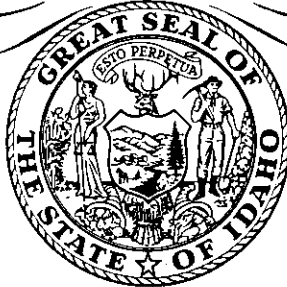


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

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 the original of the articles of incorporation of

BOISE STONE & TILE CO. INC.

was filed in the office of the Secretary of State on the **Thirty-first** day
of **December,** A.D. One Thousand Nine Hundred **Fifty-nine** and
duly recorded on Film No. **109** of Record of Domestic Corporations, of the State of Idaho,
and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and
successors are hereby constituted a corporation, by the name hereinbefore stated, for
perpetual existence from the date hereof, with its registered office in this State located at
Boise, in the County of **Ada.**

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 **31st** day of **December**,
A.D., **1919**.

Secretary of State.

ARTICLES OF INCORPORATION
OF

BOISE STONE & TILE CO. INC.

KNOW ALL MEN BY THESE PRESENTS, That we, whose names are subscribed hereto, all of whom are natural persons of full age, citizens of the United States, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the general corporation laws of the State of Idaho, and we do hereby make, execute and acknowledge this certificate in writing of our intention so to become a body corporate under and by virtue of said laws.

ARTICLE I

The names of this corporation is and shall be

Boise Stone & Tile Co. Inc.

ARTICLE II

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

- (a) To engage in and conduct a general wholesale and retail business in goods, wares, food products, commodities and merchandise of every kind or nature.
- (b) To purchase, sell, barter, exchange and generally deal in all classes of goods, wares, food products and merchandise, either at wholesale or at retail; and to conduct and carry on all or any of the business of manufacturers, merchants, wholesale and retail, importers or exporters, without limitation as to class of produce and merchandise.
- (c) To act as agent, factor, broker, middleman, forwarder or any other capacity for manufacturers of or dealers in, goods, wares, food products, commodities and merchandise of every kind and description, and to employ agents, brokers, salesmen, employees and servants for carrying on any business of the corporation, and to engage in and conduct any or all lines of mercantile business either as principal or as agent for others, or on commission, consignment or otherwise.
- (d) To purchase, acquire, lease (either as lessor or as lessee), hold, mortgage, pledge, transfer, subdivide or otherwise dispose of or deal in real estate or personal property.

(e) To acquire, own, lease (either as lessor or as lessee), or operate warehouses or storage facilities for the storage, repair or care of any goods, wares, merchandise or supplies, or for any other purposes in connection with the business or businesses of this corporation.

(f) To purchase, acquire, own, hold, pledge, sell or otherwise transfer, dispose of or deal in shares of capital stock, bonds, debentures, notes or other securities or evidence of indebtedness of or with any persons, associations, partnerships or corporations; and to receive, collect and dispose of dividends, interest or other income upon any securities held by it; and to exercise any and all rights and privileges of ownership thereof; and with respect thereto, to generally act as principal, agent or broker.

(g) To purchase, acquire, develop, turn to account, sell, exchange, lease (either as lessor or as lessee) any real estate in which this corporation has an interest, and to erect, construct, alter, and maintain buildings or structures thereon.

(h) To borrow and lend money and negotiate loans; to draw, accept, endorse, buy and sell promissory notes, bonds, stocks, debentures, coupons, and other securities; to issue on commission, subscribe for, take, acquire, hold, sell, exchange and deal in shares, stocks, bonds, obligations and securities of any government authority or company; to form, promote, subsidize and assist companies, syndicates or partnerships of all kinds, and to finance and refinance the same.

(i) To carry on and undertake any business undertaking, transaction or operation commonly carried on or undertaken by capitalists, promoters, financiers, concessionaires, contractors, brokers, commission merchants and any other incidental business in connection with the foregoing, or calculated directly or indirectly to enhance the value of or render profitable any of this corporation's rights or property.

(j) To acquire, operate, and hold all or any part of the capital stock, assets or good will of any businesses, or any person, firm, association or corporation engaged in any business, or instructional enterprise, and to hold, utilize and in any manner dispose of the whole or any part of the stock, assets, good will and rights so acquired, and to conduct in any lawful manner, in whole or in part, any business so acquired, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation engaged in the business so acquired.

(k) To acquire mines^{quarries} and mining rights and other property; to own, work and lease any mineral lands; to treat, transport and dispose of the ores, products and values obtained therefrom or thereunder, and to construct and operate such works as shall be necessary, and generally to do and perform all or any of the acts and things which in the judgment of this corporation may be requisite for its purposes or incidental thereto.

(l) To purchase, lease (either as lessor or as lessee) or operate farms and farming property and conduct farming operations upon any real property owned or leased; and to own, lease or operate timber lands and conduct timber removal therefrom or logging operations thereon; and to operate sawmills, planing mills or woodworking or merchandising operations.

(m) To develop and turn to account any land acquired by or in which this corporation is interested; and in particular to lay out and prepare said land for building purposes, construction, altering, repairing, decorating, maintaining, furnishing and improving buildings; and in planning, paving, draining or leasing building sites or entering into building agreements or arrangements with builders, tenants and others; and to equip, improve and generally operate any and all personal property owned by this corporation.

(n) To engage in manufacturing operations of every nature and to erect and operate manufacturing plants and equipment therefor.

(o) To purchase, sell, lease, manufacture, repair or deal in machinery and equipment (automotive or otherwise) and parts and accessories therefor, and to buy, sell, own, lease and operate garages, service stations and repair shops, and to carry on all business incidental thereto.

(p) To purchase, hold, sell and transfer the shares of its own capital stock; provided, it shall not use its funds or property for the purchase of its own shares of capital stock when such would cause any impairment of its capital; and provided further, that the shares of its own capital stock owned by it shall not be voted upon directly or indirectly.

(q) To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or desirable for the furtherance of the business of this corporation, with any persons, firms, associations, partnerships or corporations, or any state, municipality or territory of the United States of America or any foreign country, government or body politic.

(r) To adopt, apply for and register, purchase, lease or otherwise acquire, and to use, maintain and protect, and to sell, assign or grant licenses or other rights in respect to any trade names, trade marks, patents, patent rights, copy rights, inventions, formulas, processes and rights analogous thereto.

(s) To borrow money for any purpose of this corporation without limit as to amount, and to issue bonds, debentures, notes, or other evidences of indebtedness, secured or unsecured, of this corporation for the moneys so borrowed, or in payment for property acquired, or for any other objects or purposes of this corporation or in connection with its business; to secure payment of such debentures, notes or other obligations by Mortgages, Deeds of Trust or Pledges or other liens upon any or all of the property of this corporation, wherever situated.

(t) To carry out all or any part of the foregoing objects or purposes as principal or agent or otherwise, either alone or in conjunction with or as a co-partner or joint venturer with any person, association or other corporation, and in any part of the world; and in carrying on its business and for the purpose of attaining or furthering any of its objects or purposes, to make and perform such contracts of any kind and description, to do such acts and such things, and to exercise any and all such powers as a natural person could lawfully make, perform, do or exercise, provided that the same be not inconsistent with the objects or purposes of this corporation or the statutes of the State of Idaho.

(u) To conduct its business in all or any of its branches in the State of Idaho, and in any and all other states, territories, possessions, colonies and dependencies of the United States of America and in the District of Columbia, and in any or all foreign countries, and to have one or more offices within or outside of the State of Idaho.

(v) The objects as specified herein shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause or paragraph of these Articles. The objects, purposes and powers specified in each of the clauses or paragraphs in these Articles shall be regarded as independent objects, purposes and powers.

The foregoing shall be construed as objects and powers and the enumeration thereof shall not be held to limit or restrain in any manner the general powers now or hereafter conferred on this corporation by the statutes of the State of Idaho.

ARTICLE III

The corporation is to have perpetual existence.

ARTICLE IV

The location and post office address of the registered office of this corporation in the State of Idaho is, 5106 Fairview Ave., Boise, Idaho

ARTICLE V

Section 1. This corporation is authorized to issue one class of shares of its capital stock to be designated as "Common Stock". The total number of shares of common stock which this corporation shall be authorized to issue is 10,000. The aggregate par value of the common stock of this corporation shall be \$100,000.00. The par value of each share of said common stock shall be \$10.00. Each share of common stock shall have one vote for any and all purposes.

Section 2. The capital stock of this corporation shall be non-assessable; and the private property of the shareholders thereof shall not be liable for any of the debts, obligations or liabilities of this corporation.

ARTICLE VI

The name and post office address of each of the incorporators and a statement of the number of shares subscribed by each is as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
H. Perry Bruvold	Boise, Idaho	1
Paul J. Sandmeyer	Boise, Idaho	1
Mary C. Bruvold	Boise, Idaho	1

ARTICLE VII

In furtherance, and not in limitation of the powers conferred by statute, the board of directors, by a majority vote thereof, is expressly authorized to:

Make, alter, repeal, amend the by-laws of the corporation;

Authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation;

Set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose or to abolish any such reserve in the manner in which it was created;

By resolution or resolutions, passed by a majority of the whole board to designate one or more committees, each committee to consist of the number of directors as may be designated by the board, which, to the extent provided in said resolution or resolutions or in the by-laws of the corporation, shall have and may exercise the powers of the board of directors in management of the business and affairs of the corporation and may have the power to authorize the seal of the corporation to be affixed to all papers which may require it.

The corporation may in its bylaws confer powers upon its board of directors in addition to the powers and authority expressly conferred by statute.

IN WITNESS WHEREOF, We have hereunto set our hands and seals
this 28th day of December, 1959.



H. Perry Bruvold
Paul J. Sandmeyer
Mary G. Bruvold

State of Idaho)
County of Ada) ss.

On this 28th Day of December, in the year 1959, before me,
V. Scott Brown, a Notary Public for Idaho, personally appeared
H. Perry Bruvold, Paul J. Sandmeyer and Mary G. Bruvold, known to me
to be the persons whose names are subscribed to the within instrument,
and acknowledged to me that they 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.

V. Scott Brown
Notary Public for Idaho
Residing at Boise, Idaho