

Recording Requested By:  
and When Recorded Return To:

Brooke & Shaw, LLP  
Post Office Box 2860  
Minden NV 89423

**FILED #** LLC 10356-77 **ARTICLES OF ORGANIZATION**

DEC 30 1999

IN THE OFFICE OF  
*[Signature]*  
OSCAR HELLER SECRETARY OF STATE

**OF**

**DAYTON MATERIALS, LLC**

**I.**

**NAME**

The name of the company is:

DAYTON MATERIALS, LLC

**II.**

**PRINCIPAL OFFICE**

The address of its registered office where the company's records will be maintained in the State of Nevada is:

1226 Kimmerling  
Gardnerville, Nevada 89410

Mailing address:  
P.O. Box 487  
Minden, Nevada 89423

The company may maintain such other offices either in Nevada or any other place as the Members or Operating Agreement may designate.

**III.**

**BUSINESS AND POWERS**

The nature of the business and its objects and purposes to be conducted, promoted and transacted are to engage in any lawful act or activity for which a limited liability company may be organized under Nevada Revised States, Chapter 86.

The powers of the company shall be all lawful powers necessary and appropriate to conduct said business, objects and purposes.

**IV.  
DURATION**

The company will continue to exist until the latest date upon which the company is to dissolve.

**V.  
RESIDENT AGENT**

The name and address of the resident agent of the company is as follows:

D. Gerald Bing  
1226 Kimmerling Road  
Gardnerville, NV 89410

**VI.  
MANAGEMENT OF COMPANY AFFAIRS**

The following provisions are adopted for the management of the business, for the conduct of the affairs of the company, and for creating, defining, and regulating the powers of the members and/or manager(s):

Management of this company shall be vested in its members in proportion to their contribution to its capital, as adjusted from time to time to reflect properly any additional contributions or withdrawals by the members.

The members have the right to admit additional members by unanimous consent.

On the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any other event which terminates the continued membership of a member in the company, the remaining members have the right to continue the business of the company and a right of first refusal to purchase the ownership interest of the deceased member.

The names and addresses of all members now existing are as follows:

**Bing Construction Company of Nevada**  
D. Gerald Bing, President  
Post Office Box 487  
Minden NV 89423

**Wass Family Corporation**  
Chesley E. Wass, President  
1071 Oro Way  
Gardnerville NV 89410

No debt may be contracted or liability incurred by or on behalf of this company, except by unanimous consent.

## **VII.**

### **CONTRIBUTIONS TO CAPITAL**

The contributions to capital of a member may be in cash, property or services rendered, or a promissory note or other obligation to contribute cash or property or to perform services.

A member is not entitled to receive a refund or return of any part of his contribution to capital until:

- A. All liabilities of the company, except members' contributions to capital have been paid or there remains property of the company sufficient to pay them;
- B. The consent of all members is had, unless the return of the contribution to capital may be rightfully demanded as provided in NRS 86; or
- C. The articles of organization are canceled or so amended as to set out the withdrawal or reduction.

## VIII.

### INDEMNIFICATION

A. To the extent that a manager, member, employee or agent of the company has been successful on the merits or otherwise in defense of any action, suit or proceeding described in NRS 86.411 and 86.421, or in defense of any claim, issue or matter therein, the company shall indemnify him against expenses, including attorney's fees, actually and reasonably incurred by him in connection with the defense.

B. Any indemnification under NRS 86.411 and 86.421, unless ordered by a court or advanced pursuant to NRS 86.441, may be made by the company only as authorized in the specific case upon a determination that indemnification of the manager, member, employee or agent is proper in the circumstances. The determination must be made:

1. By the members;
2. By a majority vote of a quorum of managers, if the company has managers, who were not parties to the act, suit or proceeding;
3. If a majority vote of the managers who were not parties to the act, suit or proceeding so ordered, by independent legal counsel in a written opinion; or
4. If managers who were not parties to the act, suit or proceeding cannot be obtained, by independent legal counsel in a written opinion.

### ARTICLE IX.

#### RESERVATION OF RIGHTS

The company reserves the right to amend, alter, change or repeal any provision contained in these Articles of Organization, in any manner now or hereafter prescribed by statute or operating agreement.

IN WITNESS WHEREOF, we the undersigned, being all of the members now existing

of DAYTON MATERIALS, LLC, hereby execute duplicate originals this 23<sup>rd</sup> day of

December, 1999.

BING CONSTRUCTION COMPANY OF NEVADA

By: 

B. Gerald Bing, President


WASS FAMILY CORPORATION

By: 

Chesley E. Wass, President

STATE OF NEVADA )  
 ) ss.  
COUNTY OF DOUGLAS )

Under penalty of perjury, the undersigned declares that he is the President of BING CONSTRUCTION COMPANY OF NEVADA, a member of DAYTON MATERIALS, LLC, and that he has read the foregoing Articles of Organization and knows the contents thereof; that the same is true of his own knowledge, save and except as to those matters therein stated on information and belief, and as to those matters, he believes it to be true.

  
D. Gerald Bing


Subscribed and sworn to before me  
this 23 day of DECEMBER 1999.

  
Notary Public

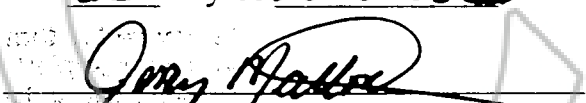


STATE OF NEVADA )  
 ) ss.  
COUNTY OF DOUGLAS )

Under penalty of perjury, the undersigned declares that he is the President of the WASS FAMILY CORPORATION, a member of DAYTON MATERIALS, LLC, and that he has read the foregoing Articles of Organization and knows the contents thereof; that the same is true of his own knowledge, save and except as to those matters therein stated on information and belief, and as to those matters, he believes it to be true.

  
Chesley E. Wass

Subscribed and sworn to before me  
this 23 day of DECEMBER 1999.

  
Notary Public



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REQUESTED BY  
Brooke + Shaw

IN OFFICIAL RECORDS OF  
DOUGLAS CO., NEVADA

2000 JAN 28 AM 9: 28

LINDA SLATER  
RECORDER

\$13.00 PAID KJ DEPUTY

WASHINGTON

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**STATE OF NEVADA**  
**Secretary of State**

I hereby certify that this is a true and complete copy of the document as filed in this office.

JAN 25 '00

**SEAL**

*Dean Heller*  
**DEAN HELLER**  
 Secretary of State

By *[Signature]*