

ARTICLES OF INCORPORATION
OF
IDAHO LIMESTONE & MARBLE CO., INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being natural persons over the age of twenty-one years and citizens of the United States, do hereby associate ourselves together for the purpose of forming a business corporation pursuant to the provisions of the Business Corporation Act of the State of Idaho, for the purposes hereinafter mentioned, and we hereby certify to and adopt the following Articles of Incorporation.

I.

The name of the corporation is: Idaho Limestone & Marble Co., Inc. ✓

II.

The nature of the business and the purposes for which this corporation is organized are as follows:

- (A) To engage in and carry on a business of mining, producing and processing of ores, metals, minerals, stone, rare earths, timber, and other related natural resources of all kinds; to buy, sell, exchange, lease, or otherwise acquire and deal in lands, mines, mineral rights and claims, and to conduct all business pertaining thereto; to acquire, hold, lease, sell, or otherwise manage, handle, and dispose of all sorts and kinds of real and personal property which the corporation may from time to time find to be for its advantage and useful to its purposes; to enter into contracts with others for mining, producing, processing, and disposing of the metals, minerals, timber, stone, rare earths or other resources hereinbefore mentioned at such time and in such manner as may be to the advantage of the interests of the corporation. ✓
- (B) To do all things in connection with the corporate business which a natural person might or could do, and which are not otherwise prohibited by law in carrying out the purposes and objects of the corporation.

- (C) To manufacture, purchase, or otherwise acquire goods, wares, merchandise and property of every kind and description and to hold the same for use and to sell, assign, and transfer the same to others in any manner whatsoever, including but not limited to engaging in regular wholesale or retail business.
- (D) To acquire the good will, assets of all kinds, of any person, firm, association or corporation on any such terms and conditions as may be agreed upon; to borrow money for the purposes of the corporation; and in the acquisition of any property, real or personal, to pay for the same in cash, stocks, bonds, debentures, or other securities of this corporation or otherwise.
- (E) To issue the capital stock of this company in payment of labor done for the corporation, or in payment for real or personal property acquired by the corporation, including interests in such property which may be less than fee simple title or complete ownership thereof.

III.

This corporation shall have perpetual existence, except as it may be limited or terminated by or in accordance with law.

IV.

The location and post office address of the registered office of the corporation in the State of Idaho is Lucile , Idaho.

V.

The Board of Directors of the corporation are hereby expressly authorized to make, modify, or amend the By-Laws of this corporation by a majority vote of that body.

VI.

If the Board of Directors so determines, the By-Laws of the corporation may provide that the Board shall be authorized to designate two or more of its members to constitute an executive committee, which committee shall have and exercise any or all of the powers of the Board of Directors in the management of the business and the affairs of the corporation within the limitation of the By-Laws, and such committee shall have the power and

authority to act for and on behalf of the Board of Directors upon the adoption of a resolution to that effect, being made by a majority of the members of the Board.

VII.

The capital stock and authorized capital of this corporation is the sum of TWENTY-FIVE THOUSAND DOLLARS (\$25,000.00) which shall be represented by TWENTY-FIVE THOUSAND SHARES (25,000 shares) of non-assessable common stock of the par value of ONE DOLLAR (\$1.00) each, and each share will entitle the holder thereof to one vote at any shareholders' meeting.

VIII.

The number of directors of this corporation shall be not less than three nor more than seven, and the number thereof may be fixed by the Board of Directors, acting by a majority of its members.

IX.

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

Benjamin E. Cook, Lucile, Idaho	<u> 1 </u> shares
David R. Walters, Riggins, Idaho	<u> 1 </u> shares
Fred M. Clark,	<u> 1 </u> shares
Francis A. Kaschmitter, Grangeville, Idaho	<u> 1 </u> shares

IN WITNESS WHEREOF, we, the undersigned, have hereunto set our hands and executed these Articles in triplicate the 30th day of December 1966.

Fred M. Clark Benjamin E. Cook
David R. Walters Francis A. Kaschmitter

STATE OF IDAHO)
) ss:
County of Idaho)

On this 4th day of January, 1967, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared BENJAMIN E. COOK, DAVID R. WALTERS, and FRANCIS A. KASCHMITTER, known to me to be the individuals whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, on the day and year last above written.

(SEAL)

Keith Angleton
Notary Public for the State of Idaho
Residing at Picayune, Idaho

STATE OF OREGON)
) ss:
County of Multnomah)

On this 3rd day of January, 1967, before me, the undersigned, a Notary Public in and for the State of Oregon, personally appeared FRED M. CLARK, known to me to be the individual whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, on the day and year last above written.

(SEAL)

Florence Walker
Notary Public for the State of Oregon
Residing at Portland, Oregon
my Commission Expires Aug 16-1970

PAUL G. EIMERS
ATTORNEY AT LAW
201 WEST MAIN
GRANGEVILLE, IDAHO