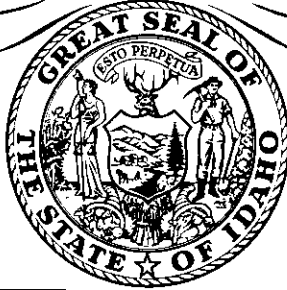


State of Idaho



Department of State

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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

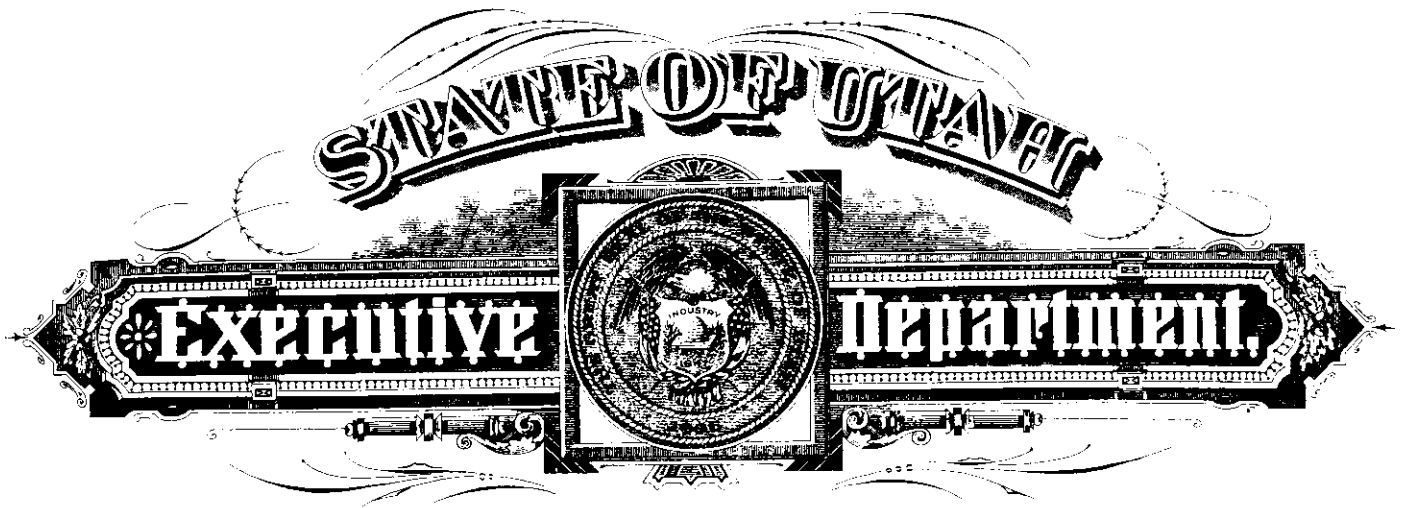
COVE CONCRETE CO.

a corporation duly organized and existing under the laws of **Utah,** 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 **twenty-fifth** day of **September,** 19 **59**, a properly authenticated copy of its articles of incorporation, and on the **twenty-fifth** day of **September,** 19 **59**, a designation of **Lynn S. Porter,** in the County of **Franklin,** 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 **25th** day of **September**, A.D. 19 **59**

Secretary of State.



Secretary of State's Office

I, LAMONT F. TORONTO, SECRETARY OF STATE OF THE STATE OF UTAH,
DO HEREBY CERTIFY THAT the attached is a full, correct and true copy
of Articles of Incorporation of COVE CONCRETE CO., a Utah corporation
incorporated September 1, 1959,

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 22nd DAY OF
September, 19 59

Lamont F. Toronto
SECRETARY OF STATE
BY Kenneth L. Cottrell
DEPUTY

ARTICLES OF INCORPORATION

OF THE

COVE CONCRETE CO.

* * * * *

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned have this day voluntarily associated ourselves together for the purpose of forming a corporation and in pursuant to the laws of the State of Utah and we do hereby certify and agree as follows:

ARTICLE I

NAME

That the name of the corporation is and shall be the Cove Concrete Co.

ARTICLE II

DURATION

The time of duration of this corporation shall be not less than three years and is perpetual unless sooner dissolved by legal proceedings or by operation of law.

ARTICLE III

PURPOSE

The purpose for which this corporation is organized shall be as follows:

- (a) To operate and carry on the general sand, gravel, and concrete ready-mix business both at wholesale and retail and to supply and deal with general contracting business relating to construction repairs, maintenance of all types of hard surfacing where the same shall be termed concrete or other types of construction and in addition to the specifications of the purpose herein contained in this article, to enter into and to engage in all types of construction or any types of business directly or indirectly relating thereto as may be determined from time to time by the Board of Directors.
- (b) To acquire, hold, own, exchange, sell, mortgage, hypothecate, pledge or otherwise deal in all types of real and personal property incident to or convenient to the conduct of the business.
- (c) To act as and in the capacity as agents, producers distributors and or factors pursuant to any business of this corporation and any line or types of real or personal property, goods, wares, merchandise, machinery, equipment, either at wholesale or retail necessary, useful, or convenient to the pursuits of business of the company to make, execute, issue, and deliver evidence of indebtedness of the company upon such terms, conditions and rates of interest and to arrange for borrowings and to make, execute, and deliver any type of evidence of such transaction either secured or unsecured.
- (d) To purchase and otherwise acquire, hold, and own a lease, sell, exchange, assign, transfer or mortgage, or pledge, or otherwise dispose of, guarantee or to invest, trade or deal in or with, personal and real property of every kind and class and description.

(e) To borrow money to issue bonds, debentures, notes and other obligations of this corporation from time to time and for any of the objectives or purposes of this corporation and to mortgage, pledge, hypothecate, and or convey in trust any or all of its property to secure the payment thereof.

(f) To enter into, make, perform, carry out contracts of every kind and for any lawful purpose without limit as to the amount with any person, firm, association, corporation, municipality, state or government or any subdivision, district or department thereof.

(g) To keep, maintain and operate place or places of business either within or without the State of Utah as may be deemed necessary, useful and convenient by the Board of Directors.

(h) To do any and all other acts, things, business or businesses in any manner connected with or necessary, incidental or convenient or auxiliary to any of the objectives herein above enumerated or calculated directly or indirectly to promote the interest of the corporation and in carrying on its purposes or for the purpose of attaining and further being any of its business to do any and all acts and things to emphasize any and all other powers which a co-partner or natural person could do or exercise and which now or hereafter may be authorized by law and in any part of the world.

(i) The several clauses contained in this statement of purpose shall be construed as both purposes and powers and the statements contained in such clauses shall 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 purpose and powers and no recitation or expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

ARTICLE IV

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be at Cove, Cache County, Utah, but directors may establish other places of business either within or without the State of Utah. Directors may hold their meetings either within or without the State of Utah.

ARTICLE V

CAPITOL STOCK

The authorized capitol stock of this corporation shall be \$100,000.00 (One Hundred Thousand Dollars) consisting of 1000 shares having the par value of \$100 per share which stock shall be classified as common voting stock and the amount of stock subscribed by each of the incorporators are as follows:

Name	Address	No. of Shares
Lynn S. Porter	Preston, Idaho	150
Kenneth S. Porter	Preston, Idaho	150
Clyde L. Porter	Franklin, Idaho	150
Wayne S. Porter	3360 Birch Ave, Ogden, Utah	150
Glenn S. Baldwin	Preston, Idaho	150

ARTICLE VI

OFFICERS

The number and the kind of officers of this corporation and their powers and duties shall be:

(a) There shall be a Board of Directors of not less than three and not more than seven directors, elected by the stockholders at their annual meeting or as hereinafter or in the By-Laws otherwise provided. Each director shall be the owner of not less than 25 shares of stock in the corporation.

(b) The directors shall elect a President, Vice-President, Secretary and Treasurer. The Secretary and Treasurer need not be a director of the corporation and the Board may elect to appoint such other officers and agents as they deem necessary to the management and the conduct of the corporations business.

(c) A majority of the Board shall constitute a quorum for the transaction of business.

(d) The Board of Directors shall have the general control and the management of the property, business and the affairs of the corporation but they may delegate certain duties and responsibilities in respect thereto to the committees of the Board or other officers or agents in case they should choose to do so.

ARTICLE VII

MEETINGS

The meetings of the Directors may be held at any place agreed upon by the directors and determined by a resolution or by the By-Laws.

The annual meeting of the stockholders of the corporation will be held on the 2nd Monday of January of each year unless otherwise prescribed by the By-Laws.

ARTICLE VII

NOTICE OF MEETINGS

No notice of the annual meeting of the stockholders of the corporation shall be necessary. Any special meeting of the shareholders may be called to be held at any place within or without the State of Utah by written notices of such meeting and the purpose for which it is to be held by depositing such written notice in the United States Mail addressed to such stockholder at the address of each stockholder as shown on the books elected to the corporation; unless otherwise provided in the By-Laws, such notice must be mailed not less than five days prior to the time of the holding of the special meeting, provided, however, that any and all notice as provided in these articles may be waived.

ARTICLE IX

DIRECTORS MEETINGS

Any meeting of the Board of Directors, regular or special may be held at any place within or without the State of Utah by giving the same type notice as provided in the next article above, or by personal notice to each director.

ARTICLE X

FIRST OFFICERS

The first officers and directors of this corporation named in these articles shall serve until the first annual meeting in 1960. They are:

Lynn S. Porter, President and Director
Kenneth S. Porter, Vice-President and Director
Glenns Baldwin, Secretary-Treasurer and Director
Clyde L. Porter, Director
Wayne S. Porter, Director

ARTICLE XI

MANNER OF
ELECTION

Unless the shareholders vote to act otherwise, the Board of Directors shall be elected by ballot and must be at the regular annual meeting of the shareholders or at the special meeting to be called for that purpose after the time for the regular shareholders meeting has past.

ARTICLE XII

ONE VOTE
PER SHARE

At all stockholders meetings, each shareholder shall be entitled to as many votes as he has shares of stock in this corporation and any stockholder who is otherwise qualified who receives a majority of all votes cast at any duly called shareholders meeting shall be declared to be elected. Representation by proxy or by attorney appointed, evidence of which is in writing, shall be allowed at all meetings of the shareholders both general and special.

ARTICLE XIII

REMOVAL
OF
OFFICERS

Any and all officers or directors of the corporation may be removed by a majority vote of the stockholders at any duly called stockholders meetings as herein set up.

ARTICLE XIV

PRIVATE
PROPERTY
NOT
LIABLE

The private property of the stockholders of this corporation shall not be liable for the debts and the obligations of the corporation.

ARTICLE XV

WAVIER

The failure to hold any regular or special stockholders meeting does not forfeit the rights of the corporation.

ARTICLE XVI

VACANCIES

All vacancies because of death, unfitness, removal or otherwise in any of the offices of the corporation including directors may be filled by the stockholders or the Board of Directors by appointment, and such appointee or appointees shall hold the office whereunto he or they is or are appointed until the next annual meeting of the stockholders.

ARTICLE XVII

SUBSCRIPTIONS

All subscriptions to stock may be paid for wholly in cash or property of the value equivalent to the par value.

ARTICLE XVIII

AMENDMENTS

These articles of incorporation may be amended at any regular annual meeting of the stockholders without notice and at any special meeting of the stockholders called for that purpose.

ARTICLE XIX

BY-LAWS

The corporation may, but is not required, to make all such By-Laws, rules, and regulations not inconsistent with law but with other corporate rights and vested privileges as may be necessary to carry out the objectives of the corporation and such By-Laws, rules and regulations may be made in any general meeting of the shareholders or by the Board of Directors.

ARTICLE XX

PRE-EMPTIVE RIGHTS

The holders of any stock in this corporation shall be entitled as a matter of right to purchase or subscribe to any part of the stock of the corporation authorized herein, or for any additional stock of any class to be issued by reason of increase of any authorized stock of the corporation or of any bonds, certificates of indebtedness, debentures or other securities convertible into stock of the corporation. After the stockholders of this corporation have had this right, then any stock authorized herein or any such additional authorized issue of any stock or securities convertible into stock may be issued or disposed of by the Board of Directors to such persons, firms, corporations or associations and upon such terms and conditions as the Board of Directors may in their discretion determine but only after offering to the stockholders then of record the stock on the same terms proposed for the sale of the said stock.

IN WITNESS WHEREOF, we have hereunto subscribed our names and fixing the place of residence as well as the shares of stock subscribed by us in the par value of this day of August, 1959.

NAME	RESIDENCE	NO. OF SHARES	PAR VALUE OF SHARES
<u>Lynn S. Porter</u>	Preston, Idaho	150	\$15,000
<u>Kenneth S. Porter</u>	Preston, Idaho	150	\$15,000
<u>Clyde L. Porter</u>	Franklin, Idaho	150	\$15,000
<u>Wayne S. Porter</u>	3360 Birch Ave, Ogden, Utah	150	\$15,000
<u>Glen Baldwin</u>	Preston, Idaho	150	\$15,000

STATE OF UTAH)
County of Cache) ss.

On this day of August, 1959, personally appeared before me LYNN S. PORTER, KENNETH S. PORTER, and GLEN BALDWIN, three of the incorporators and signers of the within instrument and Articles of Incorporation, who being duly sworn, did each depose and say that the matters and things contained in the said Articles of Incorporation are true and each of the said parties have executed the same.

/s/ Lynn S. Porter

/s/ Kenneth S. Porter

/s/ Glenn S. Baldwin

Subscribed and sworn to before me this 26 day of August, 1959.

(Notary Seal)

/s/ B. H. Harris
Notary Public

Residing at: Logan, Utah
My Commission Expires Oct. 29, 1962.

AFFIRMATION OF INCORPORATORS

STATE OF UTAH)
County of Cache) ss.

On this th day of August, 1959, personally appeared before me LYNN S. PORTER, KENNETH S. PORTER, and GLEN BALDWIN, who after being first duly sworn, each deposes and said: That they are three of the incorporators of THE COVE READY-MIX CONCRETE CO. and that they have commenced or are about to commence to carry on the business mentioned in the within Articles of Incorporation; and they verily believe that each party to the Articles of Incorporation has paid not less than ten(10%) per cent of the capital stock subscribed for by each.

Lynn S. Porter

Kenneth S. Porter

Glen Baldwin

Subscribed and sworn to before me this 26 th day of August, 1959.

/s/ B. H. Harris
Notary Public

(Notary Seal)
Residing at: Logan, Utah

My Commission Expires: October 29, 1962

Statement of Domestic Corporation

Required by Title 16, Utah Code Annotated, 1953

We, the president (or vice-president) and secretary (or treasurer) of ~~Concrete Co.~~ **The Cove**

Concrete Co.

a corporation being organized under the laws of the State of Utah, do hereby certify and declare:

1. That the principal office and place of business in Utah will be at

Street

City **Richmond (Cove), Utah**

2. That the general nature of the business of said corporation to be transacted in the State of Utah is

ready mix concrete business

3. That the names and addresses of the principal officers of said corporation are as follows:

Name		Address
Lynn S. Porter	President	Preston, Idaho
Kenneth S. Porter	Vice-President	Preston, Idaho
Glen Baldwin	Secretary	Preston, Idaho
Glen Baldwin	Treasurer	Preston, Idaho
Lynn S. Porter	General Manager	Preston, Idaho

4. The amount of the authorized capital stock of said corporation is **One Hundred Thousand** Dollars

1000 Common \$ **100.00** Par
Preferred \$ Par

5. The amount of capital stock subscribed is **Seventy Five Thousand** Dollars

750 Common \$ **100.00** Par
Preferred \$ Par

6. The amount of capital stock actually paid in, in cash or property is **Thirty Two Thousand** Dollars

7. The proportion and amount of the capital stock of said corporation represented by its property located in Utah or to be acquired therein and by its business to be transacted therein is **Thirty Two Thousand** Dollars

/s/ Lynn S. Porter

President - Vice-President

/s/ Glenn S. Baldwin
Secretary - Treasurer

STATE OF **UTAH**
COUNTY OF **CACHE**

} ss.

On this **26th** day of **August** A. D. **1959**

personally appeared before me, a Notary Public in and for said County and State

Lynn S. Porter and **Glen Baldwin**

who are respectively president (~~or vice-president~~) and secretary (or treasurer) of the above described corporation and made oath that the foregoing statement by them subscribed is true in substance and in fact.

/s/ B. H. Harris

Notary Public

Residing at **Logan, Utah**

My Commission expires **October 29, 1962**