

Amended and Restated Articles of Incorporation of L. B. Industries, Inc.

The undersigned, Julie A. Johnston, certifies that she is the duly elected president, of L. B. Industries, Inc., an Idaho corporation (the *Corporation*), and she further certifies that:

A. The Corporation filed its original Articles of Incorporation on December 31, 1975. The Corporation amended and restated its Articles of Incorporation on June 26, 2008.

B. The purpose of this amendment and restatement is to: (a) modify the capital structure; (b) grant preemptive rights; (c) authorize cumulative voting; (d) allow transactions with interested parties under certain conditions; and (e) provide for the future modification of the articles of incorporation and bylaws.

C. The restatement contains an amendment to the articles of incorporation that required approval by the directors and shareholders and the directors and shareholders have approved this amendment and restatement as required by the Idaho Code.

D. The amendment and restatement set forth below was adopted, and the Articles of Incorporation of this Corporation are amended and restated in their entirety in accordance with Idaho Code §30-1-1007 to read as follows:

- 1. Name.** The name of the Corporation is L. B. Industries, Inc.
- 2. Duration.** The duration of the Corporation shall be perpetual.
- 3. Purposes.** The purposes for which the Corporation is organized are to carry on any lawful business under the Idaho Business Corporations Act (*Act*) and to exercise all powers granted to a corporation formed under the Act, including any amendments to it or successor statute that may be enacted.
- 4. Authorized shares.** The aggregate number of shares the corporation is authorized to issue shall be 100,000, of which 99,000 shall be no par value non-voting common stock, and 1,000 shall be no par value voting common stock. Each share of voting common stock shall have the same rights, privileges and voting power and each share of non-voting common stock shall have the same rights and privileges as each other share of both voting and non-voting common stock, except that shares of non-voting common stock shall not be entitled to vote.
- 5. Registered office and agent.** The registered office of the corporation is 9839 W. Cable Car Street, Suite 121, Boise, Idaho 83709 and its registered agent at that address is Lori Barnes Girdner. The mailing address for the corporation and registered agent is 9839 W. Cable Car Street, Suite 121, Boise, Idaho 83709.
- 6. Preemptive Rights.** The owners of voting and non-voting common stock shall be entitled to preemptive rights to subscribe for and purchase any part of new or additional issues of

stock or securities convertible into shares of stock of any class, whether now or hereafter authorized, and whether issued for cash, property, services, by way of dividend or otherwise.

7. Cumulative Voting. The owners of voting common stock shall be entitled to cumulative voting.

8. Amendment of Articles of Incorporation. The Corporation reserved the right to amend, alter, change or repeal any provisions contained in its Articles of Incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of shareholders or the Corporation are granted subject to this reservation.

9. Board of Directors. The Board of Directors shall consist of five directors.

10. Amendment of Bylaws. The Board of Directors is expressly authorized to alter, amend or repeal the bylaws of the Corporation and to adopt new bylaws, subject to repeal or change by a majority vote of the shareholders entitled to vote. Nothing herein shall deny the concurrent power of the shareholders to adopt, alter, amend or repeal the bylaws.

11. Transactions with Interested Parties.

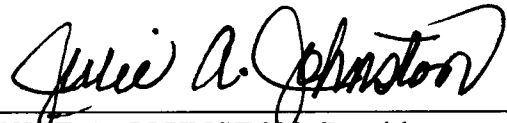
a. The corporation may enter into contracts and otherwise transact any business with its directors, officers, and shareholders, and with any entity in which they may have an interest.

b. In the absence of fraud, and with the notice required by the following paragraph, no such contract or transaction shall be avoided and no such director, officer or shareholder shall be held liable to account to the Corporation, by reason of such adverse interest or by reason of any fiduciary relationship to the Corporation, for any profit or benefit realized by him or her through any such contract or transaction.

c. Directors and officers of the corporation shall notify the Board of Directors, at the meeting at which such contract or transaction is authorized or confirmed, of the nature of their adverse interest. A general notice that a director or officer of the corporation is interested in any entity shall be sufficient disclosure of such adverse interest. No notice shall be required if all directors have actual knowledge of the adverse interest.

IN WITNESS WHEREOF, the undersigned officer of the Corporation declares that the matters set forth above are true and correct of her knowledge and belief.

Executed on November 8, 2018.



JULIE A. JOHNSTON, President

Attested by:



LORI BARNES GIRDNER, Secretary

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