

# State of Idaho

## Department of State

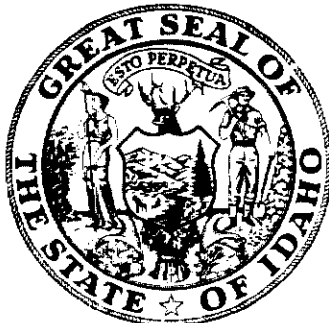
CERTIFICATE OF AUTHORITY  
OF  
HOLNAM INC.

File Number C 124607

I PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the Application for such Certificate.

Dated: June 29, 1998



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Natalie Lamb*

# APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

To the Secretary of State of Idaho

The undersigned Corporation applies for a Certificate of Authority and states as follows:

JUN 29 11 05 AM '98

1. The name of the corporation is Holnam Inc.
2. The name which it shall use in Idaho is \_\_\_\_\_
3. It is incorporated under the laws of Delaware
4. Its date of incorporation is 5/8/81
5. The address of its principal office is 6211 N. Ann Arbor Road, Dundee, Michigan 48131
6. The address to which correspondence should be addressed, if different than item 5, is \_\_\_\_\_  
P.O. Box 122 Dundee, Michigan 48131
7. The street address of its registered office in Idaho is 300 North 6th Street, Boise, Idaho 83701  
\_\_\_\_\_, and its registered agent in Idaho at that address is C T Corporation System

8. The names and respective business addresses of its directors and officers are:

| Name  | Office | Address |
|---|--------|---------|
| See attached list of directors and officers |        |         |
| _____                                       | _____  | _____   |
| _____                                       | _____  | _____   |
| _____                                       | _____  | _____   |
| _____                                       | _____  | _____   |
| _____                                       | _____  | _____   |
| _____                                       | _____  | _____   |

Dated: 6-16-98

Holnam Inc.  
(Corporation name)

By Robert J. Min

Its Vice President and Secretary  
(specify capacity of signer)

IDAHO SECRETARY OF STATE  
Customer Account # \_\_\_\_\_  
06/23/1998 09:00  
(If using this form, please call 1-800-368-2777 or 208-333-1236 for more information)  
Secretary of State use only  
1 @ 100.00 = 100.00 AUTH PRO  
2 @ 20.00 = 20.00 EXPEDITE C

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**HOLNAM INC. BOARD OF DIRECTORS**

(as of May 14, 1998)

|                       |  |
|-----------------------|--|
| Dr. Max Amstutz       | "Holderbank"<br>Garengo CH-1298<br>Celigny, Switzerland  |
| Robert A. Bicks, Esq. | Whitman Breed Abbott & Morgan<br>200 Park Avenue<br>New York, NY 10166   |
| Robert F. Boyd, Esq.  | Boyd & Boyd, P.C.<br>1405 NationsBank Center<br>One Commercial Place<br>Norfolk, VA 23510                            |
| Thomas L. Cassidy     | TCW Capital<br>200 Park Avenue, Suite 2200<br>New York, NY 10166   |
| Jack Edwards, Esq.    | Hand Arendall Bedsole Greaves & Johnston<br>3000 First National Bank Bldg<br>Mobile, AL 36601                        |
| John R. Kennedy       | JRK Financial<br>125 Elm Street<br>New Canaan, CT 06840  |
| Benoit H. Koch        | Secretariat B.H. Koch<br>Avenue Louise 489, 12th Floor<br>P.O. Box 122<br>1050 Bruxelles, Belgium                    |
| Bernard Kueng         | St. Lawrence Cement Co. Inc.<br>1945 Graham Boulevard<br>Mt. Royal, Quebec<br>Canada H3R 1H1                         |
| Theophil H. Schlatter | Chief Financial Officer<br>"Holderbank" Financiere Glaris Ltd.<br>Zurcherstrasse 170<br>CH-8645<br>Jona, Switzerland |
| Dr. Anton E. Schrafl  | "Holderbank"<br>Talstrasse 83<br>CH-8001<br>Zurich, Switzerland  |
| George B. Weathersby  | President & CEO<br>American Management Association<br>1601 Broadway<br>New York, NY 10019                            |
| Paul A. Yhouse        | Holnam Inc.<br>6211 North Ann Arbor Road<br>Dundee, MI 48131   |

## **HOLNAM INC. — OFFICERS**

(as of May 14, 1998)

| <b><u>Name</u></b>    | <b><u>Office</u></b>  |
|-----------------------|---|
| ■ Frank J. Benedick   | Vice President, Controller                                  |
| ■ Thomas A. Chizmadia | Vice President, Corporate Communications and Public Affairs |
| ● Randall J. Carlson  | Vice President, Sales - Central Division                    |
| ★ Peter J. Deem       | Vice President, Sales - West Division                       |
| ● Randy S. Dunlap     | Vice President/General Manager, Mineral Components Division |
| ★ Harry D. Javernick  | Vice President, Manufacturing                               |
| ■ Kent D. Jensen      | Senior Vice President and Chief Financial Officer           |
| ■ Erik G. Johnsson    | Vice President, Information Services                        |
| ■ Barry L. Lower      | Vice President, Project Development                         |
| ■ Robert J. Moir      | Vice President and Secretary                                |
| ■ Rassoul Navabpour   | Vice President, Technical Support                           |
| ■ David L. Rinas      | Senior Vice President, Marketing                            |
| ■ Gary L. Sauer       | Senior Vice President, Manufacturing                        |
| ■ Steven D. Spencer   | Senior Vice President, Human Resources                      |
| ■ Looman F. Stingo    | Senior Vice President, Logistics                            |
| ✚ William S. Taylor   | Vice President, Sales - Southeast Division                  |
| ▲ Russell L. Wiles    | Vice President, Manufacturing                               |
| ■ Paul A. Yhouse      | President and Chief Executive Officer                       |

### Office addresses:

- 6211 N. Ann Arbor Road, Dundee, Michigan 48131
- 3221 McKeelvey Road, Bridgeton, Missouri 63044
- ★ 3609 S. Wadsworth Blvd., Lakewood, Colorado 80235
- ✚ One Windsor Cove, Columbia, South Carolina 29223
- ▲ 3051 Hamilton Blvd., Theodore, Alabama 36582

State of Delaware

Office of the Secretary of State

JUN 29 11 00 AM '98

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HOLNAM INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF JUNE, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9157580

DATE:

06-24-98