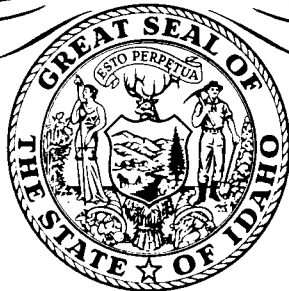


State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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

BLACKLINE ASPHALT SALES, INC.

a corporation duly organized and existing under the laws of **Washington** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **17th** day of **May** 1965, a properly authenticated copy of its articles of incorporation, and on the **17th** day of **May** 1965, a designation of **John Stone** in the County of **Bonneville** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **17th** day of **May**, A.D. 1965 .

Secretary of State.

UNITED STATES OF AMERICA

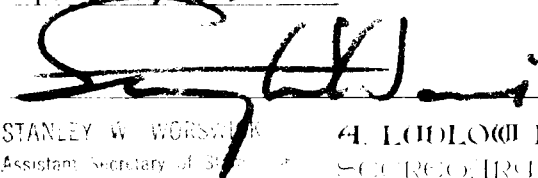
THE STATE OF WASHINGTON

Department of State

I, A. LODLOW KRADER, SECRETARY OF STATE OF THE STATE OF WASHINGTON AND CLERK OF THE SENATE OF SAID STATE, DO HEREBY CERTIFY (TO): the annexed is a true and correct copy of the Articles of Incorporation and all amendments thereto of BLACKLINE ASPHALT SALES, INC., which have been duly filed and recorded in my office in accordance with law; I further certify that BLACKLINE ASPHALT SALES, INC. has not been dissolved and is in good standing as a subsisting corporation in the State of Washington with all of its license fees paid to July 1, 1965; and I further certify that I am the officer having the legal custody of the official record of the original Articles of Incorporation and all amendments to the Articles of said corporation.

I DO HEREBY CERTIFY (TO): I HAVE RECEIVED AND DO HEREBY AFFIRMED HEREOF THE SENATE OF THE STATE OF WASHINGTON, DO NOT OBJECT TO THE ADJUDICATION OF THE MATTER OF

April 21, 1965


STANLEY W. WORSWICK
Assistant Secretary of State

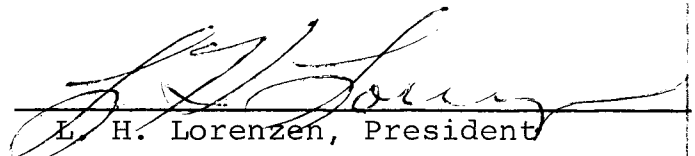
A. LODLOW KRADER,
SECRETARY OF STATE



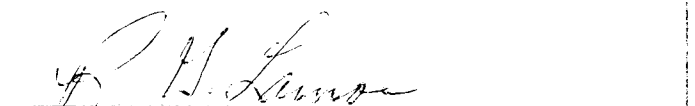
CONSENT TO USE OF NAME

BLACKLINE ASPHALT SALES OF IDAHO, INC., an Idaho corporation, hereby irrevocably consents to the use of the name "BLACKLINE ASPHALT SALES" in the State of Idaho by BLACKLINE ASPHALT SALES, INC., a Washington corporation, which intends to do business in the State of Idaho.

DATED this 13th day of May, 1965.


L. H. Lorenzen, President

Attest:


R. G. Lamon, Secretary

(Corporate Seal)

APPROVED
AND FILED

AUG 4 - 1953
EARL COE
SECRETARY OF STATE
DEPARTMENT OF STATE
SPOKANE

ARTICLES OF INCORPORATION

OF

BLACKLINE ASPHALT SALES, INC.

KNOW ALL MEN BY THESE PRESENTS That we, the undersigned, citizens of the United States, a majority of whom are residents of the State of Washington, and all of whom are of full age, desiring to form a corporation under the laws of the State of Washington, do hereby adopt and certify the following ARTICLES OF INCORPORATION in triplicate:

ARTICLE I

The name of this corporation shall be BLACKLINE ASPHALT SALES, INC.

ARTICLE II

The purposes and objects of this corporation and its powers shall be as follows:

- (a) To engage in the business of buying, selling and dealing in heavy petroleum products, such as black fuel, asphalt, road oil and residuals, and to manufacture, fabricate, sell, install, own or lease all manner and kind of products and commodities, and to do all things preliminary, proper, convenient and necessary, ancillary or consequential to or in connection with any of the foregoing acts or objects;
- (b) To acquire, own, manage, lease, mortgage, pledge, sell and enter into all manner and kind of lawful contracts relating to real and personal property of every kind and description;
- (c) To borrow money and enter into credit arrangements of every kind and description and to issue bonds, notes or other evidences of indebtedness in any and every lawful form, and to execute mortgages, trust indentures or security agreements on all or any part of the assets of the corporation and in any and every lawful form;
- (d) To do business in any state of the United States and in any foreign country, and to do such acts and things as may be necessary to qualify therein;
- (e) To purchase, acquire, hold, own, vote and dispose of stock in other corporations as well as its own stock, and to engage directly or indirectly in such other business or commercial enterprises as its board of directors may from time to time determine;
- (f) To do all acts and things necessary, convenient or proper to carry out the foregoing objects, purposes

and powers, as well as to do all other acts and things consistent with the laws of the State of Washington;

- (g) To engage in any other business permitted by law and in this connection the foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of this corporation and the enjoyment and exercise thereof as conferred by law.

ARTICLE III

The duration of this corporation shall be perpetual.

ARTICLE IV

The location and post office address of the registered office of this corporation shall be: 1429 Old National Bank Building, Spokane, Washington.

ARTICLE V

The authorized capital of this corporation shall be \$50,000.00, consisting of 5000 shares of common stock having a par value of \$10.00 per share, and the amount of paid-in capital with which this corporation shall begin business is the sum of \$500.00.

ARTICLE VI

The first directors of this corporation and their post office addresses are as follows:

William J. Rielly	812 Paulsen Bldg.	Spokane, Wash.
Lewey H. Lorenzen	81 Mountain View Bldg.	Billings, Mont.
Fred W. Gilbert	912 Paulsen Bldg.	Spokane, Wash.

Said directors shall hold office until the first annual meeting of this corporation on April 6, 1954.

ARTICLE VII

The names and post office addresses of the incorporators of the corporation and the number of shares initially subscribed by each are as follows:

William J. Rielly	812 Paulsen Bldg. Spokane, Wash.	1 Share
Lewey H. Lorenzen	81 Mountain View Blvd. Billings, Mont.	500 Shares
Fred W. Gilbert	912 Paulsen Bldg. Spokane, Wash.	1 Share

IN WITNESS WHEREOF, we have hereunto set our hands
this 31 day of August, 1953.

Lewey I. Lorenzen
William J. Rielly
Fred W. Gilbert

STATE OF WASHINGTON)
COUNTY OF SPOKANE) ss

I, the undersigned, a Notary Public in and for said county and state, do hereby certify that on this 31 day of August, 1953, personally appeared before me WILLIAM J. RIELLY, LEWEY I. LORENZEN and FRED W. GILBERT, personally known to me to be the individuals described in and who executed the within Articles of Incorporation, and acknowledged to me that they signed the same freely and voluntarily, for the uses and purposes therein mentioned.

GIVEN under my hand and seal the day and year in this certificate first above written.

W. W. Morris
Notary Public in and for the State
of Washington, residing at Spokane

NOTICE OF CHANGE OF ADDRESS OF
REGISTERED OFFICE

FILED
JUN 14 1956

EARL COE
SECRETARY OF STATE

(Filing Fee \$5.00)

At a meeting of the Board of Directors of the

Blackline Asphalt Sales, Inc. held
(name of corporation)

on June 15, 1956,

at which all members were present, it was duly
resolved to change the address of the registered
office of this corporation to _____

N. 1327 Thor, Spokane

[Signature]
PRESIDENT

[Signature]
SECRETARY

Subscribed and sworn to before me this 13 day of
June, 1956.

[Signature]
Notary Public in and for the
State of Washington, residing
at _____

(SEAL)

Articles of Incorporation

OF THE

Blackline Asphalt Sales, Inc.

Place of business Spokane
Time of existence Perpetual years
Capital stock, \$ 50,000.00


STATE OF WASHINGTON, ss.

Filed for record in the office of the Secretary of State August 4, 1953

at 3:35 o'clock P. M.

Recorded in Book 55 Page 50-53

Domestic Corporations


Secretary of State.

Filed at request of
Hobson, Gilbert & Brooke, Attys.
Pauitren Bldg.,
Spokane, Washington

Filing and recording fee, \$ 25.00
License to June 30, 1954, \$ 15.00
Certificate mailed AUG 14 1953

to above address.

Indexed Photographed

AMENDMENT TO ARTICLES OF INCORPORATION OF
BLACKLINE ASPHALT SALES, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, Levey H. Lorenzen and John E. Lynch, President and Assistant Secretary respectively of the Blackline Asphalt Sales, Inc. hereby certify that the following Amendment to the Articles of Incorporation of said Corporation was unanimously adopted at a regular meeting of the shareholders of said corporation on June 2, 1954 at which all of the shareholders of said corporation were present in person, to-wit:

Article V of the Articles of Incorporation of the Blackline Asphalt Sales, Inc. is hereby amended to read as follows:

Article V:

- (a) The authorized capital stock of this corporation shall be \$100,000.00 consisting of 5,000 shares of Common Stock having a par value of \$10.00 per share and 5,000 shares of 6% cumulative Preferred Stock having a par value of \$10.00 per share.
- (b) The Preferred stock shall be entitled to preference and priority over the Common Stock in that it shall receive cumulative dividends at the rate of 6% per annum before any dividends are paid on the Common Stock; but the Preferred Stock shall not be entitled to any priority or preference upon dissolution of the corporation.
- (c) The holders of Preferred Stock shall have no voting power except in the event of the failure of the corporation to pay the preferred dividend for two fiscal years, in which case the holders of the Preferred Stock shall be entitled to the same voting power as the holders of Common Stock, that is, one vote per share, and the Preferred shareholders shall retain said voting power until the corporation has paid up the arrears in the Preferred Stock Dividends.

IN WITNESS WHEREOF, we have hereto set our hands this 2nd day of August, 1954.

Levey H. Lorenzen
John E. Lynch Asst Sec

APPROVED
AND FILED

DEC 27 1954

EARL COE
SECRETARY OF STATE

BY Earl Coe
Assistant Secretary of State

45113

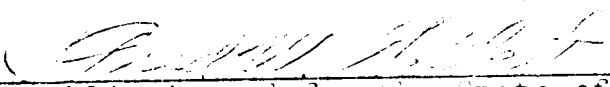
STATE OF WASHINGTON.

COUNTY OF SPOKANE

} ss.

I, the undersigned, a Notary Public in and for said County and State, do hereby certify that on this 9th day of August, 1953, personally appeared before me Lewey H. Lorenzen and John E. Lynch, personally known to me to be the individuals described in and who executed the within Amendment to Articles of Incorporation of Blackline Asphalt Sales, Inc., and acknowledged to me that they signed the same freely and voluntarily, for the uses and purposes therein mentioned.

GIVEN under my hand and seal the day and year in this certificate first above written.



Notary Public in and for the State of
Washington, residing at Spokane