

Secretary of State's Office

I, CLYDE L. MILLER, SECRETARY OF STATE OF THE STATE OF UTAH,
DO HEREBY CERTIFY THAT THE ATTACHED IS A FULL, TRUE AND CORRECT COPY OF THE
ARTICLES OF MERGER OF IDAHO CONCRETE PRODUCTS, INC. AND UTAH CULVERT CO. INTO
UTAH CONCRETE PIPE CO. AND REVISION OF ARTICLES OF INCORPORATION CHANGING NAME
TO AMCOR, INC.

AS APPEARS _____ OF RECORD _____ IN MY OFFICE.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND

AND AFFIXED THE GREAT SEAL OF THE STATE OF UTAH

AT SALT LAKE CITY, THIS TWENTY NINETH DAY OF

OCTOBER 19 70

Clyde L. Miller
SECRETARY OF STATE

BY Let B. Murtha
AUTHORIZED PERSON

ARTICLES OF MERGER

OF

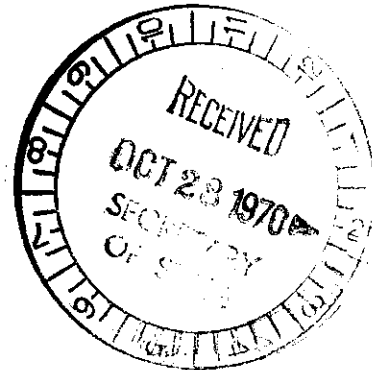
IDAHO CONCRETE PRODUCTS, INC.

AND

UTAH CULVERT CO.

INTO

UTAH CONCRETE PIPE CO.



AND REVISION OF ARTICLES OF INCORPORATION

(CHANGE OF NAME TO AMCOR, INC.)

THESE ARTICLES OF MERGER, made and entered into as of this 31st day of October, 1970 by and between IDAHO CONCRETE PRODUCTS, INC., a corporation organized and existing under the laws of the State of Idaho, UTAH CULVERT CO., a corporation organized and existing under the laws of the State of Utah, said corporations being hereinafter sometimes referred to as the "Subsidiaries" or the "Merging Corporations" and UTAH CONCRETE PIPE CO., a corporation organized and existing under the laws of the State of Utah, hereinafter sometimes referred to as the "Parent Corporation" or the "Surviving Corporation"; WITNESSETH:

WHEREAS, Idaho Concrete Products, Inc. is a corporation duly organized and existing under the laws of the State of Idaho, pursuant to the Articles of Incorporation filed with the Secretary of State of the State of Idaho on the 11th day of December, 1961, and has an authorized capital stock consisting of Twenty-Five Thousand (25,000) shares, having a par value of One Dollar (\$1.00)

per share, of which 25,000 shares are issued and outstanding; and

WHEREAS, Utah Culvert Co. is a corporation duly organized and existing under the laws of the State of Utah pursuant to Articles of Incorporation filed with the Secretary of State of the State of Utah on the 30th day of January, 1952 and has an authorized capital stock consisting of ten Thousand (10,000) shares, having a par value of Ten Dollars (\$10.00) per share, of which 2,000 shares are issued and outstanding; and

WHEREAS, Utah Concrete Pipe Co. is a corporation duly organized and existing under the laws of the State of Utah pursuant to Articles of Incorporation filed with the Secretary of State of the State of Utah on the 30th day of January, 1952; and

WHEREAS, Idaho Concrete Products, Inc. and Utah Culvert Co. are both the wholly owned subsidiaries of Utah Concrete Pipe Co., all of the issued and outstanding shares of the stock of the Subsidiaries being owned by the Parent Corporation; and

WHEREAS, the Board of Directors of Utah Concrete Pipe Co. unanimously deemed it advisable and generally to the welfare of the said corporations and their respective stockholders that Idaho Concrete Products, Inc. and Utah Culvert Co. be merged into Utah Concrete Pipe Co. under and pursuant to the Utah Business Corporation Act; and

WHEREAS, the stockholders of Idaho Concrete Products, Inc. and Utah Culvert Co. have unanimously approved said merger and stockholders of Utah Concrete Pipe Co. representing more than two-thirds ($2/3$) of the issued and outstanding stock have approved said

merger and the revision of its Articles of Incorporation are set forth herein;

NOW THEREFORE, each of the parties hereto, pursuant to resolutions of their respective Board of Directors and Stockholders and in consideration of the premises and the mutual agreements, promises, covenants, conditions, grants and provisions herein contained and for the purposes of prescribing the terms and conditions of such merger, the mode of carrying the same into effect, and such other details and provisions as are deemed necessary, does hereby agree as follows:

1. The following plan of merger was approved by the Board of Directors and Stockholders of each of the undersigned corporations in the manner prescribed by the Utah Business Corporation Act and the laws of the State of Idaho:

- A. Effective as of the close of business on the 31st day of October, 1970, Idaho Concrete Products, Inc. and Utah Culvert Co. are hereby merged into Utah Concrete Pipe Co. which latter corporation was organized under the laws of the State of Utah and whose Articles of Incorporation shall be revised as hereinafter set forth.
- B. The outstanding shares of stock of Idaho Concrete Products, Inc. and Utah Culvert Co. shall be cancelled and in view of the fact that they are the wholly owned subsidiaries of the Parent Corporation, no new shares of stock will be issued by it in connection with this merger.
- C. On and after the effective date of this merger, the separate existence of Idaho Concrete Products, Inc. and Utah Culvert Co. shall cease and Utah Concrete Pipe Co. shall have

all of the rights, privileges, immunities and powers and shall be subject to all of the duties and liabilities of a corporation organized under the Utah Business Corporation Act and shall become duly qualified to do business in the State of Idaho and in each state where either of the Subsidiaries is now qualified to do business.

- D. On and after the effective date of this merger, Utah Concrete Pipe Co. shall thereupon and thereafter possess all of the rights, privileges, immunities and franchises as well of a public as of a private nature of Idaho Concrete Products, Inc. and Utah Culvert Co. and all property, real, personal and mixed, and all debts due on whatever account, and all choses in action and all and every other interest of or belonging to Idaho Concrete Products, Inc. and Utah Culvert Co. shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate or any interest therein, vested in the Merging Corporations shall not revert or be in any way impaired by reason of such merger.
- E. Utah Concrete Pipe Co. shall, upon the effective date of this merger, be responsible and liable for all of the liabilities and obligations of Idaho Concrete Products, Inc. and Utah Culvert Co. and any claim existing or action or proceeding pending by or against Idaho Concrete Products, Inc. and Utah Culvert Co. may be prosecuted as if such merger had not taken place or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of the Merging Corporations shall be impaired by this merger.

2. All of the shares of the Subsidiaries being owned by the Parent Corporation, there was no need to give notice to dissenting stockholders under the provisions of Section 16-10-75 of the Utah Business Corporation Act.

3. All of the issued and outstanding stock of the Merging Corporations, as stated above, are owned by Utah Concrete Pipe Co.

4. The Articles of Incorporation of Utah Concrete Pipe Co. are hereby amended to revise same in accordance with the provisions of Section 16-10-60, Utah Code Annotated, 1953, as amended, and to change the name of the corporation so that its Articles of Incorporation shall read as follows:

"ARTICLES OF INCORPORATION

OF

AMCOR, INC.

I.

NAME. The name of the corporation shall be:

AMCOR, INC.

II.

DURATION. This corporation shall continue in existence perpetually unless dissolved by operation of law or by act of its stockholders.

III.

BUSINESS OBJECTIVES AND PURPOSES. The nature of the business and the objectives and purposes proposed to be transacted, promoted and carried on by the corporation are as follows:

- A. To engage in the general business of manufacturing, fabricating, selling and installing concrete, corrugated metal and plastic pipe of every kind, nature and description.

- B. To manufacture, fabricate, sell and install concrete or masonry block, prestressed concrete beams, concrete conduit, manholes, headgates and all other concrete, corrugated metal and plastic products of every kind, nature and description.
- C. To manufacture, fabricate, buy, sell, lease, hire, use and deal in all kinds, forms and combinations of iron, steel, or other metals, or any of them, or in which steel, iron, or any other metal forms a substantial part, including machinery, tools, appliances and allied equipment and parts therefor; and to transact a general steel and iron manufacturing, fabricating, jobbing and supply business, including all machinery, tools and allied products of every kind, nature or description.
- D. To manufacture, buy, sell, equip, erect, install and generally deal in, cement and concrete products of all kinds; lime, limestone and other natural and artificial stone; fire clay, pressed brick, and any other articles made of clay; plastic and lumber and any and all materials capable of use in the construction of any kind of building or structure.
- E. To carry on and conduct a general engineering and contracting business, including therein the designing, constructing, enlarging, repairing, remodeling, or otherwise engaging in any work upon buildings, roads, highways, public works, manufacturing plants, bridges, piers, docks, mines, shafts, wells, pipe lines, water works, dams, reservoirs, railroads, railway structures and all concrete, iron, steel, wood, masonry and earth constructions, and to make, extend and receive any contracts or assignments of contracts therefor, or relating thereto, or connected therewith, and to manufacture and furnish the building materials and supplies connected therewith.
- F. To prospect and explore for, mine, quarry, excavate and bore for sand, gravel, silica rock, silica sand, clay, lime, limestone, volcanic ash and other materials and substances; to manufacture the same into brick, block, tile, cement, concrete, plastic and other manufactured

products; to sell such materials in crude or manufactured form; and, to the extent required in such business, to locate, purchase, sell, lease and otherwise acquire and dispose of mines and mining property.

- G. To apply for, or otherwise acquire, and to grant, licenses and franchises for the use of, to sell, assign or otherwise deal in and use privileges, trade-marks and trade names, devices and improved or secret processes of every sort and description necessary and incidental to these purposes; and also to carry on a general manufacturing, wholesale and retail, merchandise business.
- H. To engage in any and all other lawful purposes, activities and pursuits whether or not the same are similar to the foregoing, and the corporation shall have all powers provided by law, including, without limitation, those powers granted under Section 16-10-4 and Section 16-10-5, Utah Code Annotated, 1953, as amended and supplemented.

IV.

CAPITALIZATION. The aggregate number of shares which the corporation shall have authority to issue is 2,000,000 shares of common stock, having a par value of fifty cents (50¢) per share. All voting rights of the corporation shall be exercised by the holders of the common stock with each share of the common stock being entitled to one vote. All shares of common stock shall have equal rights in the event of dissolution.

V.

PRE-EMPTIVE RIGHTS. Unless otherwise determined by the Board of Directors, no holder of the stock of the corporation shall be entitled as such, as a matter of right, to purchase or subscribe

for any stock which the corporation may issue or sell, whether or not exchangeable for any stock of the corporation and whether out of unissued shares authorized by the Articles of Incorporation or any amendment thereof and whether issued for cash, services, personal property, real property or leases thereof, nor shall any stockholder be entitled to any right of subscription to any such stock.

VI.

BYLAWS. Provisions for the regulation of the internal affairs of the corporation shall be set forth in bylaws which may be adopted and amended by the Board of Directors.

VII.

BOARD OF DIRECTORS. The number of directors which shall constitute the Board of Directors of the corporation shall be not less than five (5) nor more than fifteen (15) as the Board of Directors may itself from time to time determine. Prior to each annual meeting of the stockholders of the corporation, the Board of Directors shall fix the number of directors to be elected at said meeting to serve until the next annual meeting of the corporation."

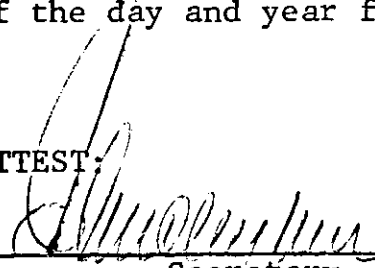
5. The foregoing revision of the Articles of Incorporation by reducing the par value of the corporation's stock to Fifty Cents (50¢) per share will accomplish a 2-for-1 split of the outstanding stock of the corporation. The officers, transfer agent and registrar of the corporation shall cause new stock certificates to be prepared and shall issue one additional share to

each stockholder for each share now held by said stockholder. The stockholders may, but shall not be required to, surrender their existing stock certificates representing the shares of common stock presently issued and outstanding, which shares shall hereafter be deemed to have a par value of Fifty Cents (50¢) per share.


6. The foregoing Articles of Merger and Revision of the Articles of Incorporation was approved at a special meeting of the stockholders of Utah Concrete Pipe Co. duly called, convened and held at the office of the corporation in Ogden, Utah on Wednesday, October 14, 1970 at 10:00 o'clock A.M. At the time said special meeting of stockholders was held, there were 269,668 shares of common stock of Utah Concrete Pipe Co. issued and outstanding, being the only class of stock then issued and outstanding, 256,752 shares of said stock were represented at said meeting and 242,509 shares voted in favor of said Merger and the Revision of the Articles of Incorporation, and 14,243 shares voted against same.

IN WITNESS WHEREOF, the parties to these Articles of Merger and Revision of Articles of Incorporation have caused the same to be signed in their respective corporate names and by their respective Presidents and their corporate seals to be hereunto affixed and attested by their respective Secretaries, all as of the day and year first above written.

ATTEST:


Secretary

UTAH CONCRETE PIPE CO.

By 
Its President

IDAHO CONCRETE PRODUCTS, INC.

ATTEST:

[Signature]
Secretary

By [Signature]
Its President

UTAH CULVERT CO.

ATTEST:

[Signature]
Secretary

By [Signature]
Its President

STATE OF UTAH)
 : ss.
County of Salt Lake)

On this 14th day of October, 1970, personally appeared before me CHARLES E. WARD, who being by me first duly sworn declared that he is the President of UTAH CONCRETE PIPE CO., that he signed the foregoing document as President of said corporation and that the statements therein stated are true.

[Signature]
Notary Public, residing at Salt
Lake City, Utah

My Commission Expires:

July 15, 1977

STATE OF UTAH)
 : ss.
County of Salt Lake)

On this 14th day of October, 1970, personally appeared before me CHARLES E. WARD, who being by me first duly sworn declared that he is the President of IDAHO CONCRETE PRODUCTS, INC., that he signed the foregoing instrument as President of said corporation and that the statements therein contained are true.


[Signature]
Notary Public, residing at Salt
Lake City, Utah

My Commission Expires:

July 15, 1977

STATE OF UTAH)
 : ss.
County of Salt Lake)

On this 14th day of October, 1970, personally appeared before me CHARLES E. WARD, who being by me first duly sworn declared that he is the President of UTAH CULVERT CO., that he signed the foregoing instrument as President of said corporation and that the statements therein contained are true.


Notary Public, residing at Salt
Lake City, Utah

My Commission Expires:

July 15, 1972