

# State of Idaho



## Department of State

### CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

PETE T. GENARRUSA  
I, ~~XXXXXXXXXXXX~~, 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

BURNS BROS. CONCRETE PRODUCTS, INC.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the 24th day of August 19 67

original articles of amendment, as provided by Section s. 30-146, 30-147 & 30-148, Idaho Code, ARTICLE VII, increasing authorized capital stock to \$200,000.00 and stating rights, designations, preferences, ect.,

and that the said articles of amendment contain the statement of facts required by law, and ~~are~~ **will be** recorded on ~~XXXXXX~~ **Microfilm** of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY That the Articles of Incorporation have been amended accordingly.

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 24th day of August,

A. D., 19 67  
**PETE T. GENARRUSA**  
Secretary of State

Secretary of State

AMENDMENT OF ARTICLES OF INCORPORATION  
OF  
BURNS BROS. CONCRETE PRODUCTS, INC.

The Articles of Incorporation of the Burns Bros. Concrete Products, Inc., an Idaho corporation are hereby amended as follows:

Article VII of said articles is amended to read as follows:

Amendment attached hereto.

CERTIFICATE

STATE OF IDAHO                    )  
County of Bonneville        ) ss.

We, the undersigned, President and Secretary, respectively, of the Burns Bros. Concrete Products, Inc., an Idaho corporation, hereby certify that the foregoing and attached amendment to the Articles of Incorporation of said Burns Bros. Concrete Products, Inc., was adopted by the unanimous vote of all the stockholders of said corporation at a duly called and held meeting of the stockholders held for said purpose in the City of Idaho Falls, Idaho, on July 25<sup>th</sup>, 1967.

B Owen Burns  
President

[Signature]  
Secretary

Subscribed and sworn to before me this 25<sup>th</sup> day of July, 1967.

[Signature]  
NOTARY PUBLIC  
For the State of Idaho  
Residing at Idaho Falls, Idaho

My Commission Expires:

JOHN FEREBAUER  
NOTARY PUBLIC  
IDAHO FALLS, IDAHO  
MY COMM. EXPS 9-1-79

BURNS BROS. CONCRETE PRODUCTS, INC.

AMENDMENT OF ARTICLES OF INCORPORATION TO PROVIDE FOR ISSUANCE OF  
PREFERRED STOCK

ARTICLE VII TO BE AMENDED AS FOLLOWS:

ARTICLE VII

Stock Clauses

Section 1. Total Number of Shares; Classes; Par Value.

This corporation shall have authority to issue a total of 11,500 shares of stock. Of these shares, 1,000 shares (designated "Preferred Stock") shall have a par value of \$100 a share, and 10,000 shares (designated "Common Stock") shall have a par value of \$10.00 per share.

Section 2. Rights and Restrictions of the Classes of Stock.

The powers, preferences and rights, and the qualifications, limitations and restrictions of the classes of stock are as follows:

(a) Dividends. The holders of the Preferred Stock shall receive out of the assets of the corporation legally available for dividends a cumulative dividend of 6% per annum, payable semi-annually on dates set by the Board of Directors, before a dividend may be set apart or paid on the Common Stock. The holders of the Preferred Stock shall not participate in the earnings of the corporation beyond the preferred dividend of 6% per annum and accumulated dividends in arrears.

(b) Participation in Assets on Dissolution. In the event of dissolution, liquidation, or winding up of this corporation, whether voluntary or involuntary, holders of the Preferred Stock shall be entitled to receive out of the net assets of the corporation \$100 per share plus an amount equal to all dividends accrued and unpaid up to and including the date fixed for distribution, whether or not earned or declared, before any distribution may be made to the holders of the Common Stock. The holders of the Preferred Stock shall not be entitled to any additional participation in the distribution of the assets of the corporation.

(c) Redemption of Preferred Stock. On or after January 1, 1967, this corporation, by resolution of its Board of Directors, may at any time or from time to time, upon giving at least thirty days' written notice to the holders of the Preferred Stock (which may be by mail addressed to their respective addresses appearing on the books of the corporation), redeem the Preferred Stock in whole or in part (by lot or pro rata) at \$100 per share plus the amount of any dividend accrued and unpaid thereon up to and including the date fixed for redemption, whether or not earned or declared. On or before January 1, 1976, corporation will begin redemption of Preferred Stock at the minimum rate of 10 shares per month, at \$100 per share, plus the amount of any dividend accrued and unpaid up to, and including, the date of redemption.

(d) Purchase of Common Stock. As long as any of its Preferred Stock is outstanding, this corporation shall not purchase or otherwise acquire for value any of the Common Stock of this corporation, or set aside any moneys as a sinking fund for the purchase or acquisition of its Common Stock.

A holder of Preferred Stock shall not, because of his holdings of Preferred Stock, have a right to purchase shares of any class that may hereafter be issued by the corporation.

(e) Voting Rights. Subject to the laws of the State of Idaho and sections 3 and 4 of this article, the entire voting power shall be vested in the holders of Common Stock, who shall be entitled to one vote for each share of Common Stock or record. The holders of the Preferred Stock shall not have by reason of their ownership thereof any right (other than that given by sections 3 and 4 of this article) to vote or any voice in the management of the corporation.

Section 3. Acts Requiring Consent of Two-Thirds of Preferred Stock. As long as any Preferred Stock of this corporation is outstanding, this corporation shall not without the consent of

the holders of at least two-thirds of that outstanding Preferred Stock, given in person or by proxy at a meeting of stockholders called for that purpose, or given in writing:

(a) Amend or repeal any provision of the certificate of incorporation of this corporation or of any amendment thereof or add any provision to that certificate, if such action would alter the preferences, special rights or powers of the Preferred Stock so as to affect that stock adversely; or

(b) Authorize or create, or increase the authorized amount of, any stock (hereafter called "Prior Preference Stock") having preferential rights (to dividends or to assets on the dissolution, liquidation or winding up of this corporation) which are prior to those of the Preferred Stock; or

(c) Authorize or create any stock, security, debt or obligation convertible into or exchangeable for Prior Preference Stock or evidencing the right of purchase Prior Preference Stock; or

(d) Increase the authorized amount of Preferred Stock or authorize or increase the authorized amount of any other stock having preferential rights to dividends or to the assets of this corporation on dissolution, liquidation or winding up, which are on a parity with those of the Preferred Stock; or

(e) Reclassify any shares of Common Stock or any shares of junior stock that may hereafter be created into Prior Preference Stock, Preferred Stock, or any stock having preferential rights to dividends or to assets of this corporation on dissolution, liquidation or winding up, which are on a parity with those of the Preferred Stock; or

(f) By voluntary action dissolve, liquidate or wind up the corporation, or sell, lease or convey all or substantially all of the assets of the corporation (but, the execution and delivery of a mortgage, deed of trust or instrument of pledge, covering all or substantially all of the assets of the corporation shall not be

considered a sale or conveyance thereof); or

(g) Effect the merger or consolidation of the corporation, unless (i) the surviving or resulting corporation (which may be this corporation or another corporation) will have, immediately after the merger or consolidation, no stock either authorized or outstanding ranking prior to or on a parity with the Preferred Stock as to dividends or as to assets upon dissolution, liquidation or winding up of the surviving or resulting corporation, except the same or a lesser number of shares of stock having such priority or parity with the same or lesser rights, preferences and powers as the stock of this corporation authorized and outstanding immediately before the merger or consolidation; and (ii) each holder of Preferred Stock immediately before the merger or consolidation shall be entitled to retain or receive the same number of shares (with the same rights, preferences and powers) of the resulting corporation.

Any action specified in this section 3 as requiring the consent of the holders of two-thirds of the outstanding Preferred Stock may (unless otherwise provided by statute or this certificate of incorporation) be taken with that consent and whatever additional vote or consent, if any, of holders of junior stock or of a particular class or classes thereof may from time to time be required by law.

Section 4. Consent Required to Amend or Repeal Section 3. As long as any Preferred Stock is outstanding, this corporation shall not without the consent of the holders of three-fourths of that outstanding Preferred Stock (given in person or by proxy at a meeting of Stockholders called for that purpose, or given in writing) amend, repeal or add to section 3 of this article.