



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

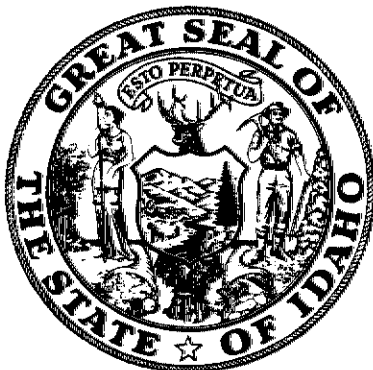
WALTERS READY-MIX, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of WALTERS READY-MIX, INC.

duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated July 11, 19 79.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

FILED
7-11-79
9:00

ARTICLES OF INCORPORATION
of
WALTERS READY-MIX, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all citizens of the United States, of legal age, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and

WE CERTIFY:

FIRST

That the name of this corporation is WALTERS READY-MIX, INC.

SECOND

That the nature of the business and the objects and purposes to be transacted, promoted and carried on are to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could do in any part of the world, viz:

(a) To engage in any commercial, industrial and agricultural enterprise calculated or designed to be profitable to this corporation and in conformity with the laws of the State of Idaho; to generally engage in, do and perform any enterprise, act or vocation that a natural person might or could do or perform.

(b) To engage in the business of the sale of sand, gravel, soil, any and all mixtures thereof, with themselves and other products, and to conduct a general construction business engaging in any work on commercial or industrial structures, using any building materials or techniques now employed or to be developed and to manufacture or otherwise acquire and to furnish all construction and building materials, tools and equipment connected therewith or required therefor, and to do anything incidental to or useful in connection with such activities.

(d) To purchase, or in anywise acquire, for investment or for sale, or for operation or otherwise, lands, contracts for the purchase or sale of lands, buildings, improvements, and any other real or personal property of any kind or nature, or any interest therein; and to manage, improve, develop and turn to

account any land or contracts for purchase or sale of lands acquired by the corporation or in which the corporation is interested.

(e) To apply for, procure and take out patents of the United States of America, and the State of Idaho, or any other state or country, upon any lands in which the corporation may have any interest.

(f) To purchase, take on lease, or otherwise acquire, mining claims and mines, gas and oil properties, and to drill for and dispose of any mineral, including uranium, phosphate, gold, silver, lead, zinc, tungsten, mica, copper, aluminum, gas, oil and trace minerals, and to construct all works, pumping plants, storage facilities, and any and all other necessary structures or appliances for the proper operation of mining and gas and oil properties.

(g) To do all and everything necessary, suitable and proper for and incident to the accomplishment of the purposes enumerated above, and for the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers, or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is granted.

IN FURTHERANCE AND NOT IN LIMITATION of the general powers conferred by the laws of the State of Idaho, and of the objects and purposes herein set forth, it is expressly provided that this corporation shall also have the following powers, viz:

(a) To borrow or loan money with or without security therefor; to issue promissory notes, bonds, debentures, mortgages, security agreements of all kinds, and other evidences of indebtedness.

(b) To make, enter into and perform contracts of every kind for any lawful purpose with any person, firm, association, corporation, municipality, body politic, county, state or the federal government.

(c) To have one or more offices to conduct its business and promote its objectives within and without the State of Idaho, in other states and territories of the United States, or other countries, subject, however, to the laws and limitations of such state, territory or country; and to maintain divisions, branches or companies under other names although wholly owned by this corporation.

(d) To purchase or otherwise acquire, lease, assign, mortgage, pledge or otherwise dispose of any trade names, trade marks, concessions, inventions, formulas, improvements, processes of any nature whatsoever, copyrights and letters patent of the United States and foreign countries.

(e) And to issue shares of the capital stock of this corporation in return for mining claims, patents, leases, sub-leases, assignments and reassignments, property, tangible and intangible, and for services actually rendered to the corporation; such shares to have pre-emptive rights.

THIRD

That the existence of the corporation is to be perpetual after its incorporation, unless sooner dissolved or disincorporated pursuant to law.

FOURTH

That the place where its principal business is to be transacted and the registered office of the corporation in this State shall be at 342 West Fourth North, Rexburg, Madison County, Idaho 83440, and the registered agent shall be David Z. Walters.

FIFTH

That the total authorized capital of this corporation shall be \$25,000.00, divided into 25,000.00 shares with a par value of \$1.00 per share. All stock shall be common stock and when fully paid shall be non-assessable and not subject to call. Each share of stock shall be entitled to one vote.

The corporation shall have the power to adopt, by appropriate by-laws, a provision or provisions restricting the sale or transfer of shares of stock; provided that the same shall be in accordance with applicable laws.

SIXTH

That the amount of the capital stock which has been actually subscribed and paid for is the sum of three shares, and following are the names of the persons, their addresses and the number of shares by whom the same have been subscribed, to-wit:

Harvey S. Walters	248 South Third East Rexburg, ID 83440	One	\$1.00
Miriam Z. Walters	248 South Third East Rexburg, ID 83440	One	\$1.00

David Z. Walters

Route 4
Rexburg, ID 83440

One

\$1.00

SEVENTH

That the management of this corporation shall be vested in a board of not less than three nor more than nine directors as may be fixed by the by-laws. The directors shall be elected at the annual meeting of the stockholders, to be held at the general office of the corporation in said Rexburg, Madison County, Idaho, unless at a different place designated by the board of directors, at a time in each year, to be designated by the by-laws, and until such election, the directors of said corporation shall be:

President and Director:	David Z. Walters
Vice President and Director:	Harvey S. Walters
Secretary-Treasurer and Director:	Miriam Z. Walters

EIGHTH

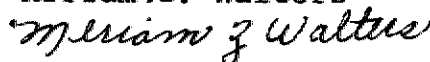
The by-laws of this corporation may be adopted by the shareholders in the manner provided for by the laws of the State of Idaho.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 29th day of June, 1979.

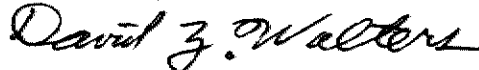
Harvey S. Walters



Miriam Z. Walters



David Z. Walters



STATE OF IDAHO,

)

) ss.

County of Madison

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On this 29th day of June, 1979, before me, the undersigned, a Notary Public in and for said State, personally appeared HARVEY S. WALTERS, MIRIAM Z. WALTERS and DAVID Z. WALTERS, known 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 in this certificate
first above written.



Notary Public for Idaho

Residing at: Rexburg, Idaho

My Commission is for Life