

FILED/EFFECTIVE

**Articles of Incorporation of
Hard Rock Excavation, Inc.**

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IDAHO SECRETARY OF STATE
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To the Secretary of State of the State of Idaho, the undersigned, in order to incorporate a corporation under the provisions of Title 30, Chapter 1, Idaho Code, submits the following Articles:

Article I. Name

The name of this corporation is the Hard Rock Excavation, Inc.

Article II. Close Corporation Status

This corporation is a close corporation. All of the issued shares of stock of the corporation of all classes will be held of record by not more than seventy-five (75) persons.

Article III. Purposes

The purpose of the corporation is to conduct any lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

Article IV. Registered Office; Registered Agent

The address of the corporation's initial registered office in Idaho is 7011 Holiday Dr., Boise, Idaho 83709 and the name of the corporation's initial registered agent at that address is David Callister.

Article V. Authorized Shares

The corporation is authorized to issue 1,000 shares of common stock at no par value each.

Article VI. Initial Incorporator

The initial incorporator is David Callister and the incorporator's address is 7011 Holiday Dr., Boise, Idaho 83709.

Article VII. Preemptive Rights

Each shareholder or subscriber to shares of this corporation shall be entitled to full preemptive or preferential rights, as such rights have been heretofore defined at common law, to purchase and/or subscribe for his or her proportionate part of any shares which may be issued at any time by this corporation.

Article VIII. Board of Directors

All corporate powers shall be exercised by or under the authority of, and the

business affairs of the corporation managed under the direction of, its board of directors, subject to any limitation set forth in a shareholder agreement authorized under section 30-1-732, Idaho Code. The number of directors constituting the initial board of directors shall be two, and the name and address of the persons to serve as the initial director until the first annual meeting of the shareholders or until the successors are elected and qualified is:

1. David Callister whose address is 7011 Holiday Dr., Boise, Idaho 83709.
2. Becky Callister whose address is 7011 Holiday Dr., Boise, Idaho 83709.

Article IX. Right of First Refusal; Restrictions on Eligible Transferees

It is expressly provided that no person will be eligible to be a shareholder of this corporation except the original shareholders, their heirs, or persons designated by the board of directors.

It is also made a part of the contract of subscription to shares of this corporation, for the purchase of stock by each subscriber or purchaser, that, in order to carry out the provisions of this section, every shareholder, before selling the stock belonging to him/her, will offer to sell the stock to the corporation at the fair book value of the stock at the time the offer is made, and in case of disagreement as to what book value is at the time the offer is made, the matter in dispute will be arbitrated in the manner provided in the bylaws or shareholder agreement.

Any attempted sale of stock to a person or persons ineligible to own stock in this corporation will be void.

The corporation reserves the right to purchase at the book value any share or shares of stock which may by any means or method become the property of persons, corporations, or associations ineligible to be shareholders in this corporation.

The provisions of this section will be printed on the face of, and be a part of, each and every certificate of stock issued by this corporation.

In witness whereof, I have subscribed these articles of incorporation on this 26 day of January, 2001.

By: 

David Callister