

FILED EFFECTIVE

2002 MAR 14 PM 3:00 SNAKE RIVER CHAPTER
AMERICAN CONCRETE INSTITUTE, INC.

SECRETARY OF STATE ARTICLES OF INCORPORATION
STATE OF IDAHO

**Article I
Name**

The name of the Chapter is the Snake River Chapter of the American Concrete Institute, Inc., (the "Chapter").

**Article II
Purpose**

The Chapter is organized for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") with the following purposes:

(a) To further the chartered objectives for which the American Concrete Institute was organized; to further education and technical practice, scientific investigation, and research by organizing the efforts of its members for a nonprofit, public service in gathering, correlating, and disseminating information for the improvement of the design, construction, manufacture, use and maintenance of concrete products and structures; and

(b) To engage in any and all other lawful purposes, activities and pursuits, that are substantially similar to the foregoing and that are or may hereafter be authorized by Section 501(c)(3) of the Code and are consistent with those powers described in the Idaho Nonprofit Chapter Act, as amended and supplemented (the "Act").

**Article III
Directors**

The names and addresses of the persons who are to serve as initial directors of the Chapter are:

Director:

Address:

Rodney L. Baxter, Jr.

2926 S. Jupiter Avenue
Boise, ID 83709

Kirk Burns

2385 Gallatin Avenue
P.O. Box 1864

C142999

Sean Clow
Idaho Falls, ID 83403
8653 Hackamore Dr.
Boise, ID 83709

Joe Kuebler
P. O. Box 9225
Boise, ID 83707

Article IV Registered Agent

The address of the Chapter's registered office and the name and address of the Chapter's registered agent is as follows:

Rodney L. Baxter, Jr.
2926 S. Jupiter Avenue
Boise, Idaho 83709

Article V Incorporator

The name and address of the Chapter's incorporator is:

Robin L. Denison
Stoel Rives LLP
101 South Capitol Blvd., Suite 1900
Boise, Idaho 82702

Article VI Members

The Chapter shall have members. The Chapter's members shall have the qualifications and rights as set forth in the Chapter's bylaws (the "Bylaws").

Article VII Distribution of Assets on Dissolution

Upon the dissolution of the Chapter, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Chapter, dispose of all assets of the Chapter to any organization or organizations engaging in activities substantially similar to those of the Chapter, provided however, that at the time of distribution any transferee organization must be organized and operated exclusively for such charitable, educational or scientific purposes as shall from time to time qualify it as an exempt organization under Section 501(c)(3) and exempt from

taxation under Section 501(a) of the Code or any successor statute. Any asset not so disposed of shall be distributed to such organizations or for such purposes as shall qualify under Section 501(c)(3) of the Code, or a successor statute, subject to the order of a court of competent jurisdiction in the county in which the principal office of the Chapter is then located.

Article VIII
Dividends / Political Activities

No part of the net earnings of the Chapter shall inure to the benefit or, or be distributable to its trustees, officers, or other persons, except that the Chapter shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the Chapter shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Chapter shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Chapter shall not carry on any other activities not permitted to be carried on (a) by a Chapter exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a Chapter, contributions to which are deductible under Section 170(c)(2) of the Code.

Article IX
Bylaws

The Board of Directors shall adopt Bylaws for regulating and managing the affairs of the Chapter. The Bylaws may be amended, from time to time by resolution of the Board of Directors, in any manner not inconsistent with the Act and/or the Chapter's Articles of Incorporation.

Article X
Indemnification

The Chapter shall indemnify the directors and officers of the Chapter to the fullest extent permitted by the 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 Chapter to provide broader indemnification rights than the Act permitted the Chapter to provide prior to such amendment).

Article XI
Limitation of Liability

No director of the Chapter shall be personally liable to the Chapter or its Members for monetary damages for conduct as a director, provided that this Article shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Act. No amendment to the Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission which occurs prior to the effective date of the amendment.

[Remainder of page intentionally left blank]

In witness whereof, I have subscribed these Articles of Incorporation this 14th day of March, 2001.

A handwritten signature in black ink, consisting of several overlapping loops and a long horizontal stroke extending to the right.

Robin L. Denison, Incorporator