary of State's Office

I, LAMONT F. TORONTO, SECRETARY OF STATE OF THE STATE OF UTAH,  
DO HEREBY CERTIFY THAT the attached is a full, true and correct copy  
of the Articles of incorporation and amendments thereto of

-----INTERMOUNTAIN CONCRETE SPECIALTIES-----

AS APPEARS of record IN MY OFFICE.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND

AND AFFIXED THE GREAT SEAL OF THE STATE OF UTAH

AT SALT LAKE CITY, THIS Twenty-third DAY OF

December 19 64

Lamont F. Toronto

SECRETARY OF STATE

BY Merrill L. Cottrell

DEPUTY

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ARTICLES OF INCORPORATION

OF

*Amend =*

INTERMOUNTAIN CONCRETE SPECIALTIES

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KNOW ALL MEN BY THESE PRESENTS:

That we, WILLIAM E. FRANK, ALLEN P. TERRY, ZELMA C. FRANK, RUTH W. TERRY and R. W. FRANK, each of whom is a citizen of the United States of America and a resident of Salt Lake City, Salt Lake County, Utah, have voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Utah, and we hereby certify, declare and agree as follows:

ARTICLE I.

That the name of the corporation shall be INTERMOUNTAIN CONCRETE SPECIALTIES.

ARTICLE II.

The said corporation is formed at Salt Lake City, Salt Lake County, State of Utah, and is to exist for a period of ninety-nine years from and after the date of its incorporation unless sooner dissolved or disincorporated according to law.

ARTICLE III.

In furtherance and in no way in limitation of the powers now or hereafter to be conferred upon corporations by the laws of the State of Utah, or by any other state in which said corporation may do business, the pursuit and business of this corporation shall be:

(1) To buy, hold, deal in, manufacture, sell, convey, lease, rent or exchange any and all kinds of concrete and other fixtures, specialties and accessories.

(2) To own, buy, sell, hold, deal in, lease or rent any and all other kinds of personal property.

(3) To acquire by purchase, lease, hire or otherwise, real estate, lands, tenements, hereditaments, or any interest therein, and to improve the same; to hold, manage, deal with and improve real property; to sell, exchange, trade, lease, mortgage, bond, pledge, or otherwise dispose of lands, tenements and hereditaments, or any other property, real, personal or mixed, or any interest therein.

(4) To borrow or raise money for any or all of the purposes of the company, and to make, issue and negotiate its promissory notes, bonds or other agreements or obligations for such amounts and payable at such times and places, and drawing interest at such rates as the board of directors of this company shall deem proper and expedient, and for the purpose of securing the payment of such notes, bonds, loans or other obligations and the interest thereon, to execute and deliver mortgages or deeds of trust, or both, upon the whole or any of the real or personal property, franchises or rights of the corporation; and/or pledge any or all the property of the company.

(5) Generally to do and perform all acts and things which may be necessary, incidental or in any way conducive to the operation and carrying on of the business of the corporation or the attainment of the above and foregoing objects and purposes, or either or any of them.

#### ARTICLE IV.

The principal place of business of this corporation shall be at Salt Lake City, Salt Lake County, State of Utah, but branch offices, or other places of business, of said corporation may be established or maintained by the board of directors at any place or places in the State of Utah or elsewhere in the United States of America or the territories belonging thereto.

#### ARTICLE V.

The amount of the capital stock of the said corporation shall be twenty thousand dollars (\$20,000.00), divided into fifteen

thousand (15,000) shares of preferred stock of the par value of one dollar (\$1.00) per share, and five thousand (5000) shares of common stock of the par value of one dollar (\$1.00) per share.

(1) The holders of the preferred stock shall be entitled to receive, when and as declared by the board of directors, interest or dividends at the rate of four percent (4%) per annum upon the par value of the preferred stock held by them before any sum or sums shall be set apart for or distributed or paid as dividends upon the common stock. The said interest or dividend upon said preferred stock shall be declared and paid annually, if funds of said corporation shall be properly available for said purpose, but in case said interest or dividend shall not be paid for or during any year, the said preferred stock shall continue to draw interest (but not compounded) at the said rate of four percent per annum from the last prior interest paying date upon such preferred stock until paid, and said amount shall be paid before any subsequent interest or dividend shall be paid upon said preferred stock, or any dividend upon the common stock.

(2) The net earnings of the corporation, after providing therefrom dividends on preferred stock at the rate of 4% per annum, may be applied each year in payment of dividends to the holders of the common stock.

(3) The preferred stock outstanding at any time may be redeemed by the corporation by paying to the holder thereof the face value of said preferred stock, together with the amount of any unpaid interest or dividend thereon. Preferred stock so redeemed shall be retired and cancelled.

(4) The preferred stock shall have no voting rights at any meeting of the corporation.

ARTICLE IX.

The first annual meeting of the holders of the common stock of said corporation shall be held on the second Monday of April, 1951, at ten o'clock A.M. at the general office of the corporation in Salt Lake City, Utah, and annually thereafter at said time and place unless said day shall fall on a holiday, in which case said meeting shall be held at the same hour on the next succeeding day which is not a holiday.

Representation of the majority of the common capital stock outstanding in said corporation shall be necessary to legally hold any stockholder's meeting, either general or special. If such majority shall fail to appear or be represented at the time and place appointed for the holding of any regular or special meeting, a majority in interest of the common stockholders who are present in person or by proxy may adjourn said meeting from time to time, until such time as the holders of the majority of the outstanding common capital stock shall attend in person or by proxy.

The directors of the corporation shall be elected by ballot by the holders of the common capital stock, and the person receiving the majority of the votes cast at said meeting shall be held to be elected to the said office of director.

Each stockholder shall be entitled to as many votes as he or she holds shares of common stock in said corporation as shown by the books of the corporation. Representation by proxy or by attorney, duly appointed in writing, shall be allowed at all meetings of the common stockholders, either general or special.

A failure to hold the general annual meeting of the corporation, or any meeting thereof, at the time appointed therefor, shall not prevent the holding of such meeting at a subsequent time upon giving ten days' previous notice, in writing, mailed to each

holder of said common stock at his last known postoffice address, or by delivering said notice to the stockholder in person.

Special stockholders' meetings may be held at any time, upon ten days' previous notice being given, in writing, by the president, vice-president, secretary, or any two stockholders, or more, who own in the aggregate at least one-half of the outstanding common capital stock of the corporation, to each of the stockholders as shown by the books of the corporation, of the time and place appointed for the holding of such special meeting.

Mailing, postage prepaid, of any notice herein mentioned to a holder of common stock at his last known postoffice address shall be deemed due and legal notice, and in case of special meetings such notice shall, in a general way, specify the nature of the business to be transacted at such meeting.

No notice whatever need be given for regular annual stockholders' meetings.

#### ARTICLE X.

Any officer of said corporation may be removed at a stockholders' meeting duly called and held for the purpose of considering the question of such removal, by the holders of the majority of the outstanding common capital stock of said corporation represented at such meeting, either in person or by proxy, voting for such removal.

#### ARTICLE XI.

Any officer may resign by filing a written resignation with the president or secretary of the corporation, and such resignation shall be effective upon the expiration of thirty days thereafter unless the same shall be sooner accepted by the board of directors, in which event such resignation shall become effective at such time within said thirty days as said board may prescribe. The vacancy



caused by any such removal, resignation, or otherwise, may be filled by the board of Directors. Such appointee shall hold his office until the next regular election by the stockholders and until his successor is duly elected and qualified.

ARTICLE XII.

Two members of the board of directors of said corporation shall be necessary to constitute a quorum at all meetings of the board of directors, and such quorum is authorized and empowered to transact the business and exercise the corporate powers of the corporation.

ARTICLE XIII.

The following are the names and places of residence of the stockholders of said corporation and the number of shares of stock actually subscribed for by each:

<u>Name</u>	<u>Address</u>	<u>Number of shares subscribed for</u>
William E. Frank	Salt Lake City, Utah	Preferred...15,000 Common..... 2,480
Allen P. Terry	Salt Lake City, Utah	Common..... 2,490
Zelma C. Frank	Salt Lake City, Utah	Common..... 10
Ruth W. Terry	Salt Lake City, Utah	Common..... 10
R. W. Frank	Salt Lake City, Utah	Common..... <u>10</u>
Total.....		(Preferred...15,000 (Common..... 5,000

ARTICLE XIV.

The board of directors may enact by-laws for the conduct, regulation and management of the business affairs of the corporation, subject to the right of the stockholders at any general meeting, or at any special meeting thereof called and held for that purpose, to alter, amend, revise or repeal the same.

ARTICLE XV.

The board of directors shall have power to sell, assign, convey, lease, pledge, mortgage, bond, or otherwise dispose of any or all of the real and/or personal property of the corporation, or any interest or right therein or thereto, at any time when in the judgment of said board it shall be for the best interests of the corporation, and without authority of the stockholders.

ARTICLE XVI.

The private property of the stockholders of this corporation shall not be liable for the debts and obligations of the corporation.

IN WITNESS WHEREOF, the said parties, incorporators hereof, have hereunto subscribed their names and places of residence, this 8<sup>th</sup> day of June, 1950.

William E. Frank  
WILLIAM E. FRANK, Residence:  
Salt Lake City, Utah

Allen P. Terry  
ALLEN P. TERRY, Residence:  
Salt Lake City, Utah

Zelma C. Frank  
ZELMA C. FRANK, Residence:  
Salt Lake City, Utah

Ruth W. Terry  
RUTH W. TERRY, Residence:  
Salt Lake City, Utah

R. W. Frank  
R. W. FRANK, Residence:  
Salt Lake City, Utah

STATE OF UTAH :  
COUNTY OF SALT LAKE :SS.

On the 8<sup>th</sup> day of June, 1950, personally appeared before me WILLIAM E. FRANK, ALLEN P. TERRY, ZELMA C. FRANK, RUTH W. TERRY

and R. W. FRANK, sign ers of the foregoing Articles of Incorporation, who duly acknowledged to me that they executed the same, and being first duly sworn, each upon his oath says:

That it is the bona fide intention of said incorporators named in the within Articles of Incorporation to immediately commence and hereafter carry on the business and pursuit mentioned in the within and foregoing Articles of Incorporation and effect the objects for which said corporation is formed; that affiants verily believe that each party to said Articles of Incorporation has paid or is able to and will pay the amount of the capital stock subscribed for by him, and that at least ten percent of the capital stock subscribed by each stockholder, and not less than ten percent of the capital stock of the corporation, has been paid in.

William E. Frank  
Allen P. Terry  
Ruth C. Frank  
Ruth W. Terry  
R. W. Frank

Subscribed and sworn to before me this 8<sup>th</sup> day of June, 1950.

W. J. Mitchell  
Notary Public, residing at  
Salt Lake City, Utah

My commission expires:

August 5, 1952

STATEMENT OF DOMESTIC CORPORATION  
Required by Title 18, Utah Code Annotated, 1943.

We, the president and secretary of INTERMOUNTAIN CONCRETE SPECIALTIES, a corporation being organized under the laws of the State of Utah, do hereby certify and declare:

1. That the principal office and place of business in Utah will be at Salt Lake City, Utah.

2. That the general nature of the business of said corporation to be transacted in the State of Utah is the manufacturing, buying, owning, holding, leasing, renting and sale of concrete and other specialties and accessories.

3. That the names and addresses of the principal officers of said corporation are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
William E. Frank	President	Salt Lake City, Utah
Allen P. Terry	Vice-President	Salt Lake City, Utah
R. W. Frank	Secretary	Salt Lake City, Utah
R. W. Frank	Treasurer	Salt Lake City, Utah
Allen P. Terry	General Manager	Salt Lake City, Utah

4. The amount of the authorized capital stock of said corporation is twenty thousand dollars (\$20,000.00):

Common	\$5,000.00
Preferred	\$15,000.00

5. The amount of the capital stock subscribed is:

Common	\$5,000.00
Preferred	\$15,000.00

6. The amount of capital stock actually paid in, in cash or property, is fifteen thousand five hundred dollars (\$15,500.00):

Common	\$ 500.00
Preferred	\$15,000.00

7. The proportion and amount of the capital stock of said corporation represented by its property located in Utah, or to be acquired therein and by its business to be transacted therein is fifteen thousand five hundred dollars (\$15,500.00).

William E. Frank  
President

R. W. Frank  
Secretary

STATE OF UTAH :  
                                  :SS.  
COUNTY OF SALT LAKE :

On the 8<sup>th</sup> day of June, 1950, personally appeared before me, a Notary Public in and for said County and State, WILLIAM E. FRANK and R. W. FRANK who are respectively President and Secretary of the above described corporation, and made oath that the foregoing statement by them subscribed is true in substance and in fact.

W. J. Mitchell  
Notary Public residing at  
Salt Lake City, Utah

My commission expires:  
August 5, 1952

**ARTICLES OF AMENDMENT**  
**TO THE ARTICLES OF INCORPORATION OF**  
**INDIANAPOLIS CONCRETE SPECIALTIES**

PURSUANT TO the provisions of the Utah Business Corporation Act, the undersigned corporation adopts these Articles of Amendment to its Articles of Incorporation.

**HEREBY** The name of the corporation is **INDIANAPOLIS CONCRETE SPECIALTIES**.

**SHOWN** Amendments, as hereinafter set forth, to the Articles of Incorporation were adopted by the shareholders of the corporation on the 15th day of December, 1964, in the manner prescribed by the Business Corporation Act.

1) **Amendment to ARTICLE II.**

**ARTICLE II** is amended to read as follows:

"The corporation is to have perpetual existence unless dissolved or terminated according to law."

2) **Amendment to ARTICLE V.**

**ARTICLE V** is amended to read as follows:

"The aggregate number of shares which this corporation shall have authority to issue is Twenty-Five Thousand (25,000) Shares of a par value of ONE DOLLAR (\$1.00) per share. All stock in the corporation shall be of the same class and have the same rights and preferences. Fully paid stock of this corporation shall not be liable to any further call or assessment."

3) **Amendment to ARTICLE VI**

**ARTICLE VI** is amended to read as follows:

"The officers of the corporation shall consist of a president, a vice-president, a secretary and a treasurer. Any two

officers may be held by the same person. An officer need not be a director of the corporation. Further, an officer need not be a shareholder of the corporation. From and after the date of these amendments and until the next meeting of the directors or until their successors are duly elected and qualified, the following persons shall be officers as designated:

<u>NAME AND RESIDENCE ADDRESS</u>	<u>OFFICE</u>
Allen P. Terry 2623 East 4200 South Salt Lake City, Utah	President
W. Sherman Lundgren 712 West 2600 South Bountiful, Utah	Vice-President
Ralph W. Garrett 6400 South 2200 East Salt Lake City, Utah	Secretary - Treasurer."

④ Amendment to ARTICLE VII

"The corporation shall be governed by a Board of Directors which shall consist of a variable number of three (3) to nine (9) members as the Board of Directors may itself from time to time determine. Until determination is made in the future, the board shall consist of three (3) directors. The names and residence addresses of the persons who are to serve as directors until the next annual meeting of the shareholders, or until their successors be elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Allen P. Terry	2623 East 4200 South Salt Lake City, Utah
Edwin E. Cox	2611 East 2100 South Salt Lake City, Utah
John F. Russell	1946 Yale Avenue Salt Lake City, Utah."

5) **Additional Articles.**

The following additional articles are hereby adopted:

**"ARTICLE XVII.** Any officer, director, or shareholder may waive notice of any meeting."

**"ARTICLE XVIII.** The authorized stock of this corporation may be issued by the Board of Directors at such times, upon such terms and conditions, and for such consideration as the board shall determine, or as prescribed in the By-laws. Stockholders shall have no pre-emptive rights in issues of authorized stock unless and to the extent provided in the By-laws."

**"ARTICLE XIX.** At each election for directors every shareholder entitled to vote at such election shall have the right to accumulate his vote by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes, as determined by the same principle, among any number of such candidates."

**XXXX:** The number of shares of the corporation outstanding at the time of such adoption of amendments was 250. The number of shares entitled to vote thereon was 250. The shares were all of the same class.

**XXXXX:** The number of shares which were voted for such amendments was 250. The number of shares which were voted against such amendments was none.

**XXXXX:** The capital shares of the corporation shall be increased and changed from (a) 15,000 shares of preferred ONE DOLLAR (\$1.00) per share, and (b) 5,000 shares of common ONE DOLLAR (\$1.00) per share, to



