



**CERTIFICATE OF INCORPORATION
OF**

TURNER SAND & GRAVEL, INC.

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 the above named 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 27, 1988**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

My J. Clark

ARTICLES OF INCORPORATION

OF

MAY 27 3 55 PM '80

TURNER SAND & GRAVEL, INC.

SECRETARY OF STATE

The undersigned, acting as sole incorporator of the corporation under Idaho law, does adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is **TURNER SAND & GRAVEL, INC.**

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Idaho, including but not by way of limitation the following:

1. To engage in and carry on a contracting and construction business as general and subcontractor, including grading, paving, construction and repairing roads, streets, alleys and sidewalks and buildings, erecting, altering and repairing buildings, and any and all classes of construction; to manufacture, by, sell, quarry, process and deal in brick, stone, lumber, cement, sand, rock, asphalt and all related materials and derivatives; to dig, dredge, mine, quarry, manufacture and refine sand, asphalt, limestone and other stones and materials; to manufacture, sell, produce, apply and supply asphalt, asphalt materials and derivatives, and by-products, cutback asphalts, bituminous emulsions and similar products used in waterproofing and construction operations; and to manufacture, purchase, own, hold, lease, sell, or otherwise dispose of and deal in all necessary

machinery, fixtures, plants, shops, buildings apparatus, tools and equipment necessary to carry on the business.

2. Entering into and performing contracts for paving, laying or replacing sidewalks, driveways, courts, roads, alleys, porches, basements, walks, floors, steps and other concrete construction and to construct concrete and other foundations. To carry on the business of masonry and entering into and performing contracts for laying, cleaning, caulking and tuckpointing bricks, blocks, stones, tiles, slates, marble and other general masonry work.

3. To make estimates upon, bid for, procure and perform contracts for grading, draining, building, paving, macadamizing, repairing or improving in any manner, roads, streets, parks, bridges, and the like; to manufacture, prepare, purchase or otherwise acquire, and to use, lay, sell or otherwise dispose of or deal in bricks, tiles, asphalt, stone, gravel, sand, cement, oils, bituminous substances and all other materials, equipment and supplies used or which may be used in road construction and the general contracting business.

4. To manufacture, refine and sell sillex, sand, and other products and by-products; to develop the different varieties of sand and sillex; to manufacture products and by-products; to develop sand and sillex; to manufacture and prepare the same for market and to sell and transport the same.

5. To manufacture, refine, buy, sell, transport and deal in and with sand, gravel and other natural minerals and elements as may be extracted from quarries and mines owned or leased by the corporation.

5. To engage in the business of buying, erecting, installing, selling and generally dealing in brick, chain tile, pressed tile, fireproof tile, fireproofing materials and all kinds of

firebrick, paving materials, sewer pipe, pottery, clay products of all kinds, terra-cotta, cement, lime, sand, gravel and builders and contractors' materials.

6. To engage in and carry on the business of buying, leasing, and otherwise acquiring or selling real estate and equipment of every kind and wherever situated; buying, leasing and otherwise acquiring and constructing and erecting, or contracting for the construction and erection of buildings, and structures in and on the real estate for any uses or purposes; holding, owning, improving, developing, maintaining, operating, leasing, mortgaging or disposing of the property or any part of the same; equipping, furnishing and operating medical buildings, medical centers, hospitals, office buildings apartment houses, hotels, restaurants, drug stores, nursing homes, or any other buildings or structures of whatever kind.

7. To manufacture and sell fire-clay, shingles, pressed brick and any other articles made out of clay.

8. To manufacture from clay and other suitable material and sell sewer pipe, tile, brick and other products of clay and other similar material.

9. To engage in and carry on the business of buying, transporting, leasing, trading and selling equipment, trucks, trailers, machinery and tools of every kind make and model.

In general, to do any or all of the things hereinbefore set forth, and to carry on any businesses not contrary to the laws of the State of Idaho, as principal, factor, agent, contractor, or otherwise, either alone or in conjunction with any person, firm, association, or corporation, and to make and perform contracts of every kind and description, and to do any and all such acts and things, and to exercise any and all such powers to the same

extent as a natural person might or could lawfully do to the extent allowed by law.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is ten thousand (10,000) shares, all of the same class designated as common stocks, each of which share of stock shall have a \$1.00 par value. All shares issued by the corporation shall be deemed fully paid and not liable for any further call or assessment thereon.

ARTICLE V

The address of the initial registered office of the corporation is Suite 1405, Idaho First Plaza Building, Boise, Idaho 83702 and the name of its initial registered agent at such address is Paul F. Sherman.

ARTICLE VI

The number of directors constituting the initial Board of Directors of the corporation is one and the name and address of the person who is to serve as Director until the first annual meeting of shareholders or until a successor is elected is:

<u>Name</u>	<u>Address</u>
Mike Turner	8546 Wichita Boise, Idaho 83709

ARTICLE VII

The name and address of incorporator signing these Articles is:

<u>Name</u>	<u>Address</u>
Mike Turner	8546 Wichita Boise, Idaho 83709

ARTICLE VIII

Amendment of the By-Laws of the corporation by the Board of Directors shall require majority approval of those directors present either in person or by proxy at a meeting of the Board of Directors duly called at which a quorum is present.

ARTICLE IX

The Board of Directors may create such committee or committees as it deems to be necessary or advisable with only such power and authority as is specifically defined in the resolution establishing such committee.

ARTICLE X

The Articles of Incorporation shall not be modified or amended except upon approval of a majority of all of the shareholders at a regular or special meeting of the shareholders duly called for such meeting.

ARTICLE XI

A shareholder of record shall have one (1) vote for each share of stock standing in his name on the books of the corporation entitled to vote. Cumulative voting shall not be allowed.

ARTICLE XII

Any shareholder of the corporation shall have pre-emptive rights to subscribe for any additional shares of stock.

Dated this 27 day of May, 1988.



MIKE TURNER
Incorporator

VERIFICATION

STATE OF IDAHO)

) ss.

County of Ada)

I, Nita Vaughan, the undersigned notary public, do hereby certify that on this 27 day of May, 1988, MIKE TURNER personally appeared before me, being first duly sworn by me, and declared that he is the Incorporator of the corporation, and that the statements therein contained are true.

Nita Vaughan
Notary Public for Idaho
Residing at Boise
Commission Expires: 2-1-1992