

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

THELMA L. STOVALL
Secretary



FRANKFORT,
KENTUCKY

ARTICLES OF INCORPORATION

I, *THELMA L. STOVALL*, Secretary of State of the Commonwealth of Kentucky, do hereby certify that Articles of Incorporation of

BOONE READY-MIX, INC.

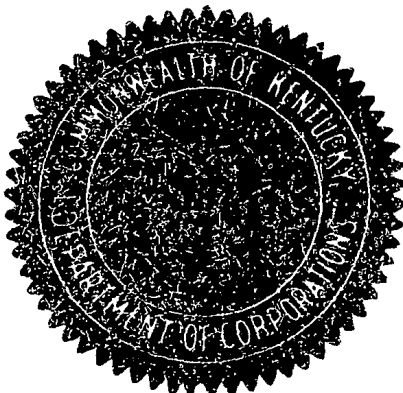
FLORENCE, KENTUCKY

The initial agent for process is ROBERT E. BELL

105 HOPEFUL ROAD

and address is FLORENCE, KENTUCKY 41042

duly signed and acknowledged according to law, have been filed in my office. I further certify that all taxes, fees and charges payable upon the filing of said Articles of Incorporation have been paid.



SECRETARY OF STATE

Given under my hand and seal of Office as Secretary of State, at Frankfort, Kentucky, this 10TH day of FEBRUARY, 19 75.

Thelma L. Stovall

SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
BOONE READY-MIX, INC.

SECRETARY OF STATE
RECEIVED
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Commonwealth of Kentucky
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KNOW ALL MEN BY THESE PRESENTS:- 207575

That ROBERT E. BELL, GENE E. BESSLER and ELLIOTT KIRBY,
do hereby present these Articles as evidence of their intention to
form a corporation under the laws of the Commonwealth of
Kentucky.

ARTICLE I.

The name of the corporation shall be BOONE READY-MIX,
INC.

ARTICLE II.

The duration of the corporation shall be perpetual.

ARTICLE III.

The purpose and nature of the business which is to be
tranacted, promoted and carried on by this corporation shall be
the manufacture of ready-mix concrete for wholesale and retail
trade and delivery; the manufacture and sale of concrete products,
building supplies and appurtenant merchandise, materials and
supplies, together with all appurtenant acts pertaining thereto;
to operate trucks for the delivery of concrete and supplies;
to buy, sell, lease, pledge, mortgage, exchange, assign or other-
wise acquire, hold and dispose of, handle and otherwise deal in
and with real and personal property and motor equipment; to borrow
money, make contracts, to incur obligations and to secure the
same by mortgage or pledge of all or part of its assets; and to
transact any and all lawful business for which corporations may
be incorporated under the laws of the Commonwealth of Kentucky.

I HEREBY CERTIFY THAT THE FOREGOING INSTRUMENT HAS BEEN DEPOSITED
BY _____ AT _____, KENTUCKY

SECRETARY OF STATE

ARTICLE IV.

The total number of shares of stock authorized to be issued and the authorized class thereof shall be four hundred (400) shares of no par value common stock. The voting power of such stock shall be one (1) vote per share.

It is the intention of the incorporators that this corporation qualify under Sec. 1244 I.R.S.C., Sec. 1244 (c) (1), and Sec. 1244 (C-2) I.R.S.R.

ARTICLE V.

The address of the initial registered office of the corporation shall be 105 Hopeful Road, Florence, Boone County, Kentucky 41042. The name of the corporation's initial registered agent is Robert E. Bell, 105 Hopeful Road, Florence, Boone County, Kentucky 41042.

ARTICLE VI.

The number of directors constituting the initial Board of Directors shall be three (3) and the names and addresses of the persons who are to serve until the first annual meeting of shareholders or until their successors be elected and qualified are:

Robert E. Bell
105 Hopeful Road
Florence, Kentucky 41042

Gene E. Bessler
148 Rossmoyne
Crestview Hills
Ft. Mitchell, Kentucky 41017

Elliott Kirby
1116 Belleview Road
Burlington, Kentucky 41005

ARTICLE VII.

The names and addresses of the incorporators and the number of shares subscribed by them are:

Robert E. Bell
105 Hopeful Road
Florence, Kentucky 41042

Fifty (50) Shares

Gene E. Bessler
149 Rossmoyne
Crestview Hills
Ft. Mitchell, Kentucky 41017

Fifty (50) Shares

Elliott Kirby
1116 Belleview Road
Burlington, Kentucky 41005

Fifty (50) Shares

IN WITNESS WHEREOF, Robert E. Bell, Gene E. Bessler
and Elliott Kirby hereunto set their hands this 7th day of
February, 1975.

Robert E. Bell
ROBERT E. BELL

Gene E. Bessler
GENE E. BESSLER

Elliott Kirby
ELLIOTT KIRBY

COMMONWEALTH OF KENTUCKY
COUNTY OF KENTON

The foregoing instrument was acknowledged before me this
7th day of February, 1975 by Robert E. Bell, Gene E. Bessler and
Elliott Kirby.

Roselind Reese
NOTARY PUBLIC
STATE OF KENTUCKY AT LARGE

My Commission Expires:

April 1st, 1976.

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FILED
SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

FEB 10 1975

Thomas L. Stovall
SECRETARY OF STATE

Tom

LAW OFFICES

JOHN H. KLETTE, JR.
W. BAXTER HARRISON

*Lawyers Building, Third & Scott Streets
Covington, Kentucky 41011
606-481-6090*

February 7, 1975

Mrs. Thelma Stovall
Secretary of State
Capitol Building
Frankfort, Kentucky 40601

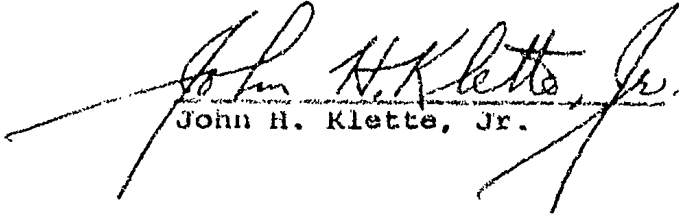
Dear Mrs. Stovall:

Enclosed please find in triplicate, proposed Articles of Incorporation of Boone Ready-Mix, Inc., together with check in the amount of \$25.00 made payable to Secretary of State, representing the \$15.00 filing fee, and \$10.00 organizational tax.

If your office finds same to be in order, please retain the original and return two copies to my office.

Very truly yours,

JHKjr/lis
Encls,


John H. Klette, Jr.