



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

OREGON PORTLAND CEMENT CO.

was filed in the office of the Secretary of State on the **Twelfth** day of **June,** A.D. One Thousand Nine Hundred **Sixty-four** and duly recorded on Film No. **129** 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 **Boise** in the County of **Ada.**

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 **12th** day of **June**, A.D., 19 **64**.

Secretary of State.

ARTICLES OF INCORPORATION
OREGON PORTLAND CEMENT CO.

KNOW ALL MEN BY THESE PRESENTS, That we, PRESCOTT W. COOKINGHAM, JAMES C. MALETIS AND ALLARD JAMES HEITKEMPER, citizens of the United States of America and residents of the State of Oregon, do hereby associate ourselves together for the purpose of forming a private corporation under and pursuant to the laws of the State of Idaho, and to that end, we do hereby execute in triplicate and adop the following Articles of Incorporation.

ARTICLE I

The name of this corporation and the style by which it shall be known and designated is: OREGON PORTLAND CEMENT CO.

ARTICLE II

The duration of this corporation shall be perpetual.

ARTICLE III

The purposes for which this corporation is organized and the corporate powers to be exercised by it, in addition to all of the regular statutory powers, are as follows:

1. In general to engage in the business of buying, selling, handling, dealing in, leasing and otherwise operating with merchandise, chattels and personal property of every kind and character.

Without limiting the foregoing general powers, it is contemplated and provided that this corporation may buy and sell cement and all allied products relating to cement, limestone and fertilizers and any other products which may be the result of lime rock conversion or processing.

2. To buy, lease or otherwise acquire and to operate, manage, lease or otherwise handle and to sell or otherwise dispose of real estate and real properties of any kind or character. Without limiting the foregoing, the corporation shall have authority to construct buildings or structures of any kind. In addition to having the right to buy or otherwise acquire the same, all of the company's real properties may be leased, rented, occupied by its own business, or otherwise handled or managed as may seem best with full authority to sell or otherwise dispose of and invest or reinvest the company funds in any type of real estate; including without limitation leases and lease holdings. The rights and powers covered by this paragraph 2 may be exercised by this corporation, either alone or jointly with any other corporation, person or party.
3. To engage in the general merchandise business, either whole-sale or retail, and to buy, sell and otherwise handle and to

act as agent for the purchase, sale or otherwise handling of merchandise of any kind or character; to buy, sell, hold, deal with, convey, mortgage or otherwise encumber, lease or dispose of all and every class and kind of real, personal or mixed property.

4. To buy, own, sell, maintain and operate trucks and other means of transporting merchandise from place to place, and to engage in the transport business in any manner that may seem advisable.
5. To borrow and lend money and to purchase, sell, dispose of, hold, use, pledge, hypothecate, assign and otherwise deal in stocks, bonds, warrants and any and all other kinds of securities, choses in action, promissory notes and other evidences of indebtedness.
6. To mortgage, hypothecate or pledge any or all of the property and assets of the company, real, personal and mixed. To execute trust deeds, mortgages and other instruments for securing the payment of money and indebtedness incurred by this company or guaranteed by it.
7. To subscribe for, own, hold, manage, use, buy, sell and otherwise dispose of, direct and control shares of stock in other corporations.
8. To acquire and pay for, to own, vote, re-sell and re-issue shares of stock in this corporation.
9. To transact business in the manner authorized by these Articles of Incorporation, either in the State of Oregon or Idaho, or such other places as may be designated by the Board of Directors, and to hold stockholders meetings and directors meetings in such places as may be fixed by the by-laws of this corporation or by resolution of the stockholders or by resolution of the directors.

ARTICLE IV

The authorized capital stock of this corporation shall consist of 1000 shares, each share having a par value of \$10.00, making the aggregate par value \$10,000.00.

ARTICLE V.

The address of the corporation's initial registered office shall be 1410 Borah Street, Boise, Idaho and the name of the corporation's initial registered agent at such address is JOHN SWAN.

ARTICLE VI.

The original Board of Directors to serve for this corporation, shall be as follows:

Frank E. McCaslin, 111 S. E. Madison St., Portland, Oregon
Lawrence F. Newlands, 111 S. E. Madison St., Portland, Oregon
Prescott W. Cookingham, Suite 640 Pacific Bldg., Portland, Oregon

ARTICLE VII


The name and address of each incorporator is as follows:

Prescott W. Cookingham, Suite 640 Pacific Bldg., Portland, Oregon
James C. Maletis, Suite 640 Pacific Bldg., Portland, Oregon
Allard James Heitkemper, Suite 640 Pacific Bldg., Portland, Oregon

The three incorporators above named are all citizens of the United States of America and residents of the State of Oregon and each of them owns one share of stock in this corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 11th day of June, 1964.



Prescott W. Cookingham

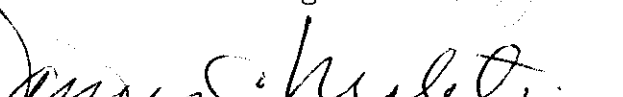

James C. Maletis

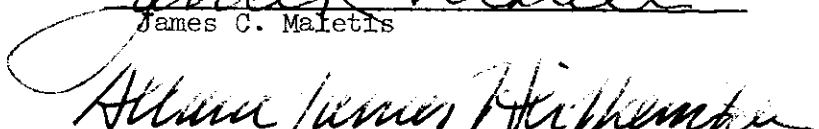

Allard James Heitkemper

STATE OF OREGON)
) ss
County of Multnomah)

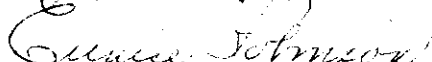
PRESCOTT W. COOKINGHAM, JAMES C. MALETIS, and ALLARD JAMES HEITKEMPER, who being first duly sworn, severally declared that they have read and know the contents of the foregoing ARTICLES OF INCORPORATION and that they are the Incorporators named therein and that they verily believe the statements therein made are true.


Prescott W. Cookingham


James C. Maletis


Allard James Heitkemper

SUBSCRIBED and SWORN to before me this 11th day of June, 1964.


Eunice Robinson, Notary Public in and for
the State of Oregon

My Commission expires November 28, 1967.

STATE OF OREGON)
) ss
County of Multnomah)

THIS CERTIFIES, That on this 11th day of June, A.D., 1964, before me, the undersigned, a Notary Public in and for said county and state, personally appeared PRESCOTT W. COOKINGHAM, JAMES C. MALETIS and ALLARD JAMES HEITKEMPER known to me to be the identical persons named in and who executed the foregoing Articles of Incorporation, and acknowledged to me that they executed the same freely and voluntarily for the uses and purposes therein mentioned.

IN TESTIMONY WHEREOF, I have hereunto set my hand and notarial seal, the day and year last above written.



Eunice Robinson, Notary Public for Oregon

My Commission expires November 28, 1967.