



## Department of State.

### CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

**OAKLEY VALLEY STONE, INC.**

was filed in the office of the Secretary of State on the **Seventh** day of **March** A.D., One Thousand Nine Hundred **Sixty-Eight** and **will be** ~~microfilm~~ **microfilm** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **Perpetual Existence** from the date hereof, with its registered office in this State located at **Twin Falls, Idaho** in the County of **Twin Falls**

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 **Seventh** day of **March**, A.D., 19 **68**.

Pete T. Cenarrusa  
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION

OF

OAKLEY VALLEY STONE, INC.

THE UNDERSIGNED, natural persons of full age, citizens of the United States and residents of the State of Idaho, do this day voluntarily associate themselves together for the purpose of forming a corporation according to the laws of the State of Idaho and to effect that purpose, they do hereby adopt and execute the following Articles of Incorporation, and do hereby certify and declare:

ARTICLE I.

CORPORATE NAME.

The corporation shall be known as Oakley Valley Stone, Inc.

ARTICLE II.

PURPOSES AND POWERS.

The corporation is formed for the following purposes and such other purposes as shall be necessary to implement the purposes here stated:

1. To engage in the development of building materials, particularly building materials from native stone by the development and promotion of quarries and other sites where stone may be found and from which building materials may be developed.

2. In furtherance, and not in limitation of the general powers conferred by the laws of the State of Idaho and by the principles of the common law upon corporations, this corporation

shall also have the following purposes and powers, it being hereby expressly provided that the enumeration of specific powers shall not be construed to limit or restrict in any manner the aforesaid general powers of the corporation:

(a) To purchase, hold, sell, improve and lease real estate, and to mortgage and encumber the same; and further, to erect, manage, care for, maintain, extend and alter buildings thereon.

(b) To lend money and negotiate loans; to draw, accept, endorse, discount, sell and deliver bills of exchange, promissory notes, bonds, obligations and securities of any government or other authority or company. To form, promote, subsidize and assist companies, firms, and partnerships of all kinds; to act as surety and guarantor in any and all types of engagements; to execute, endorse and deliver contracts; to guarantee the prompt and faithful performance and payments of debts, notes, agreements, contracts and undertakings of any other person, firm, partnership or corporation; to act as an accomodation co-maker or guarantor of obligations either as a primary or secondary obligor; to enter into any arrangements with any and all authorities, municipal, local or otherwise, conducive to the company's objects or any of them; and to obtain from any such government or authority any rights, privileges and concessions which the company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangement, rights, privileges and concessions. To carry on and undertake any business, undertaking, transaction or operation commonly and generally carried on

or undertaken by merchants or manufacturers or which may seem to the company capable of being conveniently carried on or calculated directly or indirectly to enhance the value of or render profitable any of the corporation's rights or property.

(c) To acquire the good will, rights, property and assets of all kinds and undertake the whole or any part of the obligations of any persons, firms, association or corporation on such terms and conditions as may be agreed upon and to pay for the same in cash, stocks, bonds or other securities of this corporation or otherwise; and to acquire and take all or any part of the business assets and liabilities of any person, firm, association or corporation.

(d) To engage in any business whatsoever, either as principal or as agent or both, or as a syndicate, whichever the corporation may deem convenient or proper in furtherance of any of the purposes hereinabove mentioned. To execute, from time to time, general or special powers of attorney to persons, firms, associations or corporations and to revoke the same as and when the Board of Directors may determine; and to do any or all of the things herein set forth to the same extent as natural persons might or could do.

(e) To purchase its own shares of stock.

3. Any and all of the rights, powers, privileges or restrictions in these Articles of Incorporation granted and contained, conferred or imposed, may be enlarged, amended, altered, and changed in any manner and to any extent, or repealed by articles of amendment made, executed, authorized and filed in any

manner now or hereafter permitted or authorized by the laws of the State of Idaho.

4. Without in any particular limiting or restricting any of the objects and powers of the corporation, it is hereby expressly declared and provided that the corporation shall have the power to issue bonds and other obligations and shares of its capital stock in payment for property purchased or acquired by it, or for any other lawful object in and about its business; to mortgage or pledge any stocks, bonds, or other obligations, or any property which may be acquired by it; to secure any bonds, guarantees or other obligations by it issued or incurred; to guarantee any dividends, bonds, contract, or other obligations.

5. The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and the statements contained in each clause shall be in no way limited or restricted by reference to or inference from the terms of any other clause, but shall be regarded as independent purposes and powers.

#### ARTICLE III.

##### CORPORATE DURATION.

Subject to dissolution in the manner provided by law, the duration of this corporation shall be perpetual.

#### ARTICLE IV.

##### LOCATION AND POST OFFICE ADDRESS OF REGISTERED OFFICE.

The registered office of this corporation in the State of Idaho shall be located at Twin Falls, Twin Falls County, Idaho, and the post office address of the office shall be P. O. Box 321 Twin Falls, Idaho 83301.

ARTICLE V.

AUTHORIZED SHARES OF STOCK.

The stock of the corporation shall consist of twenty-five thousand (25,000) shares of stock at \$1.00 par value. The total authorized capitalization of the corporation shall be Twenty Five Thousand Dollars (\$25,000.00). All of the stock shall be common stock without classification and all of the stock shall be voting stock without preference or restriction.

ARTICLE VI.

DIRECTORS.

The corporation shall be governed by a Board of Directors. There shall be an odd number of directors of not less than three (3) and not more than seven (7). The exact number of directors shall be specified in the corporate By-Laws. The qualifications, duties, powers, limitations, and other factors relevant to the functioning of the Board of Directors shall be set out in the corporate By-Laws and subject to the laws of the State of Idaho.

ARTICLE VII.

AMENDMENT AND REPEAL OF BY-LAWS.

The Board of Directors of this corporation shall have the power to repeal and amend the By-Laws of this corporation, and shall have the power to adopt new By-Laws; this power may be exercised by the Board of Directors through a majority vote of that Board. By-Laws so repealed, amended or adopted by the Board of Directors shall be subject to re-enactment, amendment or repeal by the shareholders of this corporation at their regular meetings or at any meeting specially called for that purpose. A majority of the shareholders of the corporation may exercise the power of re-

enactment, amendment, or repeal heretofore set out.

ARTICLE VIII.

NAMES AND ADDRESSES OF INCORPORATORS.

The name and post office address of each of the incorporators of this corporation and a statement of the number of shares subscribed by each is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
James C. Burch	Oakley, Idaho	100
Leland W. Barnes	321 Locust Twin Falls, Idaho	1
Lloyd J. Webb	Box 321 Twin Falls, Idaho	100

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands and seals this 7<sup>th</sup> day of March, 1968.

James C. Burch  
Leland W. Barnes  
Lloyd J. Webb

STATE OF IDAHO, )  
(ss.  
County of Twin Falls.)

On this 7<sup>th</sup> day of March, 1968, personally appeared  
before me JAMES C. BURCH, LELAND W. BARNES and LLOYD J. WEBB  
, the signers of the within instrument,  
who duly acknowledged to me that they executed the same.

Arley Borton  
NOTARY PUBLIC  
Residence: Twin Falls, Idaho.