

CERTIFICATE OF AUTHORITY
OF

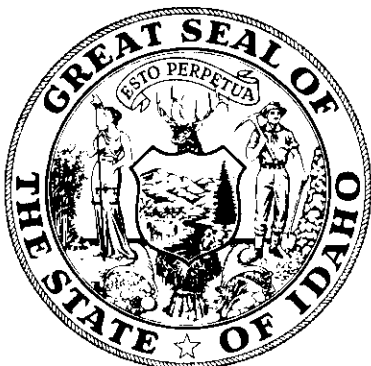
INTERMOUNTAIN ASPHALT COMPANY

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of an Application of **INTERMOUNTAIN ASPHALT COMPANY**

_____ for a Certificate of Authority to transact business in this State,
duly signed and verified 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
Authority to **INTERMOUNTAIN ASPHALT COMPANY**
to transact business in this State under the name **INTERMOUNTAIN ASPHALT COMPANY**
_____ and attach hereto a duplicate original of the Application
for such Certificate.

Dated **December 15, 1982**



SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Intermountain Asphalt Company
2. *The name which it shall use in Idaho is Intermountain Asphalt Company
3. It is incorporated under the laws of Washington
4. The date of its incorporation is November 16, 1982 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is N 4327 Thor, Spokane, Washington 99207
6. The street address of its proposed registered office in Idaho is 300 N. 6th St.
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C. T. Corporation System
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
asphalt sales

8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Robert G. Lamon</u>	<u>Sole director</u>	<u>N. 4327 Thor. Spokane, WA 99207</u>
	<u>and officer</u>	

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>50,000</u>	<u>common</u>	<u>\$1 per value per share</u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>50</u>	<u>Common</u>	<u>one dollar par value per share</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated December, 19 82.

Intermountain Asphalt Company
By R. G. Lamon
Its President
and R. G. Lamon
Its Secretary

STATE OF WASHINGTON)
) ss:
COUNTY OF SPOKANE)

I, DENNIS R. LYNCH, a notary public, do hereby certify that on this 15 day of December, 19 82, personally appeared before me Robert G. Lamon, who being by me first duly sworn, declared that he is the President of Intermountain Asphalt Company

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

Dennis R. Lynch
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

MEMO



STATE OF WASHINGTON
OFFICE OF SECRETARY OF STATE

CORPORATIONS & TRADEMARKS DIVISION
OLYMPIA, WASHINGTON 98504

OFFICIAL CERTIFICATION OF THIS DOCUMENT,
AS TO ITS PREPARATION BY THE OFFICE OF
THE SECRETARY OF STATE, APPEARS ON THE
BACK OF THE LAST PAGE.

2-322913-1
FILE NUMBER



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STATE OF WASHINGTON | DEPARTMENT OF STATE
SECRETARY OF STATE

I, **RALPH MUNRO**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

ARTICLES OF INCORPORATION

of INTERMOUNTAIN ASPHALT SALES, INC.

a domestic corporation of Spokane, Washington,

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.

Filed at request of Witherspoon, Kelley, et al
11th Floor, ONB Bldg.
Spokane, WA 99201

Filing and recording fee \$ _____

License to June 30, 19 _____ \$ _____

Excess pages @ 25c \$ _____

In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

July 27, 1982

Microfilmed, Roll No. 1638

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FILED

JUL 27 1982

SECRETARY OF STATE
STATE OF WASHINGTON

al

ARTICLES OF INCORPORATION
of
INTERMOUNTAIN ASPHALT SALES, INC.

ROBERT G. LAMON, being over the age of eighteen (18) years, for the purpose of forming a corporation under the provisions of the Washington Business Corporation Act, Chapter 23A.12 of the Revised Code of the State of Washington, adopts these Articles of Incorporation:

ARTICLE I

Name

The name of this corporation shall be:
INTERMOUNTAIN ASPHALT SALES, INC.

ARTICLE II

Duration

The duration of this corporation shall be perpetual.

ARTICLE III

Purposes and Powers

The purposes for which this corporation is organized and its powers are:

To carry on any lawful business for which corporations may be incorporated under the laws of the State of Washington, and which this corporation may deem proper or convenient, or which may be calculated to promote directly or indirectly the interests of this corporation or to enhance the value of its property or business, even though such business may not be included in the purposes and powers expressed; and to exercise all of the powers conferred by the laws of the State of Washington under which this corporation is formed, as such laws are now in effect or at any time in the future may be amended.

ARTICLE IV

Authorized Shares

The corporation shall have the authority to issue Fifty Thousand (50,000) shares of common stock of the par value of One Dollar (\$1) per share. There shall be no other class or shares of stock in the corporation.

ARTICLE V

Preemptive Rights

The owners of shares of stock of this corporation shall not 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

Bylaws

The board of directors shall have full power to adopt, alter, amend, or repeal the bylaws or adopt new bylaws, subject to repeal or change by action of the shareholders. Nothing herein shall deny the concurrent power of the shareholders to alter, amend, or repeal the bylaws or adopt new bylaws.

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 avoided 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.

ARTICLE X

Registered Office And Registered Agent

The registered office of the corporation shall be at 1114 Old National Bank Building, Spokane, Washington 99201.

The registered agent of the corporation shall be ELEVEN-FOURTEEN, INC., a Washington corporation.

ARTICLE XI

Directors

The number, qualifications, terms of office, manner of election, time and place of meetings, and powers and duties of the directors shall be prescribed in the bylaws, but the initial board of directors shall number one (1) who shall serve until the first meeting of shareholders and until his successors are elected and qualified. The name and post office address of the initial director is:

<u>Name</u>	<u>Address</u>
ROBERT G. LAMON	North 4327 Thor Spokane, WA 99207

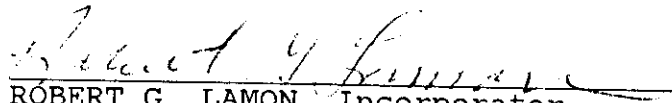
ARTICLE XII

Incorporator

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
ROBERT G. LAMON	North 4327 Thor Spokane, WA 99207

IN WITNESS WHEREOF, the incorporator has signed these Articles of Incorporation in duplicate this 26th day of July, 1982.


ROBERT G. LAMON, Incorporator

CONSENT OF ELEVEN - FOURTEEN, INC. TO SERVE AS REGISTERED AGENT

Eleven - Fourteen, Inc. hereby consents to serve as Registered Agent in the State of Washington for

INTERMOUNTAIN ASPHALT SALES, INC.

Eleven - Fourteen, Inc. understands that as agent for the corporation, it is its responsibility to receive service of process in the name of the corporation; to forward all mail to the corporation; and to immediately notify the office of the Secretary of State in the event of its resignation, or of any changes in the registered office address of the corporation for which it is agent.

Date: July 26, 1982

Eleven - Fourteen, Inc.

By 
ALLAN H. TOOLE, Secretary

1114 Old National Bank Building
Spokane, Washington 99201