

State of Idaho



Department of State

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, FRED E. LUKENS, 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

CLEARWATER LIME PRODUCTS COMPANY

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the nineteenth day of May, 1930, original articles of amendment, as provided by Sections 33 and 34 of Chapter 262 of the 1929 Session Laws of the State of Idaho, changing its name to CLEARWATER LIME COMPANY; changing its registered office from Lewiston, Nez Perce County to Orofino, Clearwater County, Idaho; setting forth the number, qualifications, terms of office, manner of election, time and place, manner of calling of meeting, and powers and duties of the Board of Directors shall be prescribed by the By-laws of the corporation; and substituting articles as amended, and that the said articles of amendment contain the statement of facts required by law, and are recorded in Book A-24 of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the name of the CLEARWATER LIME PRODUCTS COMPANY has been changed to CLEARWATER LIME COMPANY; that its registered office has been changed from Lewiston, Nez Perce County, to Orofino, Clearwater County; that the number, qualifications, terms of office, manner of election, time and place, manner of calling of meeting and powers and duties of the Board of Directors shall be fixed by the By-laws of the corporation; and that articles as amended have been substituted.

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 nineteenth day of May, in the year of our Lord one thousand nine hundred and thirty, and of the Independence of the United States of America the One Hundred and Fifty-fourth.

Secretary of State

AMENDED ARTICLES OF INCORPORATION

(Articles of Amendment)

of

CLEARWATER LIME COMPANY

(formerly Clearwater Lime Products Company.)

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Know All Men By These Presents: That these amended articles of incorporation (articles of amendment) of Clearwater Lime Company (formerly Clearwater Lime Products Company) have been duly and regularly adopted in the manner and form provided by law and approved by the unanimous consent of more than two-thirds (2/3) of the shareholders of said corporation at a meeting thereof, duly called upon notice for the purposes herein expressed, as provided by Chapter 262, of the 1929 Session Laws of Idaho, and all other laws and statutes in effect at the time of filing these articles, to-wit:

ARTICLE I.

The name of this corporation shall be "CLEARWATER LIME COMPANY".

ARTICLE II.

The object for which this corporation is formed is to mine, quarry, locate, lease, and acquire, by purchase or otherwise, mining claims, state lands, for the purpose of mining limestone, or marble, or for any other purpose for which they may be desired, in the State of Idaho and in all other states of the United States.

To mine, manufacture, deal in, sell and market limestone and lime, and marble, and minerals of every kind, nature and description, in all of the states of the United States.

To manufacture cement, lime, ground limerock, fertilizer, marble, terrazzo, in fact, any and everything that can be manufactured from limestone or marble.

To finance, build, construct, and operate electric transmission

lines, and electric railways, or railways of any other description, within the State of Idaho and all other states of the United States.

To finance, contract for loans, construct, establish and equip electric works or railroads, power sites, own and acquire water rights for all purposes for which they may be desired.

To acquire by purchase, subscriptions, or otherwise, to own and dispose of stocks, bonds or any other obligation, of this or any other corporation.

To hold, own and operate general merchandise stores or establishments, either at wholesale or retail, or both, in all of the states of the United States.

To hold for investment, or otherwise, to use, sell or dispose of, any stocks, bonds, notes or other obligations of this or any other corporation.

To aid in any manner any corporation, whose stocks or bonds or other obligations, are held, or in any manner guaranteed, by the company, and to do any other act or thing for the purpose of preservation, protection, improvements or enhancements of the value of any stocks, bonds or other obligations, or to do any act or thing designated for such purpose; and while owner of any such stocks, bonds, or other obligations, to exercise all rights, powers, privileges of ownership thereof, and to exercise any and all voting powers thereon.

To acquire leases of every kind and description, also to acquire contracts of every kind and description, and to hold and operate same, to own real estate; and to dispose of real estate, to assign leases and contracts, to own and acquire rights-of-way of every kind and nature, to own townsites and to dispose of same.

To own and acquire water rights and to sell water for power, irrigation and domestic use; to own, maintain and operate electrical, telegraph and telephone lines.

To do all things necessary and proper for the establishment of the above objects specified, or all of them, in the State of Idaho and all other states in the United States.

ARTICLE III.

That the location and postoffice address of the registered office of the Clearwater Lime Company in the State of Idaho shall be Orofino, Clearwater County, Idaho.

ARTICLE IV.

The term for which this corporation shall exist is Fifty (50) years, from and after date of its incorporation.

ARTICLE V.

That the number, qualifications, terms of office, manner of election, time and place, manner of calling of meeting, and powers and duties of the Board of Directors of Clearwater Lime Company shall be prescribed by the By-laws of the corporation, subject to the provisions of the laws of Idaho.

ARTICLE VI.

The amount of the capital stock of this corporation is Five Hundred Thousand (\$500,000.00) Dollars, divided into Five Hundred Thousand Shares (500,000) of the par value of One Dollar (\$1.00) each; the said stock when issued shall be fully paid and non-assessable.

ARTICLE VII.

The private property of the stockholders shall be exempt from corporate liability and also from personal liability, either to the corporation or to its creditors.

In Witness Whereof, we, the undersigned, being all of the officers and directors of said corporation, pursuant to authority duly and regularly given by the shareholders of said corporation, have here-

unto set our hands and seals, in triplicate, this 14th day of May,
1930.

Walter Harris (SEAL)

Charles Harris (SEAL)

James H. Sanford (SEAL)

STATE OF IDAHO)
) ss.
County of Nez Percé)

On this 14 day of May, 1930, before me, Neal B. Martin, a Notary Public in and for said State, personally appeared WALTER HARR, KIMMER HARR and GROVER S. BUNFORD, personally 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.

(Seal)

Neal B. Martin
Notary Public in and for said State,
residing at Lewiston therein.

CERTIFICATE.

STATE OF IDAHO)
) ss.
County of Nez Perce)

Walter Harr and Grover S. Burford, being each severally sworn, severally depose and say:

That the said Walter Harr is, and at all of the times herein mentioned was, the President of Clearwater Lime Company (formerly Clearwater Lime Products Company), and that the said Grover S. Burford is, and at all of the times herein mentioned was, the Secretary of the said corporation; that upon due and regular notice a meeting of the shareholders of the said corporation was held at the principal office of the corporation in Lewiston, Nez Perce County, Idaho, on the 8th day of May, 1930, for the purpose of considering and acting upon a proposal to amend the articles of incorporation of the said company, change the name thereof, and transfer the principal office and place of business of said company from Lewiston, Nez Perce County, Idaho, to Orofino, Clearwater County, Idaho; and also to amend said articles of incorporation to provide that the number, qualifications, terms of office, manner of election, time and place, manner of calling of meeting, and powers and duties, of the Board of Directors of the corporation be prescribed by the By-laws of the corporation, as provided by the statutes of Idaho; that the shareholders of said corporation were given notice of the time, place, and purpose of said meeting, as required by statute, and that at said meeting 243,163 shares of the issued and outstanding stock of said corporation were represented in person or by proxy; that the total shares of stock issued and outstanding of said corporation are 285,645 shares; that more than two-thirds (2/3) of the total issued and outstanding shares of said corporation were present and voting at said meeting; that the foregoing amendments were, and each of them was, adopted by the unanimous, affirmative vote of all of the stockholders present.

And we do hereby certify that the attached and foregoing amended articles of incorporation (articles of amendment) do now constitute the articles of incorporation of the said Clearwater Lime Company.

In Witness Whereof, We have hereunto set our hands and seals, in triplicate, this 14th day of May, 1930.

Walter Larr (SEAL)

Ernest J. Dufford (SEAL)

STATE OF IDAHO)

County of Nez Perce)

ss.

Subscribed and sworn to before me this 14th day of May, 1930.

Walter B. Mather

(Seal)

Notary Public in and for said State,
residing at Lewiston therein.