



CERTIFICATE OF INCORPORATION
OF

CINDER STONE CORPORATION

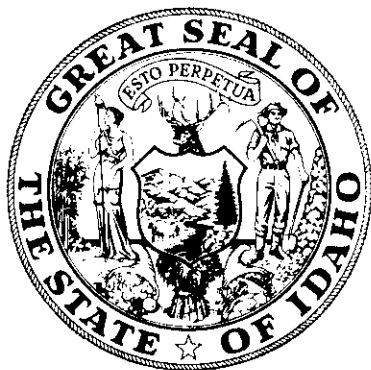
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

CINDER STONE 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: May 5, 1982



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: A handwritten signature in cursive script, reading "Penny Giersa".

'82 MAY 5 PM 1 55

ARTICLES OF INCORPORATION
OF
CINDER STONE CORPORATION
STATE

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, being natural persons of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

FIRST

The name of the corporation shall be Cinder Stone Corporation.

SECOND

This Corporation is formed and organized for the following purposes and objects:

(a) To own, operate, maintain and engage in the business of excavation, crushing, milling, sacking and marketing of cinder stone and related products or by-products, for the purpose of making profit in the Counties of Elmore and Ada, State of Idaho, and at such other location or locations as may be determined by the Board of Directors of this Corporation; purchase, acquire, sell, and produce cinder stone and related products; to develop, market, promote, solicit and provide cinder stone and related products to every nature and kind of business entity in both the private and public sector; to do all and everything necessary and proper for the accomplishment of any of the purposes, objectives or powers set forth herein either alone or in conjunction with other corporations, firms or individuals, principals or agents, and do every other act incidental to the purposes, objectives or powers, as is lawfully permitted corporations under the laws of the State of Idaho.

(b) To buy, sell, acquire, hold, own, dispose of, convey, mortgage, pledge, lease, assign, transfer, trade and deal in and with all kinds of personal property, franchises, privileges, rights, goods, wares, and merchandise of every kind, nature and description.

(c) To buy, sell, convey, lease, let, mortgage, exchange or otherwise acquire or dispose of lands, lots, houses, buildings and real property, hereditaments and appurtenances of all kinds and wheresoever situated, and of any interest and rights therein, to the same extent as natural persons might or could do, and without

limit as to amount;

(d) To acquire by purchase, subscription, or otherwise, and to own, hold, sell, negotiate, assign, deal in, exchange, transfer, mortgage, pledge, or otherwise dispose of, any shares of capital stock, script, bonds, mortgages, securities, or evidences of indebtedness, issued or created by any other corporation, joint stock company or associate, public or private, or by whomsoever issued, and while the holder or owner thereof to possess and exercise in respect thereof any and all rights, powers and privileges or ownership, including the right to vote thereon.

(e) To make, perform and carry out contracts of every kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, either public or private, or with any territory or government, or any agency thereof;

(f) To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes, and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets, real or personal, at any time owned or held by this corporation, upon such terms and conditions as the Board of Directors shall authorize, and as may be permitted by law.

(g) To acquire, hold, sell, reissue or cancel any shares of its own capital stock, provided, however, that this corporation may not use any of its funds or property for that purchase of its own common stock when such use would cause any impairment of the capital of this corporation, and provided, further, that the shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly;

(h) To purchase or otherwise acquire the whole or any part of the property, assets, business and good will of any other person, firm, corporation or association, and to conduct in any lawful manner the business so acquired, and to exercise all management and carrying on of such business;

(i) To organize, promote, incorporate and reorganize subsidiary corporations and joint stock companies and associations for any purposes permitted by law;

(j) To have one or more offices to carry on all or any part of its operations and business, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes of the attainment of any one or more of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and which now or hereafter may be authorized by law, or could do, as

principals, agents, contractors, trustees, or otherwise, and either along or in connection with any person, firm, association or corporation;

(k) To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho upon corporations formed under the general corporation laws of said State, or under any Act amendatory thereof or supplemental thereto or substituted therefor;

The foregoing clauses are to be construed both as objects and powers; and it is hereby expressly provided that enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation; provided, however, that nothing contained herein shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do any act which a corporation formed under the Act hereinbefore referred to, or any amendment thereof or supplement thereto, or substitute therefor, may not at the time lawfully carry on or do. It is the intention that the purposes, objects and powers specified in each of the subparagraphs (a) to (k) inclusive, of paragraph second of these Articles of Incorporation, shall, except as otherwise expressly provided, in no wise be limited or restricted by reference to, or inference from, the terms of any other subparagraph, clause or paragraph of these Articles of Incorporation.

THIRD

This corporation shall have perpetual existence.

FOURTH

The location and post office address of the registered office of the corporation shall be 605 N. 14th, Boise, Idaho 83702. The name of the registered agent of the corporation who may be found at that address is William Jeff Smith.

FIFTH

The amount of capital stock of this corporation shall be and is 5,000 shares of common stock at par value of \$1.00 each, making an aggregate stock of \$5,000.00, which stock shall not be issued until fully paid for and once so issued shall be non-assessable.

SIXTH

The names and post office address of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
William Jeff Smith	605 North 14th, Boise, Idaho
Steve R. Dillow	Box 257, Idaho City, Idaho
Mark Stewart	Box 257, Idaho City, Idaho

SEVENTH

The names and post office addresses of the initial directors of the corporation, appointed by the incorporators to serve until the first election of directors, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
William Jeff Smith	605 North 14th, Boise, Idaho
Steve R. Dillow	Box 257, Idaho City, Idaho
Mark Stewart	Box 257, Idaho City, Idaho

EIGHTH

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and the shares of the corporation shall not be subject to assignment for the purpose of paying expenses, conducting business, or paying debts of the corporation.

NINTH

The numbers of directors of the corporation shall be as specified in the bylaws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the bylaws, provided the number of directors of the corporation shall not be fewer than the number required by law. In case of any increase in the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

TENTH

Stockholders of the corporation shall have preemptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations of the corporation convertible into stock.

ELEVENTH

A voluntary sale, lease or exchange of all of the property and assets of the corporation, including its good will and its corporate franchise, may be made by the board of directors after authorization by the shareholders upon such terms and conditions as it may deem expedient and for the best interests of the corporation.

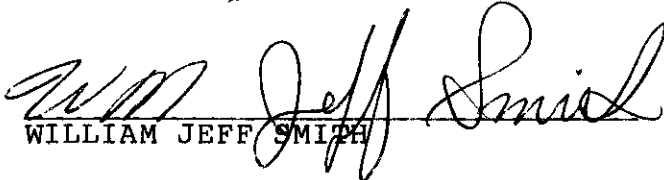
TWELFTH

No contract or other transaction between the corporation and any other corporation, and no act of the corporation, shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the board of directors or a majority thereof, and any director of the corporation who is also a director or officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the board of directors of the corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

THIRTEENTH

The board of directors is expressly authorized to repeal and amend the bylaws of the corporation and to adopt new bylaws, and the corporation reserves the right to amend, alter, change or repeal any provision contained in these articles, in the manner now or hereafter prescribed by law, by a majority vote of the stockholders represented in person or any proxy, at any annual meeting of the stockholders or at any meeting duly called for that purpose, except where the laws of said State of Idaho otherwise provide.

IN WITNESS WHEREOF, we have hereunto set our hands this 4
day of May, 1982.


WILLIAM JEFF SMITH

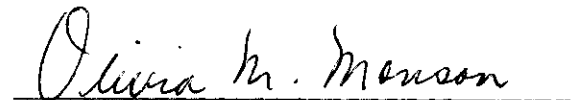

MARK STEWART


STEVE R. DILLOW

STATE OF IDAHO)
 :SS.
County of Ada)

On this 4th day of May, 1982, before me, the undersigned, a Notary Public in and for said State, personally appeared WILLIAM JEFF SMITH, MARK STEWART, and STEVE R. DILLOW, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same, and that they were persons over the age of eighteen years and citizens of the United States of America.

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


Notary Public for Idaho
Residing at Boise, Idaho

(SEAL)