


FILED
Oct 20 3 43 PM '99
SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION
OF

Northern Concrete, Construction, Inc.

1. Name. The name of the corporation is Northern Concrete, Construction, Inc.
2. Authorized shares. The aggregate number of shares the corporation is authorized to issue shall be 5,000, all of which shall be common voting stock.
3. Registered office and agent. The registered office of the corporation is 517 N. 36th, Nampa, Idaho 83687 and its registered agent at that address is Carl Benjamin.
4. Incorporator. The name of the incorporator is Carl Benjamin and the incorporator's address is 2660 Forecast, Meridian, Idaho 83642

In witness whereof, I have subscribed these Articles of Incorporation this 8th day of October 1999.



Carl Benjamin, Incorporator

5. Voting Entitlement of Shares. (1) Except as provided in sections (2) and (4) of this Article, each outstanding share, regardless of class, is entitled to one (1) vote on each matter voted on at a shareholders' meeting. Only shares are entitled to vote.

(2) This corporation is not entitled to vote treasury shares. The shares of this corporation are not entitled to vote if they are owned, directly or indirectly, by a second corporation, domestic or foreign, and this corporation owns, directly or indirectly, a majority of the shares entitled to vote for directors of the second corporation.

(3) Section (2) of this Article does not limit the power of this corporation to vote any share, including its own shares, held by it in a fiduciary capacity.

(4) Redeemable shares are not entitled to vote after notice of redemption is mailed to the holders and a sum sufficient to redeem the shares has been deposited with a bank, trust company, or other financial institution under an irrevocable obligation to pay the holders the redemption price on surrender of the shares.

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4. Incorporators. The names and addresses of the incorporators are:

Carl Benjamin
2660 Forecast Meridian, Idaho 83642

In witness whereof, we have subscribed these Articles of Incorporation this 8th day of October 1999.



Carl Benjamin, Incorporator

- X. Initial directors. The names and addresses of the initial directors are:

Carl Benjamin
2660 Forecast Meridian, Idaho 83642

X. 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.

X. 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, and the names and addresses of the persons to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Carl Benjamin	2660 Forecast Meridian, Idaho 83642

X. 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. The number of directors of the corporation shall be fixed from time to time by or in the manner provided in the bylaws, but the number thereof shall never be fewer than nine (9).

The directors shall be divided into two (2) classes, each class to be as nearly equal to the other in number as possible. The term of office of directors of the first class shall expire at the first annual meeting of shareholders after their election and the term of office of the second class shall expire at the second annual meeting after their election. At each annual meeting thereafter, the number of directors equal to the number of the class whose term expires at the time of such meeting shall be elected to hold office until the second succeeding annual meeting. No classification of directors shall be effective prior to the first annual meeting of shareholders.

Directors need not be residents of the State of Idaho or shareholders of the corporation.

The names and addresses of the persons to serve as directors until their term of office expires, or until their successors are elected and qualified, are:

<u>Name</u>	<u>Address</u>
Carl Benjamin	2660 Forecast Meridian, Idaho 83642

X. Voting. Each outstanding share entitled to vote shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders. Shareholders do not have the right to cumulate their votes for directors.

X. Cumulative Voting. Shareholders are entitled to cumulate their votes for directors [that is, they are entitled to multiply the number of votes they are entitled to cast by the number of directors for whom they are entitled to vote and cast the product for a single candidate or distribute the product among two (2) or more candidates].

X. Terms of Classes or Series of Shares Determined by Board. The board of directors may determine, in whole or in part, the preferences, limitations, and relative rights, within the limits of section 30-1-601, Idaho Code, of (a) any class of shares before the issuance of any shares of that class or (b) one (1) or more series within a class before the issuance of any shares of that series. Each series must have preferences, limitations, and relative rights identical with those of other shares of the same series and, except to the extent otherwise provided in the description of the series, with those of other series of the same class. Before issuing any shares of a class or series created under this section, the corporation shall deliver to the secretary of state for filing articles of amendment, which are effective without shareholder action, that set forth the information required by section 30-1-602, Idaho Code.

X. Preemptive Rights. The corporation elects to have preemptive rights.

X. Indemnification. The corporation shall indemnify the directors and officers of the corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the corporation to provide prior to such amendment).

X. 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 he 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.