



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

The Masonry Center, Inc.

was filed in the office of the Secretary of State on **March 30th**, 19 **79**

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 **Boise, Idaho** in the county of **Ada**

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 **30th** day of **March**, A.D., 19 **79**.

Pete T. Cenarrusa

Secretary of State

Corporation Clerk

ARTICLES OF INCORPORATION
OF
THE MASONRY CENTER, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, each being a natural person of full age and a citizen of the United States of America, have voluntarily and do hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, Idaho Code, Title 30, Chapter 1, and we do hereby certify, declare and adopt the following Articles of Incorporation.

I.

The name of this corporation shall be The Masonry Center, Inc.

II.

The period of existence and duration of the life of this corporation shall be perpetual.

III.

The name and address of the registered agent of this corporation is as follows:

Lawrence J. Rupp,
1424 North Orchard,
Boise, ID 83704

IV.

The nature of the business and the object and purpose of this corporation shall be as follows:

(a) To manufacture, buy, import, or otherwise acquire, and to distribute, export, sell, or otherwise dispose of, either by wholesale or retail, building materials, hardware, and supplies of every kind and character; to establish and maintain plants, yards, stores, warehouses, and other manufacturing and distributing centers for the manufacture, assembling, and distributing of any and every kind of commodity, goods, wares, merchandise, or other articles of trade or commerce.

(b) To purchase, own and hold the stock of other corporations, and to do every act and thing covered generally by the denomination "holding corporation," and especially to direct the operations of other corporations through the ownership of stock therein; to purchase, subscribe for, acquire, own, hold, sell, exchange, assign, transfer, create security interests in, pledge, or otherwise dispose of shares or voting trust certificates for shares of the capital stock, or any bonds, notes, securities, or evidences of indebtedness created by any other corporation or corporations organized under the laws of this state or any other state or district or country, nation, or government and also bonds or evidences of indebtedness of the United States or of any state, district, territory, dependency or country or subdivision or municipality thereof; to issue in exchange therefor shares of

the capital stock, bonds, notes, or other obligations of the Corporation and while the owner thereof to exercise all the rights, powers, and privileges of ownership including the right to vote on any shares of stock or voting trust certificates so owned; to promote, lend money to, and guarantee the dividends, stocks, bonds, notes, evidences of indebtedness, contracts, or other obligations of, and otherwise aid in any manner which shall be lawful, any corporation or association of which any bonds, stocks, voting trust certificates, or other securities or evidences of indebtedness shall be held by or for this Corporation, or in which, or in the welfare of which, this Corporation shall have any interest, and to do any acts and things permitted by law and designed to protect, preserve, improve or enhance the value of any such bonds, stocks, or other securities or evidences of indebtedness or the property of this Corporation.

(c) To manufacture, fabricate, assemble, to take, purchase and otherwise acquire, own, hold, use, sell, assign, transfer, exchange, lease and otherwise dispose of, and to invest, trade, deal in and with goods, wares and merchandise and supplies and all other personal property of every class and description.

(d) To acquire, by purchase or otherwise, the goodwill, business, property rights, franchises and assets of every kind, with or without undertaking, either wholly or in part, the liabilities of any person, firm, association or

corporation; and to acquire any property or business as a going concern or otherwise (i) by purchase of the assets thereof wholly or in part, (ii) by acquisition of the shares or any part thereof, or (iii) in any manner, and to pay for the same in cash or in shares or bonds or other evidences of indebtedness of this corporation, or otherwise; to hold, maintain, and operate, or in any manner dispose of, the whole or any part of the goodwill, business, rights and property so acquired, and to conduct in any lawful manner the whole or any part of any business so acquired; and to exercise all the powers necessary or convenient in and about the management of such business.

(e) To take, purchase, and otherwise acquire, own, hold, use, sell, assign, transfer, exchange, lease, mortgage, convey in trust, pledge, hypothecate, grant licenses in respect of and 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, and governmental, state, territorial, county and municipal grants and concessions of every character which this corporation may deem advantageous in the prosecution of its business or in the maintenance, operation, development or extension of its properties.

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

municipality, county, parish, state, territory, government or other municipal or governmental subdivision.

(g) To become a partner (either general or limited, or both) and to enter into agreements of partnership, joint venture, or other arrangements for sharing profits and otherwise participating in any enterprise, with one or more other persons or corporations, for the purpose of carrying on any business whatsoever which this corporation may deem proper or convenient in connection with any of the purposes herein set forth or otherwise, or which may be calculated, directly or indirectly, to promote the interests of this corporation or to enhance the value of its property or business.

(h) From time to time to apply for, purchase, acquire by assignment, transfer or otherwise, exercise, carry out and enjoy any benefit, right, privilege, prerogative or power conferred by, acquired under or granted by any statute, ordinance, order, license, power, authority, franchise, commission, right or privilege which any government or authority or governmental agency or corporation, or other public body, may be empowered to enact, make or grant; to pay for, aid in, and contribute toward carrying the same into effect, and to appropriate any of this corporation's shares, bonds and/or assets to defray the costs, charges and expenses thereof.

(i) To subscribe, or cause to be subscribed for, and to take, purchase and otherwise acquire, own, hold, use, sell,

assign, transfer, exchange, distribute and otherwise dispose of, the whole or any part of the shares of the capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, evidences of indebtedness, notes, goodwill, rights, assets and property of any and every kind, or any part thereof, of any other corporations, association or associations, firm or firms, or person or persons, together with shares, rights, units or interest in, or in respect of any trust estate now or hereafter existing, and whether created by the laws of the State of Idaho or of any other state, territory or country; and to operate, manage and control such properties, or any of them, either in the name of such other corporation or corporations or in the name of this corporation, and while the owner of any of said shares of capital stock, to exercise all the rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with power to designate some person or persons for that purpose from time to time, and to the same extent as natural persons might or could do.

(j) To promote, or to aid in any manner financially or otherwise, any person, firm, corporation or association of which any shares of stock, bonds, notes, debentures or other securities or evidences of indebtedness are held, directly or indirectly, by this corporation; and for this purpose to guarantee the contracts, dividends, shares, bonds, debentures, notes and other obligations of such other persons, firms, corporations or associations; and to do any

other acts or things designed to protect, preserve, improve or enhance the value of such shares, bonds, notes, debentures or other securities or evidences of indebtedness.

(k) To borrow and lend money, but nothing herein contained shall be construed as authorizing the business of banking, or as including the business purposes of a commercial bank, savings bank or trust company.

(l) To issue bonds, notes, debentures or other obligations of this corporation from time to time for any of the objects or purposes of this corporation, and to secure the same by mortgage, deed of trust, pledge or otherwise, or to issue the same unsecured; to purchase or otherwise acquire its own bonds, debentures, or other evidences of its indebtedness or obligations; to purchase, hold, sell and transfer the shares of its own capital stock to the extent and in the manner provided by the laws of the State of Idaho as the same are now in force, or may be hereafter amended.

(m) To purchase, acquire, take, hold, own, use and enjoy, and to sell, lease, transfer, pledge, mortgage, convey, grant, assign or otherwise dispose of and, generally, to invest, trade, deal in and with oil royalties, mineral rights of all kinds, mineral bearing lands and hydrocarbon products of all kinds, oil, gas and mineral leases, and all rights and interests therein and, in general, products of the earth and deposits, both subsoil and surface, of every nature and description.

(n) To carry on any business whatsoever, either as principal or as agent, or both, or as a partnership, which this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated, directly or indirectly, to promote the interests of this corporation or to enhance the value of its property or business; to conduct its business in this state and other states; in the District of Columbia, in the territories and colonies of the United States and in foreign countries.

(o) To have, exercise, use and employ the authority specified in Section 30-114, Idaho Code, and to have, exercise, use, and employ any or all of the same, and any or all of the objects, purposes, powers, privileges, authority and rights therein and herein set forth, both within and without the State of Idaho and the United States of America; and to have one or more corporate or business offices, and to have and operate one or more agencies or other places of business within and without said state, and within or without said United States of America.

V.

That the total authorized number of par value shares of this corporation shall be 25,000, each of a par value of \$1.00, and of the aggregate par value of \$25,000, which said shares shall be common stock and shall not be subject to assessment.

VI.

That the names and post office addresses of each of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
Kaye L. O'Riordan	P. O. Box 1559, Boise, ID 83704
JoAnn Maxson	P. O. Box 1559, Boise, ID 83704
Pam Nelson	P. O. Box 1559, Boise, ID 83704

VII.

The first Board of Directors shall consist of not less than three nor more than seven directors, but during their term of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided by the By-Laws; provided, however, that the number of directors constituting a Board shall not be less than three nor more than seven.

The following persons are named directors of the corporation to serve until their successors are elected and qualified:

<u>Name</u>	<u>Address</u>
Scott J. Chandler	7901 Cummins Avenue Boise, ID 83705
Thomas Clark Chandler	5419 S. Cornell Avenue Chicago, IL 60615
Kenneth Earl Chandler	7901 Cummins Avenue Boise, ID 83705

VIII.

The power to repeal and amend the By-Laws and adopt new By-Laws is hereby conferred upon the directors, as well as

upon the shareholders, to be exercised by such vote of said directors, or of the allotted shares, as the case may be, not less, however, than a majority thereof, as may be fixed by the By-Laws.

IX.

All or any meetings of the shareholders, or of the Board of Directors may be held within or without the State of Idaho.

X.

No shareholder of the Corporation shall, because of his ownership of stock, have a preemptive or other right to purchase, subscribe for, or take any part of any stock or any part of the notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase stock of the Corporation issued, optioned, or sold by it after its incorporation. Any part of the capital stock and any part of the notes, debentures, bonds, or other securities convertible into or carrying options or warranties to purchase stock of the Corporation authorized by these Articles of Incorporation or by any amended articles duly filed, may at any time be issued, optioned for sale, and sold or disposed of by the Corporation pursuant to a resolution of its Board of Directors to such persons and upon such terms as may to such Board seem proper without first offering such stock or securities or any part thereof to existing shareholders.

XI.

The Corporation reserves the right to amend, alter or repeal any provision contained in these Articles of Incorporation in the manner now or hereinafter presented by the statutes of Idaho but with the requirement that two-thirds (2/3) of the outstanding stock of the Corporation vote in favor of any such amendment and all rights and powers conferred on directors and stockholders herein are granted subject to this reservation.

XII.

The transfer of the shares of the Corporation held by each of the shareholders shall be subject to the consent of the Board of Directors of the Corporation to the proposed transfer and to the approval by the Board of Directors of the Corporation of the proposed transferee. This restriction shall be noted conspicuously upon each share of stock issued by the Corporation.

XIII.

No merger, sale of all or substantially all of the assets, dissolution or amendment of the Articles of Incorporation shall be accomplished by the Corporation unless two-thirds (2/3) of the outstanding shares of the Corporation vote in favor of such action.

XIV.

The accounting practices of the Corporation shall be conducted in accordance with general accepted accounting principles.

IN WITNESS WHEREOF, we have signed triplicate originals
of these Articles this 30th day of March, 1979.

Kaye E. O'Riordan
Kaye E. O'Riordan

John Maxson
John Maxson

Pam Nelson
Pam Nelson

STATE OF IDAHO)
County of Ada) ss.

On this 30th day of March, 1979, before me the undersigned, a Notary Public in and for said State, personally appeared Kaye L. O'Riordan, JoAnn Maxson and Pam Nelson, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Marge Bybee
Notary Public for Idaho
Residing at: