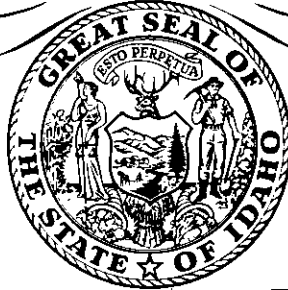


State of Idaho



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

MATERIALS PLACEMENT INCORPORATED

was filed in the office of the Secretary of State on the **First** day of **May**, A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **123** 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 **Pocatello** in the County of **Bannock**

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 **1st** day of **May**, A.D., 19 **63**.

Secretary of State.

ARTICLES OF INCORPORATION

MATERIALS PLACEMENT INCORPORATED

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being natural persons of full age and citizens of the United States of America, and residents of the State of Idaho, in order to form a corporation for the purposes hereinafter stated, pursuant to the Business Corporation Act of the State of Idaho, do hereby certify as follows:

I

That the name of said Corporation is "MATERIALS PLACEMENT INCORPORATED."

II

That the purposes for which said corporation is formed are: To carry on a business in the State of Idaho and in the United States and elsewhere as merchants to buy, sell, manipulate and deal in at wholesale or retail, merchandise, goods, wears, and commodities of every sort, kind or description and all construction materials and commodities of every sort, kind or description and to perform such acts as applying ditch-lining materials to irrigation ditches, reservoirs and stock-watering ponds; to establish qualified venders for the application of ditch-lining materials and to acquire distributors for the distribution of all products sold or carried by the corporation; and to do and perform all other acts which may be incidental to the proper carrying on of said business.

To own, rent, lease or maintain any building or buildings necessary for the housing and carrying on of the purpose of this business.

To acquire, own, hold, sell, lease, pledge, mortgage or otherwise dispose of any property real or personal, necessary to the operation of the Materials Placement Incorporated.

To borrow money, contract debts, make contracts, and to exercise any and all such powers as a natural person can lawfully make, do, perform or exercise, which may be necessary, convenient or expedient for the accomplishment of any of its objects or purposes provided the same shall not be inconsistent with the laws of the State of Idaho and to that end, innumeration of such powers shall not be deemed inconclusive.

III

This corporation shall have perpetual existence.

IV

The location and post office address of the registered office of the corporation is 1120 Swisher Road, in the City of Pocatello, Bannock County, Idaho.

V

That the total authorized number of par value shares is 25,000 shares of common stock of the par value of \$1.00 per share. Each share of stock is equal to any other share and entitles the holder thereof, to one vote for each share of stock which is held by him or her. The total aggregate par value of the authorized shares is \$25,000.00.

VI

That the names and post office addresses of the incorporators and the number of shares subscribed to by each such incorporator is as follows:

Names	Address	Shares
Lois Law	175 Lou Avenue Pocatello, Idaho	100
Max Kirkland	1265 Lavine Drive Pocatello, Idaho	100
Delbert A. Green	1120 Swisher Road Pocatello, Idaho	1000

IN WITNESS WHEREOF, we have hereunto set our hands and seals
this 24 day of April, 1963.

Lois Law

Max Kirkland

Delbert A. Green

STATE OF IDAHO)
 : ss
COUNTY OF BANNOCK)

On this 24 day of April, 1963, before me, the undersigned Notary Public for Idaho, personally appeared, Lois Law, Max Kirkland, and Delbert A. Green, know to me to be the persons whose names are subscribed to the within instrument and 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 first above written.

L. D. Clark

NOTARY PUBLIC for Idaho
Residing at Pocatello, Idaho