

# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

#### MAGIC BLOCK CORPORATION

was filed in the office of the Secretary of State on the **Twenty-ninth** day of **October** A.D. One Thousand Nine Hundred **Sixty-two** and duly recorded on Film No. **121** of Record of Domestic Corporations, of the State of Idaho, 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

**Terreton,** 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 **29th** day of **October**, A.D., 19**62**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

MAGIC BLOCK CORPORATION  
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KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being natural persons of legal age and citizens and bonafide residents of the State of Idaho, do hereby associate together for the purpose of forming a corporation under the provisions of the laws of the State of Idaho, and do hereby adopt the following Articles of Incorporation, to-wit:

ARTICLE I.

The name of said corporation shall be MAGIC BLOCK CORPORATION.

ARTICLE II.

The term of existence of said corporation shall be perpetual.

ARTICLE III.

The location and post office address of the registered office of said corporation in this state shall be Terretton, Idaho.

ARTICLE IV.

The objects and purposes for which this corporation is formed are to do any or all of the things hereinafter set forth to the same extent as natural persons might or could do, to-wit:

1. To manufacture and sell cinder blocks of any kind, paving brick, pressed brick, fire brick, and sewer or tile pipe in any part of the United States, and also enter into contracts for the performance of any work or construction of

any structure or improvement, in the doing or construction of which products of the character of those to be manufactured by this company are used, and to do such work and construct such structures and improvements, the intention being that the company shall have the right to enter into contracts for the performance of such work or construction of such structures or improvements and to perform such work, construct such structures or improvements in the State of Idaho and outside the State of Idaho, also to purchase or lease real estate for the purpose of said manufacturing, erect buildings and improvements thereon, purchase the necessary material therefor, and to lease or sell any such real estate, buildings, improvements, or material, whether acquired by purchase, lease or contract.

2. To purchase or otherwise acquire, own and hold unlimitedly such real and personal property of every kind and nature within and without the State of Idaho, and in any part of the world, and to convey, sell, assign, transfer, lease, mortgage, pledge, exchange or otherwise dispose of any such property.

3. To purchase or otherwise acquire and to hold and own or to sell, assign, transfer, mortgage, pledge or otherwise dispose of stocks, bonds, or other obligations of any corporation formed for or thereafter engaged in, or purchasing any one or more of the businesses above mentioned, or owning or holding any property which the company might lawfully own or hold.

4. To enter into, make, perform and carry out contracts of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association or corporation.

5. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants and other negotiable or transferrable instruments.

6. To issue bonds, debentures, or obligations of this corporation from time to time for any of the objects or purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust or otherwise.

7. To borrow money from time to time and secure the payment thereof, together with interest thereon, by mortgage, deed of trust, or other lien upon or by any conveyance or transfer of any or all of its real and personal property, assets, and estate, and upon its revenues, incomes and profits, or any of them.

8. To conduct business and exercise all or any of its powers as above specified or otherwise in the State of Idaho and/or in any other state, territory, and/or colony of the United States, the District of Columbia, any foreign country and/or any other part of the world as fully and to the same extent as natural persons might or could do, either alone or in company with others, and at its option to have one or more offices and/or places of business as it desires within or without of said state, in addition to its registered and principal place of business.

9. All the foregoing provisions of these articles are to be construed both as objects and powers, and it is hereby expressly provided that the enumeration hereof of specific powers and objects shall not be held to limit or restrict in

any manner the general purposes and powers of the corporation; provided, however that nothing herein mentioned 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 a corporation 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 these Articles shall, except as otherwise provided, in no wise be limited or restricted by reference or inference from the terms of any other clause or paragraph in this article contained or of any other provision of these Articles of Incorporation.

#### ARTICLE V.

The five incorporators named in these Articles shall constitute the first Board of Directors, whose terms of office shall be as follows: Two members of the Board of Directors shall serve for a term of one year and three members shall serve for a term of two years. At the annual meeting of the shareholders, there shall be elected from the shareholders of this corporation members of the Board of Directors succeeding the members whose terms expire and said elected directors shall serve for a term of two years. It being the intention that each member of the Board of Directors, with the exception of the first Board above named, shall serve for a term of two years.

#### ARTICLE VI.

The total authorized capital stock of the corporation shall be \$250,000.00, divided into shares of the par value of \$1.00 each, all of said stock to be non-assessable common stock. All of said shares of stock of this corporation are of the same class with equal rights and voting power and without preference and/or priority of any share over any other.

ARTICLE VII.

The following are the names and post office addresses of the incorporators, together with the number of shares which are subscribed by each, set opposite their names respectively:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
W. B. Phipps	Terreton, Idaho	One Share
Jack Gerard	Terreton, Idaho	One Share
Milburn Hawker, Jr.	Montevew, Idaho	One Share
Wm. P. Cope	Montevew, Idaho	One Share
Robert S. Ellis	Terreton, Idaho	One Share

ARTICLE VIII.

Subject always to By-laws made by the shareholders. Any By-Laws may be altered or repealed by the shareholders at any annual meeting or special meeting, provided notice of such proposed alteration or repeal by the shareholders be included in the notice of such special meeting of shareholders.

IN WITNESS WHEREOF, we, the undersigned, being each of the original incorporators of the MAGIC BLOCK CORPORATION, have hereunto set our hands and caused these Articles to be executed in triplicate this 27th day of October, 1962.

W. B. Phipps  
Jack Gerard  
Wm. P. Cope  
Milburn Hawker Jr.  
Robert S. Ellis

STATE OF IDAHO, )  
County of ~~Madison~~ <sup>Salt Lake</sup> (SS)

On this 27th day of October, 1962, before me, the undersigned, a Notary Public in and for said state, personally appeared W. B. Phipps, Jack Gerard, Milburn Hawker, Jr., Wm. P. Cope and Robert S. Ellis, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and acknowledged to me they executed the same.

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

Idaho A. Smith  
Notary Public, residing at  
Mud Lake, Idaho

(Seal)

My commission expires:

3-3-65.