

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

INDUSTRIAL ASPHALT, INC.

a corporation duly organized and existing under the laws of **Delaware** 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 **Fifth** day of **August**, 19 **64** a properly authenticated copy of its articles of incorporation, and on the **Fifth** day of **August**, 19 **64** a designation of **T. H. Charles or W. C. Nelson** in the County of **Ada** 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 **5th** day of **August**, A.D. 19 **64**.

Secretary of State.

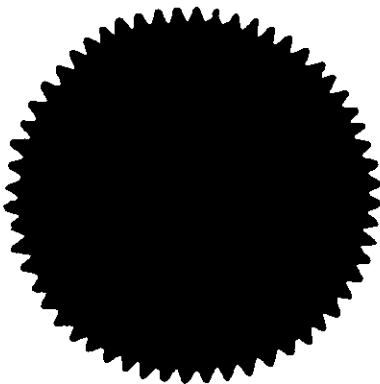


Office of Secretary of State.

I, Elisha C. Dukes, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing pages numbered from
1 to 7, both numbers inclusive, is a true and correct copy of
Certificate of Incorporation of the "INDUSTRIAL ASPHALT OF CALIFORNIA,
INC.", as received and filed in this office the twenty-sixth day of
November, A.D. 1963, at 10 o'clock A.M.;

And I do hereby further certify that the above and foregoing pages
numbered from 1 to 2, both numbers inclusive, is a true and correct
copy of Certificate of Amendment of Certificate of Incorporation of the
"INDUSTRIAL ASPHALT OF CALIFORNIA, INC.", as received and filed in
this office the second day of July, A.D. 1964, at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this twenty-ninth day of
July in the year of our Lord one thousand nine
hundred and sixty-four.



Elisha C. Dukes

Secretary of State

J. F. Downe

Asst Secretary of State

CERTIFICATE OF INCORPORATION
OF
INDUSTRIAL ASPHALT OF CALIFORNIA, INC.

FIRST: The name of the corporation is

INDUSTRIAL ASPHALT OF CALIFORNIA, INC.

SECOND: Its principal office in the State of Delaware is located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its resident agent is The Corporation Trust Company, No. 100 West Tenth Street, Wilmington, Delaware.

THIRD: The nature of the business, or objects or purposes to be transacted, promoted or carried on are:

To engage in and carry on an asphalt business, including the producing, blending, manufacturing, adapting, preparing, storing, buying, selling, distributing and dealing, either as principal, agent, broker, representative, commission distributor, or otherwise, at wholesale or retail, in asphalt, asphaltic bitumens, and any articles, products or materials in the manufacture, blending or composition of which asphalt is used, and to acquire by purchase, lease, manufacture, or in any other manner, materials, supplies, equipment, machinery, or any other articles necessary or useful in the manufacture, production, adaptation, blending and preparation of asphalt and asphaltic articles, materials or products of whatsoever kind and character.

To engage in the business and be licensed as a general contractor, engineering contractor, building contractor, specialty contractor, as well as a broker, dealer, salesman, or any other licensee required to be authorized, empowered and licensed, in the manner and to the same degree and extent as any natural person may be authorized, empowered and licensed, under and by virtue of the laws, as they now exist or may hereafter be enacted, of any of the States, Districts, Territories or Colonies of the United States, or any political subdivisions thereof, or any and all foreign countries.

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To acquire, purchase, lease, own, operate, sell, lease to others, or otherwise dispose of, manufacturing, processing and storage plants and other facilities and equipment used in connection with the business of the corporation, as well as any and all real estate and personal property of any nature whatsoever

To acquire, own, hold and dispose of stocks, good will, rights, assets and property, and to undertake the whole or any part of the liabilities, of any person, firm, association or corporation, and to pay for the same in cash, stock or bonds of this corporation or otherwise.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this corporation.

To enter into, make, perform and carry out contracts of every kind, for any lawful purpose and without limit as to amount, with any person, firm, association or corporation.

To borrow or raise moneys for any of the purposes of the corporation and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

To buy, sell or otherwise deal in notes, open accounts, and other similar evidences of debt, or to loan money and take notes, open accounts and other similar evidences of debt as collateral security therefor.

To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

To have one or more offices to carry on all or any of its operations and business and, without restriction or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of, real and personal property of every class and description, in any of the States, Districts, Territories or Colonies of the United States, subject to the laws of such State, District, Territory or Colony.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred upon corporations by the laws of Delaware, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this certificate of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is Two Hundred Fifty (250) and the par value of each of such shares is One Hundred Dollars (\$100.00) amounting in the aggregate to Twenty-five Thousand Dollars (\$25,000.00).

FIFTH: The minimum amount of capital with which the corporation will commence business is One Thousand Dollars (\$1,000.00).

SIXTH: The names and places of residence of the incorporators are as follows:

<u>NAMES</u>	<u>RESIDENCES</u>
B. A. Pennington	Wilmington, Delaware
F. J. Obara, Jr.	Wilmington, Delaware
A. D. Grier	Wilmington, Delaware

SEVENTH: The corporation is to have perpetual existence.

EIGHTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

NINTH: In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose or to abolish any such reserve in the manner in which it was created.

By resolution or resolutions passed by a majority of the whole board, to designate one or more committees, each committee to consist of two or more of the directors of the corporation, which, to the extent provided in said resolution or resolutions or in the by-laws of the corporation shall have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation, and may have power to authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the by-laws of the corporation or as may be determined from time to time by resolution adopted by the board of directors.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the corporation, including its good-will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

The corporation may in its by-laws confer upon the directors powers and authorities in addition to the foregoing and to those expressly conferred upon them by statute.



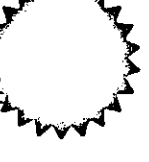
The board of directors shall be elected, without necessity of ballot, at the annual meeting of stockholders.

TENTH: Both stockholders and directors shall have power, if the by-laws so provide, to hold their meetings either within or without the State of Delaware, to have one or more offices in addition to the principal office in Delaware, and to keep the books of this corporation (subject to the provisions of the statutes) outside of the State of Delaware at such places as may be from time to time designated by them.

ELEVENTH: The corporation reserves the right to amend, alter, change, or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named for the purpose of forming a corporation in pursuance of the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that the facts herein

stated are true, and accordingly have hereunto set our hands and
seals this 26th day of November, A.D. 1963.

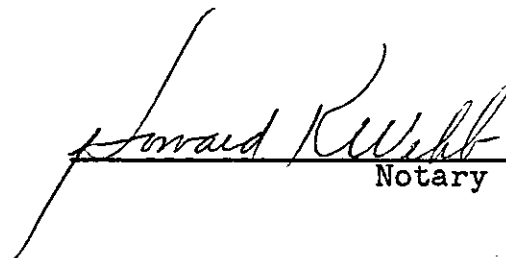
W. B. Pennington 
J. Edgar Hoover 
A. D. Miller 

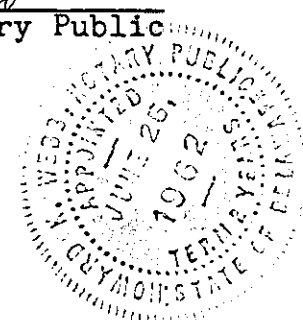
STATE OF DELAWARE :
 : SS
COUNTY OF NEW CASTLE:

BE IT REMEMBERED, That on this 26th day of November,
A.D. 1963, personally came before me, a Notary Public for the
State of Delaware, B. A. Pennington, F. J. Obara, Jr. and

A. D. Grier,
all of the parties to the foregoing certificate of incorporation,
known to me personally to be such, and severally acknowledge the
said certificate to be the act and deed of the signers respectively
and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year
aforesaid.


Notary Public



CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
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INDUSTRIAL ASPHALT OF CALIFORNIA, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY

FIRST: That the Board of Directors of said corporation by the unanimous written consent of its members, filed with the minutes of the board adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows:

"FIRST: The name of the corporation is
INDUSTRIAL ASPHALT, INC.

SECOND: That the said amendment has been consented to and authorized by the holders of all the issued and outstanding stock, entitled to vote, by a written consent given in accordance with the provisions of section 228 of The General Corporation Law of Delaware, and filed with the corporation.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of The General Corporation Law of Delaware.

IN WITNESS WHEREOF, said INDUSTRIAL ASPHALT OF CALIFORNIA, INC. has caused its corporate seal to be hereunto affixed and this certificate to be signed by James F. LeSage , its President, and JAMES O. BALL, its Secretary, this 29th day of June , 1964.



INDUSTRIAL ASPHALT OF CALIFORNIA, INC.

By James F. LeSage President

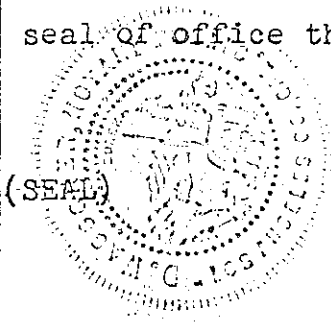
By James O. Ball Secretary

STATE OF CALIFORNIA }
COUNTY OF LOS ANGELES } SS:

BE IT REMEMBERED that on this 29th day of June , A. D. 1964, personally came before me a Notary Public in and for the County and State aforesaid, James F. LeSage

President of INDUSTRIAL ASPHALT OF CALIFORNIA, INC., a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said James F. LeSage as such President, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of the said President and of the Secretary of said corporation to said foregoing certificate are in the handwriting of the said President and Secretary of said corporation respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.



D. Waggoner
Notary Public

D. WAGGONER
My Commission Expires June 16, 1967