



ARTICLES OF INCORPORATION (General Business)

FILED/EFFECTIVE

01 JAN 2001 09:01
STATE OF IDAHO

To the Secretary of State of the State of Idaho

The undersigned, in order to form a Corporation under the provisions of Title 30, Chapter 1, Idaho Code, submits the following articles of incorporation:

Article 1: The name of the corporation shall be: Rolf Tile and Marble, Inc.

Article 2: The number of shares the corporation is authorized to issue is: 10,000 Common Voting Shares

Article 3: The street address of the registered office is: 521 Willow Street, Hailey, Idaho 83333 and the registered agent at such address is: James B. Rolf

Article 4: The name and address of the incorporator are: James B. Rolf
P.O. Box 5621, Ketchum, ID 83340

Article 5: The mailing address of the corporation shall be: P.O. Box 5621, Ketchum, ID 83340

Optional articles: (See Attached Articles 6 through 9)

Article 6: Board of Directors (See Attached)

Article 7: Corporate Purpose (See Attached)

Article 8: Preemptive Rights (See Attached)

Article 9: Limitation of Liability (See Attached)

Customer Acct #:

(If using pre-paid account)

Secretary of State use only
IDAHO SECRETARY OF STATE

01/02/2001 09:00
CK: 1492 CT: 135488 BH: 370040

1 @ 100.00 = 100.00 CORP # 2

Signature of an incorporator:

ARTICLES OF INCORPORATION
OF
ROLF TILE AND MARBLE, INC.

OPTIONAL ARTICLES

Article 6: Board of Directors. All corporate powers shall be exercised by or under the authority of, and the business and 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 (2), and the names and addresses of the persons to serve as director until the first annual meeting of shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
James B. Rolf	P.O. Box 5621, Ketchum, ID 83340
Kerry J. Suskewicz	P.O. Box 2399, Hailey, ID 83333

Article 7: Corporate purpose. The purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act. The primary purpose for which this corporation is organized is Specialized Contracting.

Article 8: Preemptive Rights. The corporation elects to have preemptive rights.

Article 9: Limitation of Liability. No Director shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of a financial benefit received by a director to which his is not entitled; (ii) an intentional infliction of harm on the corporation or the shareholders; (iii) a violation of § 30-1-833, Idaho Code; or (iv) an intentional violation of criminal law.