



Department of State

CERTIFICATE OF INCORPORATION

LOUIS E. CLARK

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

RIFFLE FIRE-ARMS, INC.

was filed in the office of the Secretary of State on the **Fifteenth** day of **July** **Sixty-six**, A.D. One Thousand Nine Hundred **and** **will be** **renewed** **microfilm** duly recorded on Film No. 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** **Ballage,** from the date hereof, with its registered office in this State located at **Shoshone,** in the County of

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 **15th** day of **July**, A.D., 19 **66**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

RIFFLE PRE-MIX, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of whom are natural persons of full age and citizens of the United States of America, have this day voluntarily associated ourselves together for the purposes of forming a corporation under the laws of the State of Idaho, and we hereby certify in writing.

ARTICLE I.

Name

That the name of said corporation shall be RIFFLE PRE-MIX, INC..

ARTICLE II.

Objects, Purposes, and Powers

The nature of the business and the objects and purposes proposed to be transacted, promoted, and carried on, are to do any or all the things herein mentioned, as fully and to the same extent as natural persons might or could do, and subject to the limitations provided by the laws of the State of Idaho and the laws of the United States Government, to-wit:

(a) To engage in the manufacture of concrete aggregates and concrete products.

(b) To engage in the manufacture, distribution and sale of concrete form-ties, blocks, foundations and other related products for the building

industry, and to carry on all other business incident thereto or connected therewith.

(c) To act as a general contractor for the construction, repairing and remodeling of buildings and public works of all kinds.

(d) To carry on a general earth-moving, tractor, contracting and construction business, and to that end, to lease, charter, own, manufacture, acquire, deal in, advertise and dispose of cranes, bulldozers, tractors, trucks, rigging, automobiles and other vehicles and kindred appliances and equipment.

(e) To enter into and perform contracts for the grading and/or paving of highways, streets, driveways, sidewalks, courts, alleys and similar areas.

(f) To issue in consideration for cash and other valuable assets the number of shares of stock indicated in ARTICLE V.

(g) To borrow money and issue its debenture bonds, promissory notes, or other obligations under such general conditions and subject to such limitations as permitted by applicable law, either State or Federal;

(h) To make reports to shareholders and participants of the company at such times and in such form as the by-laws shall recite;

(i) To make contracts, to sue and be sued, complain, and defend in any court of law or equity;

(j) By its Board of Directors, to appoint such officers and employees as may be decreed proper, define their authority and duties, fix their compensation, require bonds of such of them as it deems advisable and fix the penalty thereof, dismiss such officers or employees, or any thereof, at pleasure, and appoint others to fill their places.

(k) To adopt by-laws regulating the manner in which its stock shall be transferred, and its officers and employees appointed, its property transferred, and the privileges granted to it by law exercised and enjoyed;

(l) To acquire, hold, operate and dispose of any property (real, personal, or mixed) whenever necessary or appropriate to the carrying out of the general purposes of the corporation.

(m) To acquire, hold, use, and enjoy such licenses or other instruments as may be required by the United States of America or the State of Idaho, and County of Shoshone, or any city or village, or unincorporated area in the State of Idaho, to conduct any business or incidental business or activities for the corporation in the furtherance of its purposes, which may include franchises, permits, licenses, and/or contracts for representation, as may be required from jobbers, manufacturers, or sellers and distributors of such machinery, products, and merchandise as may be handled by the said corporation;

(n) To take, own, hold, deal in, mortgage, or otherwise lien, and to lease, sell, exchange, transfer, or in any manner whatever dispose of real property within or without the State of Idaho, wherever situated;

(o) To manufacture, purchase, or acquire in any lawful manner and to hold, own, mortgage, pledge, sell, transfer, or in any manner dispose of, and to deal and trade in goods, wares, merchandise, and property of any and every class and description, and in any part of the world;

(p) To enter into, make, and perform contracts of every kind with any person, firm, association, or corporation, municipality, body politic, county, territory, state, government, or colony or dependency thereof, and

without limit as to amount, to draw, make, accept, indorse, discount, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments and evidences of indebtedness whether secured by mortgage or otherwise, as well as to secure the same by mortgage or otherwise, so far as may be permitted by the laws of the State of Idaho;

(q) To exercise such incidental powers as may reasonably be necessary to carry out the business for which the corporation is established.

ARTICLE III.

Duration

The duration of this corporation shall be perpetual.

ARTICLE IV.

Registered Office

The location and post office address of the corporation's registered office in the State of Idaho is the City of Kellogg, in the County of Shoshone.

ARTICLE V.

Capital Stock

Section 1. Authorized Shares.

The total number of shares which this corporation is authorized to issue is fifty thousand (50,000) shares of Common Stock of One Dollar (\$1.00) par value of the value of Fifty Thousand (\$50,000.00) Dollars.

Section 2. Voting Rights of Stockholders.

Each holder of the Common Stock shall be entitled to one (1) vote for each share of stock standing in his name on the books of the Corporation. At each election of directors, each holder of the Common Stock shall have as

many votes as the number of shares of Common Stock owned by him multiplied by the number of directors to be elected by the holders of the Common Stock. These votes may be divided among the total number of directors to be elected by the holders of Common Stock, or distributed among any lesser number, in such proportion as the holder may desire.

ARTICLE VI.

Management

For the management of the business, and for the conduct of the affairs of the Corporation, and for the further definition, limitation, and regulation of the powers of the Corporation and its directors and stockholders, it is further provided:

Section 1. Size of Board.

The number of directors shall be as specified in the By-Laws of the Corporation and such number may from time to time be increased or decreased in such manner as prescribed by the By-Laws. In no event shall the number of directors be less than three (3) nor more than five (5). Directors shall be stockholders.

Section 2. Powers of Board.

In furtherance and not in limitation of the powers conferred by the laws of the State of Idaho, the Board of Directors is expressly authorized and empowered:

(a) To make, alter, amend, and repeal the By-Laws, subject to the power of the Stockholders to alter or repeal the By-Laws made by the Board of Directors;

(b) Subject to the applicable provisions of the By-Laws then in effect, to determine, from time to time, whether and to what extent, and at

what times and places, and under what conditions and regulations, the accounts and books of the Corporation, or any of them, shall be open to stockholder inspection. No stockholder shall have any right to inspect any of the accounts, books or documents of the Corporation, except as permitted by law, unless and until authorized to do so by resolution of the Board of Directors or of the Stockholders of the Corporation;

(c) To authorize and issue, without stockholder consent, obligations of the Corporation, secured and unsecured, under such terms and conditions as the Board, in its sole discretion, may determine, and to pledge or mortgage, as security therefor, any real or personal property of the Corporation, including after-acquired property;

(d) In addition to the powers and authority hereinbefore, or by statute, expressly conferred upon it, the Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the corporation, subject, nevertheless, to the provisions of the laws of the State of Idaho, of these Articles of Incorporation, and of the By-Laws of the Corporation.

ARTICLE VII.

Incorporators

The name and address of each of the incorporators and the number of shares for which each is a subscriber, are as follows:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>	<u>Class of Shares</u>
W. T. Riffle	Kellogg, Idaho	10	Common
Amber Riffle	Kellogg, Idaho	10	Common
Clinton A. Carroll	Kellogg, Idaho	10	Common
Joy Carroll	Kellogg, Idaho	10	Common

ARTICLE VIII.

Amendment of Articles

The provisions of these Articles of Incorporation may be amended, altered or repealed from time to time to the extent and in the manner prescribed by the laws of the State of Idaho, and additional provisions authorized by such laws as are then in force may be added. All rights herein conferred on the directors, officers and stockholders are granted subject to this reservation.

ARTICLE IX.

With the consent in writing, and pursuant to a vote of the holders of a majority of the capital stock issued and outstanding, the directors shall have authority to dispose, in any manner, of the whole property of this corporation.

ARTICLE X.

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

ARTICLE XI.

It is the intention that the objects, purposes and powers specified in the second ARTICLE hereof, except where otherwise specified in said ARTICLE, shall be nowise limited or restricted by reference to or inference from the terms of any other clause or paragraph in this certificate of incorporation, but that the objects, purposes, and powers specified in the second ARTICLE and in each of the clauses or paragraphs of this charter shall be regarded as independent objects, purposes and powers.

We, the undersigned, for the purpose of forming a corporation under the laws of the State of Idaho, do make, file, and record this certificate, and do hereby certify that the facts herein stated are true; and we have

accordingly hereunto set our respective hands this 13th day of July, 1966.

W. T. Riffle

Amber Riffle

Clinton A. Carroll

Joy Carroll

* * * *

STATE OF IDAHO)
) ss:
County of Shoshone)

On this 13th day of July, 1966, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared W. T. RIFFLE, AMBER RIFFLE, CLINTON A. CARROLL and JOY CARROLL, known to me to be incorporators of RIFFLE PRE-MIX, INC., whose names are subscribed to the within instrument, and severally 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 above written.

William T. Boyd
Notary Public for the State of Idaho
Residing at Kellogg, Idaho