

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, IRA H. MASTERS, 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

IDAHO FALLS PUMICE CO.

was filed in the office of the Secretary of State on the **Twenty-eighth** day of **February** A.D. One Thousand Nine Hundred **Fifty-five** and duly recorded on Film No. **89** 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

Idaho Falls

in the County of

Bonneville

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 **February,**

A.D., 19**55** .

Secretary of State.

ARTICLES OF INCORPORATION

OF

IDAHO FALLS PUMICE CO.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, each of whom is a citizen of the United States of America, over and above the age of twenty-one (21) years, have and do hereby voluntarily associate ourselves together for the purpose of forming and do hereby form a corporation under the Laws of the State of Idaho, and we do hereby certify:

I.

That the name of the corporation shall be: "IDAHO FALLS PUMICE CO."

II.

That the purposes for which this corporation is formed are, and it shall have power and authority:

1.-To mine, process, treat, own, hold, buy, sell and generally deal in pumice, pumice deposits and the products thereof; to engage generally in the business of mining and in connection therewith and as a part thereof to prospect for, develop, mine, process, smelt, ship, buy, sell, exchange and otherwise deal in metallic and non-metallic minerals, ores, deposits and substances; to prospect for, locate, acquire by discovery, mine work, exploit, placer mine deposits, mineral lands, mining claims and mining rights; to own, hold, buy and otherwise acquire, and to operate, mining claims and mining properties, and to sell, exchange, improve and generally deal in the same; to enter into and carry on any other business in the use of or in the development of the corporation's assets and properties in the furtherance of its business as a corporation.

2.-To purchase or otherwise acquire, own, hold, sell, improve, lease, mortgage, use and operate real estate or any interest therein within the State of Idaho or within any of the several states of the United States, and to erect, manage, care for, maintain, extend, alter, use and operate warehouses, mills, storage plants, dumps, loading chutes, buildings, fences and other improvements thereon, and to purchase and otherwise acquire, own, hold, lease, mortgage, sell and otherwise dispose of, hire, use

and operate such motor vehicles, equipment and machinery as may be necessary or convenient for the transaction of its business or to carry out the purposes for which this corporation is formed.

- 3.-To borrow and lend money and negotiate loans, draw acceptances, make, issue, draw, endorse, discount, buy, sell conditional sales contracts, bills of exchange, promissory notes, bonds, debentures, coupons, and other negotiable instruments and securities, and mortgages and pledge agreements; to issue, subscribe for, take, acquire and hold, sell, exchange and deal in shares of capital stock including the capital stock issued by it and bonds, obligations and securities of any government or authority or company; to give any guaranty for the payment of money or performance of any obligation or undertaking incidental or appropriate for the carrying on generally of its business; to enter into, make, perform and carry out contracts of every sort and kind with any person, firm, association or corporation, private, public or municipal or body politic and with the government of the United States or any state, territory or colony thereof or any foreign country; to make charitable and business donations or gifts.
- 4.-To create, purchase, own, hold, sell and otherwise acquire or exchange patent rights and inventions and designs with the right to issue licenses for the same and receive pay therefor.
- 5.-To employ executives, managers, bookkeepers, salesmen, clerical assistants and any and all employees that may be necessary or convenient to the proper carrying on of its business or for the purpose of attaining or furthering any of its objects to do any and all things which a corporation or natural person could do and exercise and which is now or hereafter may be authorized.
- 6.-To have, exercise, use and employ the authority specified in Section 30-114, Idaho Code, and to have, exercise, use and employ any and all of the same and any or all of the objects, purposes, powers, privileges, authority and rights therein and herein set forth, both within and without the State of Idaho and the United States of America, District of Columbia, the territories and colonies of the United States and in foreign countries; and to have one or more corporate or business offices and places of business, within and without said State, said United States of America, District of Columbia, territories and colonies of the United States and in foreign countries.

The statements contained in the several subdivisions numbered 1 to 6 of this paragraph shall, except where otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other subdivision but shall

be regarded as independent purposes and powers. The several subdivisions contained in this statement of purposes shall be construed as both purposes and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on this type of corporation by the Laws of the State of Idaho, all of which are hereby expressly claimed.

III.

That the principal place of business, registered office and the location and post office address of the registered office of said corporation shall be Idaho Falls, County of Bonneville, State of Idaho. Branch businesses and offices may be established elsewhere.

IV.

Subject to dissolution in the manner provided by law, the duration of this corporation shall be perpetual.

V.

The first Board of Directors shall consist of three members, but during their term of office or thereafter the number of Directors may be increased or decreased from time to time as may be provided by the By-laws, provided, however, that the number of Directors constituting a Board shall not be less than three nor more than nine.

VI.

That the amount of the total authorized capital stock of said corporation shall be the sum of One Hundred Thousand Dollars (\$100,000.00), divided into one hundred thousand (100,000) shares of common, voting stock, having a par value of One Dollar (\$1.00) per share. The holder of record of the issued and outstanding stock shall be entitled to one vote for each share of stock so held by him.

VII.

The Board of Directors shall have the power to repeal and amend the By-laws of the corporation and adopt new By-laws at any meeting of the Board of Directors by two-thirds (2/3) affirmative vote of the Board of Directors, but the Board of Directors shall not make or alter any By-laws fixing their qualifications, classification, term of office or compensation. All By-laws shall be subject to amendment, alteration and repeal by the Stockholders at any annual meeting and at any special meeting called for such purpose.

VIII.

The first annual stockholders' meeting shall be held on the 15th day of March of each year, beginning with the year 1935. Special stockholders' meetings may be held in the manner set out in the By-laws of the corporation and as provided by law. All annual and special stockholders' meetings may be held at the principal or any branch office of the corporation in Idaho and may be postponed to a time and place set by majority action of the stock present, whether it constitutes a majority of outstanding stock or not, but not in a manner inconsistent with law.

IX.

The stock of this corporation shall be non-assessable.

X.

The following are the names and post office addresses of the incorporators, together with the number of shares subscribed by each set opposite their respective names:

NAME:	ADDRESS:	NO. OF SHARES:	AMOUNT:
HENRY A. HARMON	Idaho Falls, Idaho	-Ten-	\$10.00
Marion Cutler	Idaho Falls, Idaho	-Ten-	\$10.00
Louie Hoffman	Nampa, Idaho	-Ten-	\$10.00

IN WITNESS WHEREOF, We have hereunto set our hands and seals to triplicate originals of these Articles of Incorporation this 16th day of Feb., 1955.

Henry A. Harmon
HENRY A. HARMON
Residence and Post Office Address:
Idaho Falls, Idaho

Marion Cutler
MARION CUTLER
Residence and Post Office Address:
Idaho Falls, Idaho

Louie Hoffman
LOUIE HOFFMAN
Residence and Post Office Address:
Nampa, Idaho

STATE OF IDAHO)
 : ss.
County of Bonneville)

On this 16th day of Feb., 1955, before me, the undersigned, a Notary Public in and for said State, personally appeared HENRY A. HARMON and MARION CUTLER, 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.

Mary A. Fuller
Notary Public for Idaho
Residing at: Idaho Falls, Idaho

STATE OF IDAHO)
County of Ada) ss.

On this 28th day of February, 1955, before me, the undersigned, a Notary Public in and for said State, personally appeared LOUIE HOFFMAN, known to me to be the person whose name is subscribed to the within 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.

Paula P. Fleener
Notary Public for Idaho
Residing at: Dair, Idaho