

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

ARROW-HEAD SAND, INC.

was filed in the office of the Secretary of State on **August 3rd**, 19 78
and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at **Roberts, Idaho** in the county of **Jefferson**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State.

Done at Boise City, The Capital of Idaho, this **3rd** day of **August**, A.D., 19 **78**.

Pete T. Cenarrusa

Secretary of State

STATE

ARTICLES OF INCORPORATION
OF
ARROW-HEAD SAND, INC.

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 purpose or purposes hereinafter stated pursuant to the laws of the State of Idaho, do hereby signify as follows:

ARTICLE I

The name of the Corporation shall be Arrow-Head Sand, Inc.

ARTICLE II

The purposes and objects for which the corporation is formed are:

A. To engage in the discovery, ownership, development and sale of all types of sand and materials incidental to the development and sale of sand and its by products.

B. To purchase, or in anywise, lands contracts for the purchase or sale of lands, building, improvements, and any other real property of any kind or nature, or any interest therein and to manage, improve, develop, and turn to account any land or contracts for purchase or sale of lands acquired by the corporation or in which the corporation is interested. To finance the purchase, improvements, development and construction of land and buildings belonging to or to be acquired by the corporation, or any other persons, firm or corporation;

C. To apply for, procure, and take out patents of the United States of America and the State of Idaho, upon any lands in which the corporation may have any interest.

D. To lend money and negotiate loans either with or without security or on the security of real or personal property; to draw, accept or

endorse, buy and sell discount and rediscount bills of exchange, notes, drafts, bonds, and choses in action and securities of all kinds, both as principal and their agents; to accept as security for any loans, liens, conditional sales of and pledges of real and personal property;

E. To acquire, manage, work, develop, lease, mortgage, sell, dispose of and otherwise deal with property of all kinds, including compromise and settlement of demands, accounts and claims of all kinds; to organize, finance, develop and improve business firms, partnerships and corporations;

F. To enter into contracts, obligations of any kind or kinds essential, necessary or proper to the transaction of its ordinary affairs or for the purposes of the corporation;

G. To appoint and employ agents, sub-agents, laborer, and specialists of every name, kind and nature and to enter into all necessary contracts with said agents, sub-agents, laborers or specialists;

H. To borrow money or otherwise incur indebtedness without limit as to amount and to draw, make, accept, endorse, transfer, guarantee, execute and issue bonds, debentures, notes, checks, drafts, bills of exchange, negotiable instruments and all other instruments for the payment of money, negotiable or nonnegotiable and whether secured or unsecured;

I. To purchase or otherwise acquire, lease, assign, mortgage, pledge or otherwise dispose of any trade names, trademark concessions, investments, formulas, improvements, process of any nature whatsoever, copyrights, and letters patent of the United States and foreign countries;

J. To cause to be formed, merge, or reorganize and to promote and aid in any way permitted by law the formation, merger, or reorganization of any business concern, firm, association or corporation, domestic or foreign; to acquire the good will, rights, property, in the whole of any part of the assets, tangible or intangible, and to undertake or in any way assume the liabilities of any persons, firm, association or corporation; to pay for the said good will, rights, property and assets in cash, the stock of this company, bonds or otherwise or by undertaking the whole or any part of the liabilities of the transferor; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful

manner the whole or any part of any business so acquired and to work and to exercise all powers necessary and expedient in or about the conduct and management of said business;

K. To purchase and so far as the same may be done without impairing the capital of the corporation, except as otherwise permitted by law, and to hold pledge and reissue shares of its own capital stock, but such stock so acquired and held shall not be entitled to vote nor to receive dividends;

L. To have, exercise and enjoy all of the powers now or hereafter granted to corporations organized under the laws of the State of Idaho and particularly in the powers and privileges granted to corporations by Chapter 1 of Title 30 of the Idaho Code and any present and/or future amendments thereto, and to do any act or thing necessary or convenient for the transaction of the aforesaid objects and purposes;

M. All of the foregoing provisions of this Article II are to be construed both as objects and powers, and it is hereby expressly provided that the 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 herein contained 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 corporations formed under the laws of Idaho now or hereafter existing, 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 paragraphs of this Article of the Articles of Incorporation shall, except as otherwise provided, in no wise be limited to or restricted by reference to or inference from the term of any other cause or paragraph of this paragraph contained or of any other provisions of these Articles of Incorporation shall be regarded as independent purposes, objects and powers specified in these Articles of Incorporation shall be regarded as independent purposes, objects and powers.

N. To have, exercise and enjoy all of the rights, powers, and privileges of a minority business enterprise and to bid and perform any and all contracts, agreements and work acquired on the basis of a minority business enterprise.

ARTICLE III

The corporation is to have perpetual existence.

ARTICLE IV

The location of the post office address of the registered office of the corporation shall be P.O. Box 184, Roberts, Idaho. The registered agent is Vaughn Anderson, P.O. Box 184, Roberts, Idaho.

ARTICLE V

The amount of the authorized capital stock of this corporation shall be 50,000, divided into 50,000 shares of common stock of the par value of \$1.00 per share. Before any of the capital stock of this corporation may be sold or transferred by any of its members of shareholders, the corporation itself must be given a thirty (30) day option to repurchase the stock, provided, however, that should the corporation desire not to purchase any stock to be sold or transferred, the remaining shareholders and members of the corporation shall be given a thirty (30) day option to repurchase said stock after receiving notice, in writing, that the corporation will not repurchase said stock itself. The capital stock of this corporation may be exchanged by the corporation through the Board of Directors for stock in other corporations.

ARTICLE VI

That the amount of the capital stock which has been subscribed and paid for is the sum of share, and following are the names of the persons, their addresses, and numbers of shares by whom the same have been subscribed, and the initial stockholders, shareholders and initial directors are as follows:

<u>Name</u>	<u>Address</u>	<u>Number of shares</u>	<u>Amount</u>
Vaughn Anderson	P.O. Box 181 Roberts, Idaho	2	\$2.00
Clara R. Anderson	P.O. Box 181 Roberts, Idaho	5	\$5.00
Vaughn Scot Anderson	P.O. Box 181 Roberts, Idaho	1	\$1.00

ARTICLE VII

That the management of this corporation shall be vested in a Board of not less than three (3) nor more than five (5) directors, as may be fixed by the Bylaws. The director shall be elected at the annual meeting of the

stockholders, to be held at the general office of this corporation in the City of Roberts, County of Jefferson, Idaho, on the second Monday of the first month after the close of the taxable year of each year, at the time to be determined by the Bylaws or at such other time and place as the director may so designate, and until such election, the officers and directors of said corporation shall be the said.

ARTICLE VIII

The power to repeal and amend Bylaws and adopt new Bylaws is hereby conferred upon the Directors as well as the shareholders to be exercised by such vote for such directors or of the allotted share as the case may be, not less, however, than the majority thereof as may be fixed by the Bylaws.

ARTICLE IX

All or any meetings of the shareholders or of the Board of Directors may be held within or without of the State of Idaho, upon notice in writing, from the Board of Directors.

ARTICLE X

No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such corporation is owned by the 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, 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 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 of a meeting of the Board of Directors of the corporation which shall authorize such contract or transaction, with a like force and effect as if he were not such director or officer of such other corporation, or not so interested.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 30 day of June, 1978.

Clara R. Anderson
Clara R. Anderson

Vaughn Scot Anderson
Vaughn Scot Anderson

STATE OF IDAHO)
County of Bonneville) ss.

On this 30 day of June, 1978, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared, VAUGHN C. ANDERSON, CLARA R. ANDERSON, and VAUGHN SCOT ANDERSON, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

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

W. M. Wachtbaum

Notary Public for Idaho
Residing at Idaho Falls, Idaho
Lifetime commission