

# State of Idaho

## Department of State

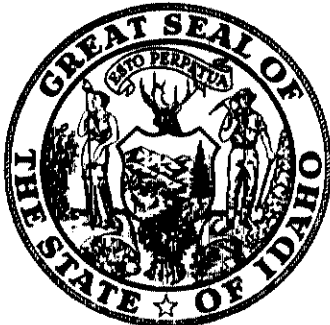
### CERTIFICATE OF INCORPORATION OF

STANDARD CRUSHING, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: July 16, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *[Signature]* *[Signature]*

**ARTICLES OF INCORPORATION**

**OF**

**STANDARD CRUSHING, INC.**

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KNOW ALL MEN BY THESE PRESENTS THAT THE UNDERSIGNED, RICHARD M. JAMES, MICHAEL D. HENRY, and VIRGINIA JAMES, being three natural persons of full age, who are citizens of the United States have this day voluntarily associated themselves for purposes of private domestic corporation under the laws of the State of Idaho and to that end do hereby adopt Articles of Incorporation as follows:

**FIRST: Corporate Name.** The name of the corporation shall be Standard Crushing, Inc.

**SECOND: Corporate Existence.** The period of existence and duration of the life of this corporation is perpetual.

**THIRD: Registered Office and Registered Agent.** The physical location of the registered office shall be 158 East Main, Grangeville, ID 83530, with the mailing address being 158 East Main, Grangeville, ID 83530. The registered agent to accept service of process at the foregoing address will be Michael D. Henry, with the same physical and mailing address as set forth previously in this paragraph.

**FOURTH: Corporate Purposes:** The nature of the business and object and purposes of the business to be transacted, promoted and carried on are the doing of any and all of the following things herein mentioned as full and to the same extent as natural persons might or could do in any part of the world:

1) To generally engage in, hire, or be under contract for the purposes of the production of rock, gravel, chips, or any other rock product that might from time to time be marketable for road or other construction projects. To engage in general contracting for the production of rock or rock products of any kind and description whatsoever. To engage in the use of rock and rock products, or earth, or other actual materials for sale, or for purposes of road construction, or any other construction that might from time to

time be necessary or advisable.

To engage in the general business of contracting for the building of roads, paving, or servicing thereof, or of any other parts of roads that might from time to time be necessary. The use of heavy equipment and earth moving equipment for purposes of transportation, storing, and sale, either retail or wholesale, of rock, rock products, or gravel of any kind and description whatsoever and the use of those materials for purposes of road construction and all other similar uses of rock and rock products. To enter into the operation for the general excavation of land with equipment of whatever kind for whatever purpose whenever associated with rock products.

2) To do any of the things necessary and incidental to the purpose and things set forth in the preceding paragraph which may be deemed necessary and reasonable by the Board of Directors.

3) To have and exercise all the powers now or hereafter conferred by the laws of the State of Idaho upon corporations, organized pursuant to the laws under which this corporation is organized, and to do any and all acts mandatory thereof and supplemental thereto.

4) To invest the assets of the corporation in property of every kind and character, whether real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to money, choses in action, securities, stocks, bonds, warrants, mortgages, notes, and other obligations and evidences of interest indebtedness of any person, firm, or corporation, foreign or domestic, or of any government or subdivision or agency thereof. That the corporation shall have the power to deal in real estate of all forms regardless of whether it be leasing, owning outright, investing in, or the sale or development of any real property, wherever situated.

5) To hire and employ agents, servants, and employees and to enter into agreements of employment and collective bargaining, and to act as agent, contractor, trustee, factor or otherwise, either alone or in any company with others.

6) To let concessions to others, and to do any of the things that this corporation is empowered to do, and to do, make, perform, and carry out contracts and arrangements of every kind and character of any person, firm, association or corporation, or any government or authority or subdivision thereof.

7) To lease equipment from any other corporation to carry out the purposes of this corporation and to pay rents for such leased equipment to the owner thereof under any circumstances deemed reasonable by the Board of Directors.

Nothing in these paragraphs and this section shall be construed as giving this corporation the rights, powers or privileges not permitted to it by law, but the occurrence in any of the foregoing clauses of this article of any purpose, power or object not prohibited by the laws of the State of Idaho of the United States of America, or any other state, or district in which this corporation may carry on business shall not invalidate any other purpose, power, or object not otherwise prohibited by reason of contiguity or apparent association therewith.

8) To acquire and to make payment therefor in cash for the stocks or bonds of the corporation, or by undertaking or assuming any obligations and liabilities of the transferor, or in any other way good will, rights, and property, the whole or any part of the assets, tangible or intangible, and to undertake or sue the liabilities of any person, firm, association or corporation; to sell or in any manner dispose of the whole or any part of the property so purchased; to conduct in a lawful manner the whole or any part of the business so acquired, and to exercise all of the powers necessary or convenient for the conduct and management thereof.

**FIFTH: Directors Powers:** In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

1) To make and alter bylaws of this corporation; to fix the amount to be reserved as working capital over and above its capital stock paid in; and to authorize and cause to be executed, mortgages

and liens upon the real property and personal property of this corporation.

2) Pursuant to the affirmative vote of 75% of the issued and outstanding stock having voting power, or when authority by the written consent of at least 2/3 majority of the holders of the voting stock issued and outstanding, the Board of Directors shall have the power and authority at any meeting to sell, lease, or exchange all of the property and assets of this corporation, including its good will and corporate franchise, upon such terms and conditions as its Board of Directors deems expedient and for the best interest of the corporation.

**SIXTH: Corporate Stock:** The capital stock of this corporation shall be \$100,000 and shall be divided into 10,000 shares of stock at the par value of \$10 per share. No distinction shall exist between the shares of this corporation, and all such shares shall have the same right in the corporation.

**SEVENTH: Capitalisation:** All or any portion of the capital stock may be issued for cash or payment for real or personal property, services, or any other right, or thing of value, for the uses 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 directors shall be the sole judges of the value of any property, thing, or right acquired in exchange for the capital stock.

**EIGHTH: Increased Capitalization:** From time to time the capital stock may be increased according to law, and may be issued in such amounts and proportion as shall be determined by the Board of Directors and may be permitted by law.

**NINTH: Incorporators:** The name and address of each of the incorporators and a statement of the total number of shares subscribed for by each is as follows:

Richard M. James 1128 Warner Avenue Lewiston, ID 83501	95 shares	\$950
Michael D. Henry 158 East Main Grangeville, ID 83530	5 shares	\$ 50

Virginia James  
1128 Warner Avenue  
Lewiston, ID 83501

1 share

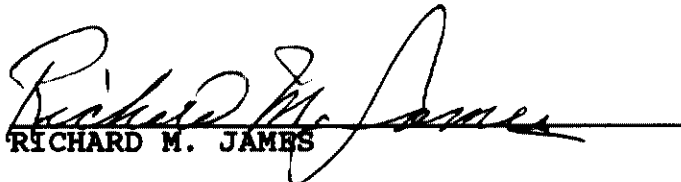
\$ 10

**TENTH: Initial Board of Directors:** The names and addresses of the initial Board of Directors shall be Richard M. James, of 1128 Warner Avenue, Lewiston, ID 83500, Michael D. Henry, of 158 East Main, Grangeville, ID 83530, and Virginia James, of 1128 Warner Avenue, Lewiston, ID 83501.

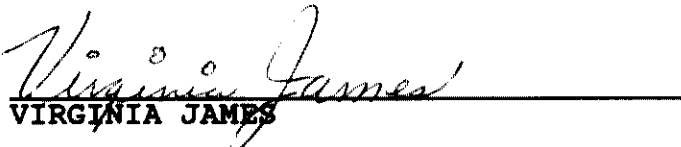
**ELEVENTH: Amendment of Articles:** This corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by the statute, and all the rights conferred upon the stockholders herein are granted, subject to this resolution.

**TWELFTH: Limitation of Liability:** The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

We, the undersigned, being each one of the original subscribers to the capital stock herein named for the purpose of forming a corporation to do business both within and without the State of Idaho, in pursuance of the laws of the State of Idaho, do make and file these Articles of Incorporation, hereby declaring and certifying the facts stated are true, and we respectfully agree to take the number of shares hereinabove set opposite our names and accordingly have hereunto set our hands and seals this \_\_\_\_\_ day of \_\_\_\_\_, 1993.

  
RICHARD M. JAMES

  
MICHAEL D. HENRY

  
VIRGINIA JAMES

STATE OF IDAHO )  
 )  
 ) ss  
County of Kootenai )

On this 2nd day of July, 1993, before me,  
a Notary Public in and for said County and State, personally  
appeared RICHARD M. JAMES, known to me to be the person whose name  
is subscribed to the within instrument and he acknowledged to me  
that he freely executed the same.

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

(NOTARY SEAL)

Patricia Rogers  
Notary Public for the State of Idaho,  
Residing at Hayden, Idaho, therein.  
My commission expires 11-16-96.

STATE OF IDAHO )  
 )  
 ) ss  
County of Idaho )

On this 25 day of June, 1993, before me,  
a Notary Public in and for said County and State, personally  
appeared MICHAEL D. HENRY, known to me to be the person whose name  
is subscribed to the within instrument and he acknowledged to me  
that he freely executed the same.

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

(NOTARY SEAL)

Dennis J. Allen  
Notary Public for the State of Idaho,  
Residing at Grangeville, therein.  
My commission expires 12-25-94.

STATE OF IDAHO )  
 )  
 ) ss  
County of Blaine )

On this 6th day of July, 1993, before me,  
a Notary Public in and for said County and State, personally  
appeared VIRGINIA JAMES, known to me to be the person whose name is  
subscribed to the within instrument and she acknowledged to me that  
she freely executed the same.

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

(NOTARY SEAL)

James J. Allen  
Notary Public for the State of Idaho,  
Residing at Blaine, therein.  
My commission expires 12-4-95.