

State of Idaho

Department of State

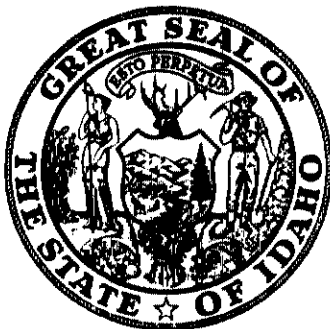
CERTIFICATE OF INCORPORATION OF

LANDMARK STONE CORPORATION

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 the above named corporation, 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 15, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Shirley J. Clark*

ARTICLES OF INCORPORATION RECEIVED
of SEC. OF STATE
LANDMARK STONE CORPORATION '93 JUL 15 AM 9 23

We, the undersigned citizens of the United States of America, each over the age of twenty-one years, do hereby voluntarily associate ourselves together for the purpose of forming a domestic corporation under and by virtue of the laws of the State of Idaho, under provisions of Title 30, Chapter 1 of the Idaho Business Corporation Act, and we do hereby make, adopt, acknowledge and file these Articles of Incorporation, as follows:

ARTICLE I
Name

The name of this Corporation is, and shall be: LANDMARK STONE CORPORATION.

ARTICLE II
Duration

The corporate existence of this Corporation shall be perpetual.

ARTICLE III
Objects, Purposes, and Powers

The objects and purposes for which this Corporation is formed are as principal, agent, or otherwise, to do in any part of the world any and every of the things herein set forth or permitted by law to the same extent as natural persons might and could do. In furtherance and not in limitation of the general powers conferred by the laws of the State of Idaho, we do expressly provide that the Corporation shall have power;

(a) To purchase, sell, option, own, locate, lease, or otherwise acquire, mortgage and dispose of lands, mines, quarries, mining claims and mineral rights; to own, handle and control letters patent and inventions; to use, own, enter, and apply for patents for mines, mining claims, quarries, millsites, mills, water-rights, tunnels, access-ways and rights-of-way; to prospect, explore, develop, exploit, and work mines, quarries and mineral lands of every kind and nature and wherever the same may be situated; to carry on every operation of the business of mining, quarrying, and any other means of rock, mineral, and stone production and procurement and the processing, milling, storage and disposal of any and all rock and mineral materials and products; to obtain or produce any and all other rock, stone, metals and minerals of every kind and character and to sell and dispose of the same and the by-products thereof; to do everything that may be necessary or proper in

the conduct of the business of working such mines, quarries and mineral lands and the production of rock, stone and ores; to buy, sell, contract for, own, erect and operate stone-yards, mills, machinery, roads, tramways, ditches, flumes, water rights, power plants of any and all kinds whatsoever; to develop and use electricity for power and lighting purposes; and to file upon water rights for any and all purposes.

(b) To take, hold, lease, mortgage, own, purchase, or acquire by operation of the law or otherwise, real property or any interest therein or appurtenant thereto, including stone-yards, storerooms, store buildings, shops, and any part thereof, or any interest therein or to sell, lease, exchange, mortgage or hypothecate real estate or any interest therein and to engage in any and all undertakings and business necessary and proper to the improvement and betterment of any of the land or real property or interest therein, owned or otherwise acquired, or to be owned or otherwise acquired by said Corporation, or in any other lands in which the said Corporation may have an interest; and to handle and deal in any land, interest in land, or other property or interest therein, of said Corporation in any manner it may desire.

(c) To enter into, make, perform and carry out any and all contracts, leases, options or agreements of every kind, amount and character with any person, firm, association, corporation, Federal or State government or any political subdivision, or corporation or agency thereof.

(d) To purchase, own, sell, convey, mortgage, pledge, exchange, or acquire, by operation of law or otherwise, personal property of every kind and character, debts, dues and demands or causes of action, and each and every kind of personal property, evidence of debts, bonds, stocks of this and other corporations, both public and private, which the Corporation may deem necessary and convenient for its business or otherwise.

(e) To borrow and lend money from and to any person, firm, corporation, association, or Federal or State government or any political subdivision or corporation or agency thereof; and to make, take or by any other lawful manner or means execute notes, mortgages, bonds or deeds of trust or other evidence of indebtedness to secure payment thereof, for the use and benefit of said Corporation, or otherwise.

(f) To acquire, purchase, own, hold, sell, lease, option or sublet, or to conduct on its own account, or for any person, firm, association, corporation, or Federal or State government or any political subdivision or corporation or agency thereof, all and every kind of merchandise, business or property necessary or proper to carry on any account of the business of said Corporation.

(g) To build or construct any and all necessary shops, buildings, bins, storerooms, sleeping quarters, sanitary facilities, landings and any other structures at any place proper and convenient to carry on any or all of the business of said Corporation.

(h) To do and perform every act and thing necessary to carry out the above enumerated purposes, or calculated directly or indirectly to the advancement of the interests of the Corporation or to the enhancement of the value of its stock, holdings and property of any kind or character.

ARTICLE IV Authorized Shares

This Corporation shall be capitalized for one-hundred thousand dollars (\$100,000.). The total authorized stock of this Corporation shall be divided into ten million (10,000,000) shares, all of which shall be common stock with a par value of one-cent (\$0.01) per share. Said shares shall be non-assessable and shall all be of the same class and every share of said stock shall be equal in all respects to every other of said shares.

The said shares may be issued and sold from time to time by the Corporation for such consideration and upon such terms as may, from time to time, be fixed by the Board of Directors without action by the stockholders.

Notwithstanding the provisions of applicable Idaho law, the Board of Directors of this Corporation shall have power and authority from time to time to authorize the sale of, and to sell for cash or otherwise, all or any portion of the unissued and/or of the treasury stock of this Corporation without said stock, or any thereof, being first offered to the shareholders of this Corporation. This Corporation shall have the power and may at any time reacquire the whole or any part of its common stock by paying therefor the market value as may be determined from time to time when such right is exercised.

ARTICLE V Preemptive Rights

The owners of shares of stock of this Corporation shall be entitled to preemptive rights to subscribe for or purchase any part of new or additional issues of stock or securities convertible into stock of any class whatsoever, whether now or hereafter authorized, and whether issued for cash, property, services, by way of dividends or otherwise.

ARTICLE VI Noncumulative Voting

Each shareholder entitled to vote at any election for directors shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote, but no shareholder shall be entitled to cumulate his votes.

ARTICLE VII

By-Laws

In addition to the power conferred upon the shareholders by law, to make, adopt, amend or repeal By-Laws for this Corporation, the Directors shall have the full power to repeal and amend the By-Laws and adopt new By-Laws, but such powers may be executed only by a majority of the whole Board of Directors.

ARTICLE VIII

Amendment of Articles

This Corporation reserves 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 of this Corporation are granted subject to this reservation.

ARTICLE IX

Transactions with Interested Parties

This Corporation may enter into contracts and otherwise transact business as vendor, purchaser, or otherwise, with its directors, officers and shareholders and with corporations, associations, firms and entities in which they are or may be or become interested as directors, officers, shareholders, members or otherwise, as freely as though such adverse interests did not exist, even though the vote, action or presence of such director, officer or shareholder may be necessary to obligate the Corporation upon such contracts or transactions; and in the absence of fraud, no such contract or transaction shall be voided or voidable by reason of the fact that any director or officer, or firm of which any director or officer is a member, or any other corporation of which any director or officer is a shareholder, officer or director, is in any way interested in such transaction or contract; and no such director, officer or shareholder shall be held liable to account to the Corporation, by reason of such adverse interests or by reason of any fiduciary relationship to the Corporation arising out of such office or stock ownership, for any profit or benefit realized by him through any such contract or transaction; provided that in the case of directors and officers of the Corporation (but not in the case of shareholders who are not directors or officers), the nature of the interest of such director or officer, though not necessarily the details or extent thereof, be disclosed or known to the Board of Directors of this Corporation, at the meeting thereof at which such contract or transaction is authorized or confirmed. A general notice that a director or officer of the Corporation is interested in any corporation, association, firm or entity shall be sufficient disclosure as to such director or officer with respect to all contracts and transactions with that corporation. Nothing in this paragraph contained shall create any liability in the event above mentioned, or prevent the authorization, ratification or approval of such contracts or transactions in any other manner than permitted by law, or

invalidate or make voidable any contract or transaction which would be valid without reference to the provisions of this paragraph.

ARTICLE X

Registered Office and Registered Agent

The location of the Corporation's registered office in the State of Idaho shall be 118 N. 7th Street, Coeur d'Alene, Idaho 83814, c/o Mr. Kenneth T. Jacobsen, Attorney-at-Law. Its post-office (mailing) address shall be 5734 W. Pacific Park Drive, Spokane, Washington 99208.

The registered agent of the Corporation shall be Mr. Kenneth T. Jacobsen, Attorney-at-Law, 118 N. 7th Street, Coeur d'Alene, Idaho 83814.

ARTICLE XI

Directors

The corporate powers of the Corporation shall be vested in a Board of Directors of not less than one, and no more than seven members, who shall be elected annually by the stockholders, and who shall serve until the election and qualification of their successors. No person shall serve as a Director of this Corporation who is not a shareholder thereof. Directors who are to serve for the first corporate year shall be selected by the incorporators. Unless otherwise determined by the shareholders, the Board of Directors, by resolution, shall from time to time fix the number of directors within the limit herein provided.

The initial Board of Directors, as determined by the incorporators, shall number three (3) persons who shall serve until the first meeting of shareholders and until their successors are elected and qualified. The names and post office addresses of the initial Directors are:

| <u>Name</u> | <u>Address</u> |
|---------------|---|
| Gary L. Ojala | 5734 W. Pacific Park Dr. Spokane, Washington 99208 |
| Jesse Ojala | P.O. Box 1133 Coeur d'Alene, Idaho 83816 |
| Sandra Ojala | 5734 W. Pacific Park Dr. Spokane, Washington 99208 |

ARTICLE XII

Incorporators

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

| <u>Name</u> | <u>Address</u> | <u>No. Shares</u> |
|---------------|--|-------------------|
| Gary L. Ojala | 5734 W. Pacific Park Dr. Spokane WA 99208 | 1 |
| Jesse Ojala | P.O. Box 1133 Coeur d'Alene ID 83816 | 1 |

IN WITNESS WHEREOF, we, the incorporators, have hereunto signed these Articles of Incorporation in triplicate this 13th day of July, 1993.

Gary L. Ojala
Gary L. Ojala
Jesse Ojala
Jesse Ojala

STATE OF IDAHO)
) ss.
County of Kootenai)

On this 13th day of July, 1993, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared Gary L. Ojala and Jesse Ojala, 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 seal the day and year in this certificate first above written.

NOTARY PUBLIC in and for the
State of Idaho, residing
at _____

at _____.

RECEIVED FOR THE STATE OF IDAHO
CLERK OF DISTRICT COURTS, IDAHO 83835
BY COMMISSION EXPIRES 2-8-88

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