

State of Idaho

Department of State.

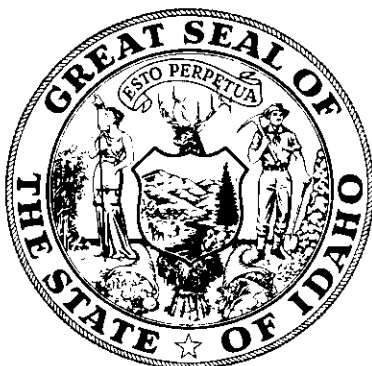
CERTIFICATE OF AUTHORITY OF

Utah Salt Company, Inc.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of Utah Salt Company, Inc. for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to Utah Salt Company, Inc. to transact business in this State under the name Utah Salt Company, Inc. and attach hereto a duplicate original of the Application for such Certificate.

Dated November 1, 19 79.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose, submit the following statement:

1. The name of the corporation is Utah Salt Company, Inc.
2. *The name which it shall use in Idaho is Utah Salt Company, Inc.
3. It is incorporated under the laws of Utah
4. The date of its incorporation is April 30, 1958 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 1865 South Main Street #25, Salt Lake City, Utah 84115
6. The address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is CT Corporation Systems
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Manufacture, transportation and sale of salt in all aspects
without limitation
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>E. M. Carter</u>	<u>President</u>	<u>2945 Branch Dr., SLC, UT 84117</u>
<u>G. E. Roberts</u>	<u>Vice President</u>	<u>2409 Maywood Dr., SLC, UT 84109</u>
<u>M. A. Bagley</u>	<u>Secretary-Treasurer</u>	<u>1919 Hillcrest Ave., SLC, UT 84106</u>
<u>J. P. Gibbons</u>	<u>Director</u>	<u>825 W. 1000 N., SLC, UT 84116</u>
<u>W. Gibbons</u>	<u>Director</u>	<u>825 W. 1000 N., SLC, UT 84116</u>
<u>M. Gibbons</u>	<u>Director</u>	<u>825 W. 1000 N., SLC, UT 84116</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>200,000</u>	<u>Common</u>	<u>\$1.00</u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>97,971</u>	<u>Common</u>	<u>\$1.00</u>

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated 28th September, 19 79.

Utah Salt Company, Inc.

By _____

Its Vice President

and Melvin A. Boggs

Its _____ Secretary

STATE OF UTAH)

)ss:

COUNTY OF SALT LAKE)

I, Carole F. Lam, a notary public, do hereby certify that on this 28th day of September, 19 79, personally appeared before me G. E. Roberts, who being by me first duly sworn, declared that he is the Vice President of Utah Salt Company, Inc., a Utah corporation,

that he signed the foregoing document as Vice President of the corporation and that the statements therein contained are true.

Carole F. Lam

Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.



Office of Lt. Governor/Secretary of State

I, DAVID S. MONSON, LT. GOVERNOR/SECRETARY OF STATE OF THE STATE OF UTAH, DO HEREBY CERTIFY THAT the attached is a full, true and correct copy of the Articles of Incorporation of UTAH SALT COMPANY, INC., a Utah corporation, filed in this office on April 30, 1958. Said corporation is in good standing.

AS APPEARS OF RECORD IN MY OFFICE.

#34085

IN WITNESS WHEREOF, I have
hereunto set my hand and affixed the
Great Seal of the State of Utah at Salt
Lake City, this 30th day of
August A.D. 1979.

David S. Monson
LT. GOVERNOR/SECRETARY OF STATE

James E. Dancy
AUTHORIZED PERSON

27-382
1-32-00

ARTICLES OF INCORPORATION

34085

of

UTAH SALT COMPANY, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day and by these presents voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Utah, and we do hereby respectfully represent and certify as follows:

ARTICLE I--. That the name of the corporation hereby formed is and will be UTAH SALT COMPANY, INC.

ARTICLE II--. The corporation is organized at Tooele City, Tooele County, State of Utah.

ARTICLE III--. The respective names of the incorporators and of the persons who unite together by the terms of this agreement and by these Articles of Incorporation and their respective places of residence are as follows:

<u>NAME</u>	<u>RESIDENCE</u>
F. G. McFarland	Tooele, Utah
S. R. Hullinger	Tooele, Utah
G. E. apRoberts	Salt Lake City, Utah
E. LaVar Tate	Tooele, Utah
E. M. Grimm	Tooele, Utah

ARTICLE IV--. The period of existance of this corporation shall be perpetual, as provided by law, and until the same is dissolved as provided by law.

ARTICLE V--. The present business address of said corporation will be Utah Salt Company, Inc., 915 North Main Street, Tooele City, Utah, or P. O. Box 238, Tooele, Utah.

ARTICLE VI--. The object and purpose of this corporation shall be as follows:

To engage in and carry on the business of harvesting, processing and selling salt at wholesale or retail and to do all things relating thereto as will be necessary and proper to carry on such business in the State of Utah and any other states as the company may determine from time to time; to buy, sell, lease and exchange and deal generally in any and all real and personal property used or to be used in connection with the corporation business; to employ or contract for employment and hire any and all manpower, machinery, tools and equipment of all kinds and nature necessary to carry on the operations of the company; to contract for the sale and disposal of all of the products of the company; to borrow or pledge the name of the company for necessary funds to carry out the company operations and to do generally all things necessary and proper to carry on the corporation business, and with any powers that are not herein included are not deemed to be excluded from the powers of the officers of this company in order to properly carry out the corporation business in a proper manner at all times.

ARTICLE VII-- The total capitol stock of this corporation is fixed at this time at One Hundred Thousand (100,000) shares of the par value of One Dollar (\$1.00) per share and the total amount of stock now subscribed for and to be sold and issued immediately upon formation and granting of the corporate charter to this company, and paid for entirely by cash payment of the respective parties hereto is represented to be as follows:

<u>NAME</u>	<u>NUMBER OF SHARES</u>
F. G. McFarland	3,500.
S. R. Hullinger	3,500.
G. E. apRoberts	7,000.
E. LaVar Tate	7,000.
E. M. Grimm	100.

ARTICLE VIII-. The duly authorized officers of the corporation shall have the authority to issue and sell shares of stock to the parties herein in the same ratio as their ownership of stock presently appears in these articles of incorporation and for the price of \$1.00 per share. No person other than those named herein as present stockholders shall have the right to purchase stock in this company.

ARTICLE IX-. The officers of this corporation shall consist of the following; a board of directors consisting of five members, any four of which shall constitute a quorum to transact corporation business; a president; a vice-president and a secretary-treasurer. The office of secretary-treasurer may be held by the same person. All officers of the corporation to serve as such shall be stockholders in the corporation at all times they hold office. The president, vice-president and secretary-treasurer of the company shall all be elected by the stockholders of the corporation at the regular annual meeting to be held on the 5 day of June, 1958, and on the same day of each and every year thereafter, unless such day shall fall on a Sunday or holiday in which event the meeting will be held on the next day following. Each stockholder shall be entitled to one vote for each share of stock recorded to the respective name of the stockholder on the books of the company. A majority vote of all outstanding stock will be necessary to elect any officer and no vote by proxy will be authorized. Each such officer shall serve for a term of one year, and until his successor is duly elected and qualified. The board of directors consisting of five members, each of which will serve for one year and until their successors are duly elected and qualified, shall likewise be elected at the regular annual meeting and the members of the board shall elect a chairman of the board. Any other meetings may be called and held by the giving of a written notice to all stockholders at least 10 days prior to such meeting.

ARTICLE X--. All vacancies that shall occur in any office in the company between annual meetings shall be filled immediately by the appointment of an officer to fill such vacancy by the board of directors.

ARTICLE XII--. The respective officers of this corporation who shall serve until the next regular annual meeting of the stockholders shall be as follows:

BOARD OF DIRECTORS

F. G. McFarland	G. E. apRoberts
S. R. Hullinger	E. LaVar Tate
E. M. Grimm	

OFFICERS

F. G. McFarland	President
G. E. apRoberts	Vice-President
E. LaVar Tate	Secretary-Treasurer

ARTICLE XIII--. The private and individual property of the respective stockholders in this corporation shall not in any manner be liable for the debts and obligations of the company, unless otherwise provided by the laws of the State of Utah to the contrary.

ARTICLE XIV--. The board of directors of this corporation shall have the authority to make and adopt such by-laws as they shall deem necessary for the proper operation of the corporate business.

ARTICLE XV--. The stock of this corporation is hereby declared to be non-assessable.

ARTICLE XVI--. These articles of incorporation may be ammended from time to time and at any regular meeting as herein provided, or at any special meeting duly called and held for that particular purpose and on which notice is given as herein provided. It will take a majority vote of all outstanding stock to effect a valid ammendment to these articles, and when any such ammendment is so made a certified copy thereof will be hereto attached and filed with the proper County and State officers.

ARTICLE XVII-- No valid sale or transfer of stock in this corporation can at any time or under any conditions be made to any person other than a stockholder of record on the books of this corporation. Any attempted sale otherwise made will be void. No sale or transfer of any company stock will be acknowledged until the same is properly made and entered on the books of the corporation.

IN WITNESS WHEREOF we the parties hereto have placed our respective signatures at Tooele City, Utah, this 18th day of April, 1938.

J. G. McFarland
J. S. [unclear]
H. P. Kullinger
Arthur Gato
E. M. [unclear]
By Arthur Gato
Attorney in fact

STATE OF UTAH

SS:

COUNTY OF TOOELE

F. G. McFARLAND, S. R. HULLINGER AND E. LA VAR TATE
three of the persons appearing by their respective signatures
to the foregoing articles of incorporation appeared before me
on the 18th day of April, 1958, and duly acknowledged to me
that they did each verily believe that each party appearing
by their signature to the articles of incorporation each executed
the same as their own free act and deed and for the purposes
therein set forth and that it is the bona fide intention of
the respective parties, and each of them, to commence and to
carry on the business mentioned in said articles of incorporation,

F. G. McFarland
S. R. Hullinger
E. LaVar Tate
Affiants

Subscribed and sworn to before me this 18th day of
April, 1958.

Ernest DeLaMar
Notary Public
Tooele, Utah

My commission expires

JAN 30, 1960.

STATE OF UTAH

SS:

COUNTY OF TOOELE

F. G. McFarland, G. E. apRoberts and E. LaVar Tate
being each duly sworn deposes and says; that they are each to
serve as officers of the within entitled corporation, articles
of which are hereto attached, and that they will serve until
the next regular meeting of the stockholders of said
corporation; that they will each honestly and to the best of
their judgment and ability discharge the duties of their
respective office, and will not do or suffer to be done anything
with relation to the business of said corporation that will in
any manner tend to defraud any stockholder, creditor or the
public.

F. G. McFarland
G. E. apRoberts
E. LaVar Tate
Affiants

Subscribed and sworn to before me this 18th day of
April, 1958.

Ernest A. L. Mann
Notary Public
Tooele, Utah

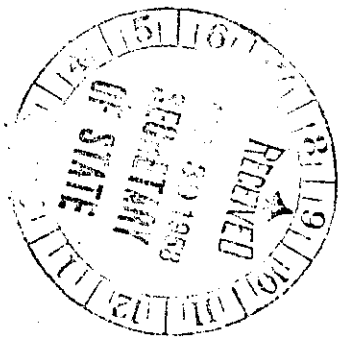
My commission expires

JAN 30, 1960.

I, Willard H. Sagers, Court Clerk, for Tooele
County, Utah, hereby certify that the foregoing
is a true, correct and full copy of the instrument
herewith set out as appears of record in the
Court Clerk's Office of Tooele County, Utah,
this 21 day of April, 1958
WILLARD H. SAGERS, Clerk of the Court

Willard H. Sagers
Deputy Clerk

A F F I D A V I T



STATE OF UTAH

SS:

COUNTY OF TOOELE

F. G. McFARLAND, S. R. HULLINGER and E. Lavar TATE
being each duly sworn on their oath each deposes and says:

That they are three of the incorporators named in
the Articles of Incorporation of the UTAH SALT COMPANY, INC.,
and it is bona fide their intention to commence and carry on
the business mentioned in the articles of incorporation, and
that the affiants verily believe that each party to the articles
of incorporation has paid or is able to pay and will pay the
amount of the capitol stock subscribed by each stockholder; and
that at least ten per cent of the capitol stock subscribed
by each stockholder and not less than ten per cent of the capitol
stock of the corporation has been paid in.

F. G. McFarland

S. R. Hullinger

E. Lavar Tate

Affiants

Subscribed and sworn to before me this 24th day of
April, 1958.

[Signature]
Notary Public
Tooele, Utah

My commission expires

April 30, 1958