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State of Idaho

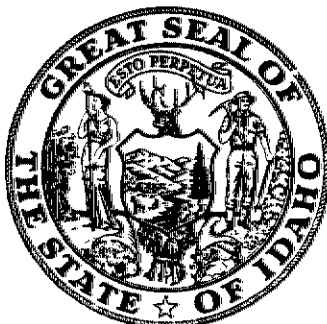
Department of State

CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Merger of BANNOCK PAVING COMPANY, INC.; IDAHO SAND & GRAVEL CO., INC.; and PATTON & LINTON, INC., all Idaho corporations, into JACK B PARSON COMPANIES, a Utah corporation, duly executed 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 merger, and attach hereto a duplicate original of the Articles of Merger.

Dated: November 25, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By

Larry I. Clark

Nov 25 2 09 PM '96
SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF MERGER OF
BANNOCK PAVING COMPANY, IDAHO SAND & GRAVEL CO., INC.,
WYOMING, INC., EAST CARBON CONSTRUCTORS, INC., AND
PATTON & LINTON, INC.
WITH AND INTO
JACK B. PARSON COMPANIES

IDAHO SECRETARY OF STATE
DATE 11/25/1996 0900 41774

EX #: 113044 JBP 13941

MERGER

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Pursuant to the provisions of sections 30-1-74 and 30-1-77 of the Idaho Business Corporation Act (the "Act"), Jack B. Parson Companies, a Utah corporation (the "Corporation") hereby adopts and files the following Articles of Merger relating to the merger of Bannock Paving Company, Inc., an Idaho corporation, Idaho Sand & Gravel Co., Inc., an Idaho corporation, JBP Wyoming, Inc., a Wyoming corporation, East Carbon Constructors, Inc., a Utah corporation and Patton & Linton, Inc., an Idaho corporation (individually, the "Subsidiary" and collectively, the "Subsidiaries") with and into the Corporation, with the Corporation being the surviving corporation.

FIRST: The name and place of incorporation of each corporation which is a party to this merger are as follows:

<u>Name of Corporation</u>	<u>Place of Incorporation</u>
Jack B. Parson Companies	Utah
Bannock Paving Company, Inc.	Idaho
Idaho Sand & Gravel Co, Inc.	Idaho
JBP Wyoming, Inc.	Wyoming
East Carbon Constructors, Inc.	Utah
Patton & Linton, Inc.	Idaho

SECOND: A true and correct copy of the Agreement and Plan of Merger between the Subsidiaries and the Corporation is attached hereto as Exhibit "A" (the "Plan"). Pursuant to the Plan, each Subsidiary will merge with and into the Corporation.

THIRD: Immediately prior to the merger, the Corporation owned 100% of the outstanding shares of each Subsidiary.


FOURTH: The Corporation is the surviving corporation of the merger and all the provisions of sections 30-1-75 and 30-1-77 of the Act were met with respect to the merger. Therefore, in accordance with section 30-1-73(d) of the Act, the shareholders of the Corporation and Subsidiaries are not required to vote on the Plan.

FIFTH: The effective date of the merger is ^{NOVEMBER 25} ~~October~~ 25, 1996. The Corporation is the sole shareholder of each Subsidiary. Accordingly, the mailing requirements of section 30-1-75(c) of the Act are inapplicable and the effective date complies with section 31-1-76 of the Act.

IN WITNESS WHEREOF, the undersigned executed these Articles of Merger on this 22 day of ~~September~~ ^{NOVEMBER}, 1996.

JACK B. PARSON COMPANIES

By:


Jack B. Parson, Jr.
President and
Chief Executive Officer

**AGREEMENT AND PLAN
OF MERGER OF
BANNOCK PAVING COMPANY, INC., IDAHO SAND & GRAVEL CO.,
JBP WYOMING, INC., EAST CARBON CONSTRUCTORS, INC.,
AND PATTON & LINTON, INC.,
WITH AND INTO
JACK B. PARSON COMPANIES**

This Agreement and Plan of Merger is dated September 30, 1996, by and between Jack B. Parson Companies, a Utah corporation ("JB Parson"), Bannock Paving Company, Inc., an Idaho corporation ("Bannock"), Idaho Sand & Gravel Co., Inc., an Idaho corporation ("Idaho S. & G."), JBP Wyoming, Inc., a Wyoming corporation ("JBP Wyoming"), East Carbon Constructors, Inc., a Utah corporation ("East Carbon"), and Patton & Linton, Inc., an Idaho corporation ("P. & L.") (Bannock, Idaho S. & G., JBP Wyoming, East Carbon and P. & L. may in the alternative be referenced individually as the "Subsidiary" or collectively as the "Subsidiaries") and is effective on November 25, 1996.

JB Parson is a corporation duly organized and existing under the laws of the state of Utah, having an authorized capital stock consisting of 1,000,000 shares of Series A common stock, 4,000,000 shares of Series B common stock, and 1,000,000 shares of preferred stock, all of which have a par value of \$1.00 per share, of which only one share of Series A common stock is issued and outstanding.

Bannock is a corporation duly organized and existing under the laws of the state of Idaho, having an authorized capital stock consisting of 1,000 shares of common stock, \$100.00 par value, of which 1,000 shares are issued and outstanding.

Idaho S. & G. is a corporation duly organized and existing under the laws of the state of Idaho, having an authorized capital stock consisting of 1,000 shares of common stock, no par value, of which 100 shares are issued and outstanding.

JBP Wyoming is a corporation duly organized and existing under the laws of the state of Wyoming, having an authorized capital stock consisting of 50,000 shares of common stock, no par value, of which 10,000 shares are issued and outstanding.

East Carbon is a corporation duly organized and existing under the laws of the state of Utah, having an authorized capital stock consisting of 50,000 shares of common stock, \$0.10 par value, of which 1,000 shares are issued and outstanding.

P. & L. is a corporation duly organized and existing under the laws of the state of Idaho, having an authorized capital stock consisting of 50,000 shares of common stock, \$100.00 par value, of which 1,000 shares are issued and outstanding.

WHEREAS, JB Parson owns each issued and outstanding share of the stock of each Subsidiary; and

WHEREAS, the Board of Directors of JB Parson deems it advisable, for the general welfare and advantage of JB Parson and each Subsidiary, that each Subsidiary merge with and into JB Parson;

NOW, THEREFORE, the parties agree, in accordance with the provisions of the Revised Business Corporation Act of the state of Utah, the Business Corporation Act of the state of Idaho, and the Business Corporation Act of the state of Wyoming, that each Subsidiary shall be, and hereby is, merged with and into JB Parson (the "Merger"), and that the terms and conditions of the Merger and the mode of carrying the Merger into effect and the manner of cancelling the shares of each of the Subsidiaries, shall be as set forth.

ARTICLE I

Corporate Existence of Surviving Corporation

Except as otherwise specifically set forth in this agreement, the identity, existence, purposes, powers, franchises, rights and immunities of JB Parson shall continue unaffected and unimpaired by the Merger, and the corporate identity, existence, purposes, powers, franchises, rights and immunities of each Subsidiary shall be merged into JB Parson and JB Parson shall become the "Surviving Corporation." The organization of each Subsidiary, except insofar as it may be continued by statute, shall cease on November 25, 1996.

ARTICLE II

Articles and Bylaws of Surviving Corporation

The Articles of Incorporation and bylaws of JB Parson, as they shall exist on November 25, 1996, shall be the Articles of Incorporation and bylaws of the Surviving Corporation until they shall be amended or repealed.

ARTICLE III

Directors and Officers of Surviving Corporation

The directors of JB Parson as of November 25, 1996 shall be the directors of the Surviving Corporation until their successors are elected and qualified.

The officers of JB Parson as of November 25, 1996 shall be the officers of the Surviving Corporation until their successors are appointed by the board of directors of the Surviving Corporation.

If on November 25, 1996 a vacancy shall exist in the board of directors of the Surviving Corporation, such vacancy may be filled in the manner provided by law and the bylaws of the Surviving Corporation.

ARTICLE IV

Manner of Converting Shares of the Subsidiary Corporations into Shares of the Surviving Corporation

JB Parson waives any right to receive shares of common stock of the Surviving Corporation in substitution or exchange for shares of common stock of each Subsidiary owned by JB Parson. Accordingly, the Surviving Corporation shall not issue its common stock in substitution or exchange for any shares of common stock of each Subsidiary owned by JB Parson on the effective date of this agreement and plan. The shares of each Subsidiary held by JB Parson shall be cancelled on November 25, 1996.

ARTICLE V

MISCELLANEOUS PROVISIONS

A. In accordance with the provisions of Section 16-10a-1104 of the Revised Business Corporation Act of the state of Utah and applicable foreign statutes, JB Parson shall not submit this agreement and plan to the respective shareholders of the Constituent Corporations. The President of JB Parson shall sign, acknowledge, file and record this agreement and plan, in accordance with the Revised Business Corporation Act of the state of Utah, the Business Corporation Act of the state of Idaho, and the Business Corporation Act of the state of Wyoming. This agreement and plan shall take effect and be deemed and taken to be the agreement and act of Merger of JB Parson and each Subsidiary and the Merger shall be and become effective immediately upon the start of business on November 25, 1996, every shareholder having duly waived the mailing requirement of Section 16-10a-1104(5) of the Business Corporation Act of the state of Utah.

B. Anything in this agreement or elsewhere to the contrary notwithstanding, this agreement may be abandoned at any time prior to its filing and recording by the resolution under the authority of the board of directors or executive committee of JB Parson.

C. If at any time the Surviving Corporation shall deem or be advised that any further assignments or assurances in law or things are necessary or desirable to vest or to perfect or confirm, of record or otherwise, in the Surviving Corporation the title to any property of the Subsidiaries acquired or to be acquired by reason of or as a result of the Merger, each Subsidiary and its proper officers and directors shall and will execute and deliver any and all such proper deeds, assignments and assurances in law and do all things necessary or proper so to vest, perfect or confirm title to such property in the Surviving Corporation and otherwise to carry out the purposes of this agreement.

D. The Surviving Corporation hereby appoints J. Rocky Woodruff of Ogden, Weber County, Utah, a natural person and resident of said county, being the county in which the principal office of the Surviving Corporation is located, as the person upon whom process, tax notices and demands against the Subsidiaries or the Surviving Corporation may be served.


E. The Surviving Corporation agrees that it may be served with process in the states of Idaho and Wyoming in any proceeding for enforcement of any obligation of a Subsidiary or for enforcement of any obligation of the Surviving Corporation arising from the Merger, and appoints the respective Secretaries of State of the states of Idaho and Wyoming as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by said Secretary of State is 2350 South 1000 West, P.O. Box 3429, Ogden, Utah 84409.

F. The Surviving Corporation shall pay all the expenses of carrying this agreement into effect and of accomplishing the Merger.


G. For the convenience of the parties and to facilitate the filing or recording of this agreement, any number of counterparts may be executed, and each such executed counterpart shall be deemed to be an original instrument.

The board of directors of JB Parson has duly caused this agreement to be signed by its President and attested by its secretary.

JB Parson Companies



Jack B. Parson, Jr.
President

Attest: 

Glenn Culpepper
Secretary