

# CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, FROM I, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

#### S & R CONCRETE CO., INC.

a corporation duly organized and existing under the laws of Noveda has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the Fourteenth day of December

1966, a properly authenticated copy of its articles of incorporation, and on the Fourteenth day of December

1966, a designation of Corold W. Olsen in the County of as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 14th day of December ,

A.D. 19 66 .

OFFICE OF

JOHN KOONTZ

SECRETARY OF STATE



# DEPARTMENT OF STATE

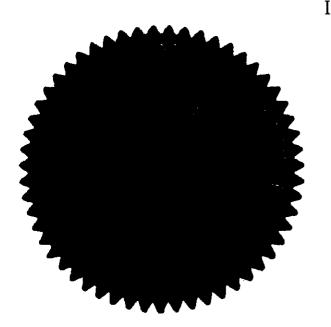
I, JOHN KOONTZ, the duly elected, qualified and acting Secretary of State of the State of Nevada, do hereby certify that the annexed is a true, full and correct transcript of the original Articles of Incorporation of

H & R CONCRETE CO., INC.

Together with amendment changing name to

S & R CONCRETE CO., INC.

as the same appears on file and of record in this office.



In Witness Whereof, I have hereunto set my hand and affixed the Great Seal of State, at my office in Carson City, Nevada, this 22ND day of SEPTEMBER A. D. 1966

Secretary of State

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Form 1

# ARTICLES OF INCORPORATION

OF

# H & R CONCRETE CO., INC.

# KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Nevada;

# AND WE DO HEREBY CERTIFY:

# ARTICLE I.

The name of the corporation is: H & R CONCRETE CO., INC.

# ARTICLE II.

The location of the principal office of the company in the State of Nevada is the offices of Denton and Smith, Attorneys at Law, 212 Las Vegas Boulevard South, Las Vegas, Nevada. Branch offices may hereafter be established at such other place or places, either within or without the State of Nevada, as may from time to time be determined on by the Board of Directors.

#### ARTICLE III.

The purposes for which said corporation is formed are:

- (a) To engage in the manufacture, distribution and sale of concrete forms and other related products for the building industry, and to engage in the concrete construction business, and to carry on all other businesses incident thereto or connected therewith.
  - (b) To engage in any lawful activity.
- (c) To enter into, make, perform and carry out contracts of every kind for any lawful purpose, without limit as to amount, with any person, firm, association or corporation.
- (d) To act as broker, factor or agent in any matter, business or transaction and for any person, association, firm or corporation.

DENTON & SMITH ATTORNEYS AT LAW Z LAS VEGAS BLVD., SOUTH LAS VEGAS, NEVADA

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- (e) To draw, make, accept, endorse, discount, guarantee, exchange and issue promissory notes, bills of exchange, drafts, warrants and all kinds of obligations and certificates and negotiable or transferable instruments.
- (f) To secure any liability, debt or evidence of indebtedness or obligation by mortgage, deed of trust, pledge or otherwise.
- (g) To improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge or otherwise dispose of or turn to account or deal with any or all part of the corporation and from time to time to vary any investment or employment of capital of the corporation.
- (h) To borrow and lend money and to make and issue notes, bonds, debentures, obligations and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, or otherwise, without limit as to amount, and to secure the same by mortgage, pledge or otherwise; and generally, to make and perform agreements and contracts of every kind and description.
- (i) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in co-partnership or in association with other corporations, firms, associations, syndicates, co-partnerships 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 organized.
- (j) To have one or more officers, to carry on all or any of its operations and business without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property of every class and/or description in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country.

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- (k) To acquire by purchase, subscription or otherwise, and to hold as investment, any bonds or other securities of evidences of indebtedness, or any shares of capital stock created or issued by any other corporation or corporations, association or associations, of the State of Nevada, or of any other state, territory or country.
- (1) The Company may use and apply its surplus earnings or accumulated profits authorized by law to be reserved to the purchase or acquisition of property, and to the purchase or acquisition of its own capital stock from time to time, and to such extent and in such manner, and upon such terms as its Board of Directors shall determine; and neither such property nor the capital stock so purchased and acquired, nor any of its capital stock taken in payment or satisfaction of any debt due to the company shall be regarded as profits for the purpose of declaration or payment of dividends, unless otherwise determined by a majority of the Board of Directors, or by a majority of the stockholders.
- (m) In general, to carry on any other business in connection with the corporation, and to have and exercise all the powers conferred by the laws of the State of Nevada upon corporations formed under the act hereinbefore referred to, and to do any and all the things hereinbefore referred to, and to do any and all of the things hereinabove set forth to the same extent as natural persons might or could do.
- (n) The several clauses contained in this statement of purposes shall be construed both as purposes and powers and the statements contained in each clause shall, except where otherwise expressed, be in no wise limited or restricted by reference to or inference from the terms of any other clause, but shall be regarded as independent purposes and powers. The business or purposes of this corporation is, from time to time, to do any one or more of the acts and things herein set forth, and it is hereby expressly provided that the

foregoing enumeration of purposes and powers shall not be held to limit or restrict in any manner, the powers of this corporation, provided, however, that nothing in these articles of incorporation shall be determined to empower the corporation to engage in the banking business, trust company business or building and loan association business. ARTICLE IV. The amount of the total authorized capital stock of this corporation is 50,000 shares of One Dollar (\$1,00) par value. The stock of the corporation shall not be subject to assessment. Shareholders shall have no preemptive rights. ARTICLE V. Members of the Governing Board shall be known as "Directors" and 13 the number thereof shall be not less than three nor more than nine, the caset number to be fixed by the By-Laws of the corporation, provided that the number so fixed by the By-Laws may be increased or decreased from time to time. The First Board of Directors shall consist of three members. The names and addresses of the first Board of Directors are as follows: RALPH L. DENTON 212 Las Vegas Boulevard South Las Vegas, Nevada BEULAH STOWERS 212 Las Vegas Boulevard South Las Vegas, Nevada SARA P. DENTON 212 Las Vegas Boulevard South Las Vegas, Nevada

DENTON & SMITH ACTORNEYS AT LAW 2 LAS VEGAS ELVD., SOU LAS VEGAS, NEVADA

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At all elections of the Directors of this corporation, each holder of

stock possessing voting power shall be entitled to as many votes as shall equal

the number of his shares of stock, multiplied by the number of Directors to be

elected, and he may cast all of such votes for a single Director or may

distribute them among the number to be voted for or any two or more of them as he may see fit. Each stockholder shall have the right to vote in person or by proxy with the number of voting shares owned by him.

ARTICLE VI.

No notice need be given of annual or stated meetings of stockholders. Special meetings of the stockholders may be called by the president, or any two directors, or by any number of stockholders owning not less than one-third of the capital stock. Notice of special stockholders' meetings may be given by any other officer of this corporation or by any three stockholders by personal service of the notice upon each stockholder, or by sending such notice by registered mail to each stockholder at his last known post office address at least five (5) days before the day fixed for the meeting.

# ARTICLE VII.

That the period of the existence of this corporation shall be perpetual.

# ARTICLE VIII.

That the name and post office addresses of each of the subscribers signing these Articles of Incorporation are as follows:

RALPH L. DENION	Las Vegas, Nevada
BEULAH STOWERS	212 Las Vegas Boulevard South Las Vegas, Nevada
SARA P. DENTON	212 Las Vegas Boulevard South

# ARTICLE IX.

That the capital stock of this corporation shall not be subject to assessment. That the private property of the stockholders, directors and officers shall not be subject to the payment of corporate debts to any extent whatever.

# ARTICLE X.

A resolution in writing, signed by all the members of the Board of

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1 Directors, shall be and constitute action by the said Board of Directors to the 2 effect therein expressed, with the same force and effect as though such resolu-3 tion had been passed at a duly convened meeting, and it shall be the duty of the Secretary to record every such resolution in the Minute Book under its proper

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ARTICLE XI.

The Directors shall have the power to make and alter the By-Laws of the corporation. By-Laws made by the Directors under the power so conferred may be altered, amended or repealed by the Directors or by the stockholders at any meeting called and held for that purpose.

# ARTICLE XII.

In the absence of fraud, no contract or other transaction of the corporation shall be affected by the fact that any of the Directors of the corport tion are in any way interested in or connected with any other party to such contract or transaction, provided that the interest in any such contract or transaction of any such director shall at the time be fully disclosed or otherwise known to the Board of Directors; and each and every person who may become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested. Any Director of the Corporation may vote and act upon any matter, contract or transaction between the corporation and any subsidiary, parent, or affiliated corporation or corporations, without regard to the fact that he is also a stockholder, director or officer of, or has any interest in, such other corporation or corporations. Any contract or other transaction of the corporation or of the Board of Directors or of any special meeting called for the purpose shall be as valid and as binding as though ratified by every stockholder of the corporation; provided, however, that any failure of the stockholders to

DENTON & SMITH : LAS VEGAS BLVD., SOU LAS VEGAS, NEVADA

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DENTON & SMITH ATTORNEYS AT LAW LLAS VEGAS BLVD., SOUTH LAS VEGAS, NEVADA approve, or ratify such contract or other transaction, when and if submitted, shall not be deemed in any way to render the same invalid or deprive the directors and officers of their right to proceed with such contract or other transaction.

# ARTICLE XIII.

The Board of Directors may appoint an executive committee from among their number, which committee, to the extent provided in the By-Laws of the corporation and so far as may be permitted by law, shall have and may exercise all of the powers of the Board of Directors in the management of the business and affairs of the corporation during the intervals between the meetings of the Board of Directors.

IN WITNESS WHEREOF, we have hereunto set our hands and executed these presents this 35% day of September, 1959.

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STATE OF NEVADA ) :ss COUNTY OF CLARK )

On this Aday of September, 1959, personally appeared before me, the undersigned, a Notary Public in and for the said County and State, RALPH L. DENTON, BEULAH STOWERS and SARA P. DENTON, known to me to be the persons described in and who executed the foregoing Articles of Incorporation, who acknowledged to me that they executed the same freely and voluntarily and for the uses and purposes therein mentioned.

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 in and for said County and State. My Commission Expires:

e. My Commission Expires:

CERTIFICATE OF CHANGE OF CORPORATE NAME

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H & R CONCRETE CO., INC.

TO

S & R CONCEETE CO., INC.

We, ALFRED J. RENFPO, President, and LAWRENCE PACE, Vice-President of H & R CONCRETE CO., INC., a Nevada Corporation, in compliance with NRS 78.385 and NRS 78.390, do hereby certify that a regularly held meeting of the Board of Directors of said corporation, duly and regularly called and held on the 4th day of March, 1960, a resolution was adopted proposing to amend the Articles of Incorporation as follows:

RESOLVED: Article I of the Articles of Incorporation of H & R CONCRETE CO., INC. is hereby amended to read as follows:

#### ARTICLE I.

The name of the Corporation is S & R CONCRETE CO., INC.

Thereafter, a special meeting of the stockholders entitled to vote for the consideration thereof was called; and we do hereby further certify that at such meeting of the stockholders duly called for that purpose and held on the 7th day of March, 1960, an amendment to the Articles of Incorporation of said corporation was adopted by the unanimous vote of all stockholders of said corporation:

RESOLVED: That the Articles of Incorporation of H & R CONCRETE CO., INC., be and the same is hereby amended to change the name of said corporation to S & R CONCRETE CO., INC., and Article I of said Articles of Incorporation is hereby expressly so amended.

ALFRED J. RENFRO, President

LAWRENCE PACE, Vice-President

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STATE OF NEVADA ) COUNTY OF CLAPK ) On this day of March, 1960, personally appeared before me, , a Notary Bublic in and for said County and State, ALFRED J. RENE O and LABRENCE FACE, known to me to be the President and Vice-President of the Corpora-tion that executed the foregoing instrument, and upon oath, aid each depose that he is the officer of said Corporation as above designated; that she is acquainted with the seal of said Corporation and that the seal affixed to said instrument is the Corporate seal of said corporation; that the signatures to said instrument, were made by officers of said Corporation as indicated after said signatures; and that the said Corporation executed the said in-strument freely and voluntarily and for the uses and purposes therein mentioned. 

Notary Public in and for said County and State. My commission expires:

DENTON & SMITH ATTORNEYS AT LAW 2 LAS VEGAS BLVD., SOUTH LAS VEGAS, NEVADA