

DOC # 0213215

04/06/2009

02:08 PM

Official Record

Recording requested By
HEADWATERS RESOURCE INC

Eureka County - NV
Mike Rebaleati - Recorder

Fee \$51.00

Page 1 of 13
Recorded By: FES

RPTT

Book- 0486 Page- 0261



0213215

APN# _____

Recording Requested by and Return to:

Name: Headwaters Resources, Inc.
Address: 10653 S. River Front Parkway Suite 300
City/State/Zip: South Jordan, UT 84095

Certified Copy of Articles of Merger
between

Headwaters Olysub Corporation and ISG Resources, Inc.

Title of Document



Utah Department of Commerce
Division of Corporations & Commercial Code
160 East 300 South, 2nd Floor, S.M. Box 146705
Salt Lake City, UT 84114-6705
Phone: (801) 530-4849
Toll Free: (877)526-3994 Utah Residents
Fax: (801) 530-6438
Web Site: <http://www.commerce.utah.gov>

Registration Number: 1417798-0142
Business Name: HEADWATERS RESOURCES, INC.
Registered Date: AUGUST 03, 1998

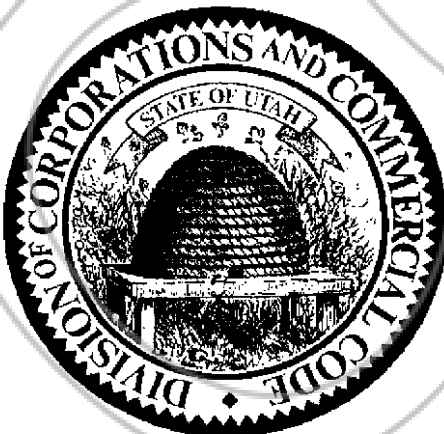
March 17, 2009

CERTIFIED COPY OF ARTICLES OF MERGER

THE UTAH DIVISION OF CORPORATIONS AND COMMERCIAL CODE ("DIVISION") HEREBY CERTIFIES THAT THE ATTACHED IS TRUE, CORRECT, AND COMPLETE COPY OF THE ARTICLES OF MERGER OF

HEADWATERS OLYSUB CORPORATION

WERE FILED WITH THIS OFFICE ON SEPTEMBER 03, 1998 MERGER OF HEADWATERS OLYSUB CORPORATION, A DE CORP, INTO ISG RESOURCES, INC., THE SURVIVOR. WITHIN THE MERGER IS AMENDED AND RESTATED ARTICLES TO CHANGE THE NAME FROM ISG RESOURCES, INC. TO HEADWATERS RESOURCES, INC THE SURVIVOR AS APPEARS OF RECORD IN THE OFFICE OF THE DIVISION.



Kathy Berg
Kathy Berg
Director
Division of Corporations and Commercial Code



0213215 Book 486 04/06/2009
Page 262 Page 2 of 13

Dept. of Professional Licensing
(801)530-6628

Real Estate
(801)530-6747

Public Utilities
(801)530-6651

Securities
(801)530-6600

Consumer Protection
(801)530-6601

EXPEDITE

CO 5326730

MERGER

ARTICLES OF MERGER

OF

HEADWATERS OLYSUB CORPORATION

(a Delaware Corporation) 5326730 DE

WITH AND INTO

ISG Resources, Inc. 1417798 UT
(a Utah Corporation)

RECEIVED

SEP 10 2004



DIV of CORP & COMM. CODE

Headwaters Olysub Corporation, a Delaware corporation (the "Parent"), and its subsidiary ISG Resources, Inc., a Utah corporation (the "Subsidiary"), hereby execute the following Articles of Merger

ARTICLE ONE - NAMES

The name of the Parent is Headwaters Olysub Corporation, a Delaware corporation. The name of the Subsidiary is ISG Resources, Inc., a Utah corporation. The Parent and the Subsidiary are hereafter collectively referred to as the "Merging Entities"

ARTICLE TWO - PLAN OF MERGER

Attached hereto as Exhibit A is a copy of the Plan and Agreement of Merger by and between the Merging Entities, dated September 10, 2004, adopted in the manner prescribed by the laws of the States of Utah and Delaware

ARTICLE THREE - PLACE OF BUSINESS

The Subsidiary shall be the surviving entity and shall continue to be governed by the laws of the State of Utah. The principal place of business for the Subsidiary as the surviving corporation shall be 10653 South River Front Parkway, Suite 300, South Jordan, Utah 84095

ARTICLE FOUR - REGISTERED AGENT

The registered agent of the Subsidiary is hereby changed. The name of the new registered agent and the address of the new registered office of the Subsidiary are as follows

Department of Commerce
Division of Corporations and Commercial Co.
I hereby certify that the foregoing has been
and approved on this 10 day of Sep 2004
In this office of this division and hereby issue
this Certificate of thereof

Examiner



Director

Date 09-10/2004
Rec'd Number 1247397
Amount Paid \$185.00

09-10-04P12 03 RCVD

Curtis J Brown
10653 South River Front Parkway, Suite 300
South Jordan, Utah 84095

ARTICLE FIVE – ARTICLES OF INCORPORATION

The Articles of Incorporation of the Subsidiary shall be amended and restated at the effective time of the merger. At such time, the Amended and Restated Articles of Incorporation attached as Schedule 1 to the Plan and Agreement of Merger attached hereto shall become the Articles of Incorporation of the Subsidiary as the surviving corporation.

ARTICLE SIX – SHAREHOLDER VOTE

The authorized capitalized stock of the Parent at the time of adoption of the Plan of Merger was 100 shares of common stock, \$ 01 par value, with 100 shares of common stock outstanding. The number of votes entitled to be cast was 100. Pursuant to an Action by Written Consent of the Shareholder dated September 9, 2004, approving the merger, the number of votes cast in favor of the Plan were 100. No shares voted against the Plan of Merger.

Approval of the Merger by the Subsidiary's shareholder was not required since, immediately prior to the Merger, Parent owned at least ninety percent (90%) of the issued and outstanding shares of each class of stock of the Subsidiary.

ARTICLE SEVEN – EFFECTIVE DATE

The effective time of the merger shall be 5:00 p.m., Mountain Daylight Time, on September 10, 2004. The effective date complies with Utah Code Ann. § 16-10a-1104(5).

ARTICLE EIGHT – COMPLIANCE WITH LAWS

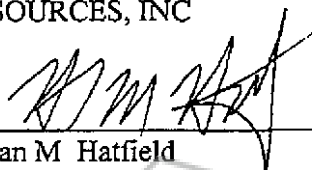
The Merging Entities have complied with all provisions of the laws of the States of Utah and Delaware, the jurisdictions in which the Merging Entities were organized and which are applicable to the proposed merger.

[The remainder of this page intentionally left blank.]



IN WITNESS WHEREOF the undersigned, being thereunto duly authorized, have executed these Articles of Merger on behalf of the Merging Entities as of this 10th day of September, 2004.

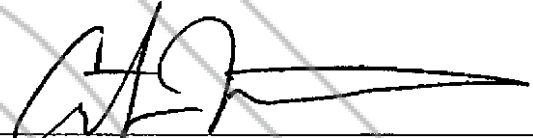
ISG RESOURCES, INC


By Harlan M. Hatfield
Its Vice President

HEADWATERS OLYSUB CORPORATION


By Steven G. Stewart
Its Chief Financial Officer

The undersigned hereby accepts appointment as registered agent of the foregoing corporation and confirms that the undersigned meets the requirements of § 16-10a-501 of the Act


Curtis J. Brown, Registered Agent

781869

EXHIBIT A
PLAN AND AGREEMENT OF MERGER
BETWEEN

HEADWATERS OLYSUB CORPORATION
(a Delaware corporation)

AND ITS SUBSIDIARY

ISG RESOURCES, INC.
(a Utah corporation)

This Plan and Agreement of Merger (the "Agreement of Merger") is made and entered into as of the 10th day of September, 2004, by and between Headwaters Olysub Corporation, a Delaware corporation (hereafter "Parent"), and its subsidiary, ISG Resources, Inc., a Utah corporation (hereafter "Subsidiary") Parent and Subsidiary are hereafter collectively referred to as the "Merging Corporations"

RECITALS

1 Parent is a Delaware corporation with its principal place of business located in Salt Lake City, Utah

2 The Subsidiary is a Utah corporation with its principal place of business located in Salt Lake City, Utah

3 The board of directors of each of the Merging Corporations deems it advisable that the Parent be merged with and into Subsidiary upon the terms and subject to the conditions hereinafter set forth, in accordance with the applicable provisions of the laws of the States of Utah and Delaware, which permits such merger, to among other things, facilitate the consolidation of the flyash group for the group of companies that Parent and Subsidiary are a part of

AGREEMENT

In consideration of the foregoing recitals and of the agreements, covenants and provisions hereinafter contained, Parent and the Subsidiary, by their respective boards of directors, have agreed and do hereby agree, each with the other as follows

ARTICLE I MERGER

The Parent shall be merged with and into Subsidiary and both entities shall become a single corporation in accordance with the applicable provisions of the laws of the States of Utah and Delaware, with the Subsidiary being the surviving corporation (the "Merger").

ARTICLE II EFFECT OF MERGER

Upon the Merger becoming effective (the "Effective Time") as provided under the applicable laws of the States of Utah and Delaware and as set forth in the Articles of Merger filed with the Utah Department of Commerce and the Certificate of Merger filed with the Delaware Secretary of State

2.1 Parent and Subsidiary shall be a single corporation with Subsidiary as the surviving corporation and the separate existence of Parent shall cease, except to the extent provided by the laws of the State of Delaware in the case of a corporation after its merger into another corporation

2.2 Subsidiary shall thereupon and thereafter possess all the rights, privileges, immunities and franchises, of both a public and a private nature, of each of the Merging Corporations, and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of, or belonging to, or due to each of the Merging Corporations, shall be taken and deemed to be vested in Subsidiary as the surviving corporation without further act or deed, and the title to all real estate, or any interest therein, vested in either of the Merging Corporations shall not revert or be in any way impaired by reason of the Merger

2.3 Subsidiary shall thenceforth be responsible and liable for all of the liabilities and obligations of each of the Merging Corporations, and any claim existing or action or proceeding pending by or against either of the Merging Corporations may be prosecuted to judgment as if the Merger had not taken place, or the Subsidiary may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either of the Merging Corporations shall be impaired by the Merger

2.4 The aggregate amount of the net assets of the Merging Corporations which was available for the payment of dividends immediately prior to the Merger, to the extent that the value thereof is not transferred to stated capital by the issuance of shares or otherwise, shall continue to be available for the payment of dividends by the Subsidiary

2.5 The Bylaws of Subsidiary as existing and constituted immediately prior to the Effective Time shall continue in full force and effect as the Bylaws of Subsidiary as the surviving corporation

2.6 The board of directors, and the members thereof, and the officers of Subsidiary immediately prior to the Effective Time shall be and constitute the board of directors, and the members thereof, and the officers of the Surviving Corporation

ARTICLE III CONVERSION OF SHARES

The manner and basis of converting the shares of the Merging Corporations shall be as follows

3.1 Each issued and outstanding share of Common Stock, \$0.01 par value, of Parent shall be converted into and shall become one fully paid nonassessable share of Common Stock, \$0.01 value, of Subsidiary. Each certificate representing outstanding shares of Parent Common Stock shall at the effective time represent an equal number of shares of Subsidiary Common Stock.

3.2 Upon consummation of the Merger, each issued and outstanding share of Subsidiary Stock, common or preferred, owned by Parent shall be automatically cancelled and shall cease to exist and no consideration shall be paid or delivered in exchange therefore.

ARTICLE IV ARTICLES OF INCORPORATION

The Articles of Incorporation of Subsidiary are hereby amended and restated as set forth on Schedule I attached hereto. At the Effective Time of the Merger, such Amended and Restated Articles of Incorporation shall be the Articles of Incorporation of the Subsidiary as the surviving corporation until further amended in the manner provided by law.

ARTICLE V SUBSEQUENT ACTIONS

If, at any time after the Effective Time, Subsidiary shall consider or be advised that any deeds, bills of sale, assignments, assurances, or any other actions or things are necessary or desirable to vest, perfect or confirm of record or otherwise in Subsidiary its right, title or interest in,

to or under any of the rights, properties or assets of Parent acquired or to be acquired by Subsidiary as a result of, or in connection with, the Merger or otherwise to carry out this Agreement of Merger, the officers and directors of Subsidiary shall be authorized to execute and deliver, in the name and on behalf of Parent or otherwise, all such deeds, bills of sale, assignments and assurances, and to make and do, in the name and on behalf of Parent or otherwise, all such other actions and things as may be necessary or desirable to vest, perfect or confirm any right, title and interest in, to and under such rights, properties or assets in Subsidiary or otherwise to carry out this Agreement of Merger

ARTICLE VI SHAREHOLDER VOTE

This Agreement of Merger need not be submitted to the shareholders of Subsidiary in accordance with the provisions of Section 16-10a-1104(3) of the Utah Revised Business Corporations Act and Section 253 of the Delaware General Corporation Law


The authorized capitalized stock of the Parent at the time of adoption of the Plan of Merger was 100 shares of common stock, \$ 01 par value, with 100 shares of common stock outstanding. The number of votes entitled to be cast was 100. Pursuant to an Action by Written Consent of the Shareholder of Parent dated September 9, 2004, approving the merger, the number of votes cast in favor of the Plan were 100. No shares voted against the Plan of Merger.

[Remainder of page intentionally left blank]




IN WITNESS WHEREOF, Parent and Subsidiary, pursuant to the approval and authority duly given by resolutions adopted by their respective boards of directors, have each caused this Agreement of Merger to be executed this 10th day of September, 2004

HEADWATERS OLYSUB CORPORATION


By Steven G. Stewart
Its Chief Financial Officer

ISG RESOURCES, INC


By Harlan M. Hatfield
Its Vice President

781865v2

Schedule 1

Amended and Restated Articles of Incorporation of ISG Resources, Inc.

HEADWATERS RESOURCES, INC , a Utah corporation (the "Corporation"), does hereby amend and restate its Articles of Incorporation in accordance with the Utah Revised Business Corporation Act (the "Act")

- 1 The name of the Corporation prior to the filing of these Amended and Restated Articles of Incorporation is ISG Resources, Inc
2. The Articles of Incorporation are hereby amended in their entirety as follows

ARTICLES I – NAME

The name of the corporation is Headwaters Resources, Inc

ARTICLES II – PURPOSE AND POWERS

This Corporation is organized for the purpose of engaging in any lawful act or activity for which corporations may be organized under the Act. The Corporation shall have and exercise all powers necessary or convenient for the carrying out of any or all of the purposes for which it is organized

ARTICLE III – STOCK

The aggregate number of shares of capital stock which this Corporation shall be authorized to issue is 100 shares of voting common stock, \$0.001 par value per share. All shares of capital stock of this Corporation shall have the same rights and preferences. Fully paid shares of capital stock shall not be liable to any call and shall be nonassessable.

ARTICLES IV – REGISTERED AGENT AND REGISTERED OFFICE

The name of the registered agent and the address of the registered office of this Corporation are as follows



Curtis J Brown
10653 South River Front Parkway, Suite 300
South Jordan, Utah 84095

ARTICLE V - LIMITATION UPON DIRECTORS' LIABILITY

Section 5.1 Limitation Upon Directors' Liability. To the fullest extent permitted by the Act, as the same now exists or may hereafter be amended, no director of this Corporation shall be personally liable to this Corporation or its shareholders for monetary damages for any action taken or any failure to take any action, as a director

Section 5.2 Amendment or Repeal of Limitation. Any amendment or repeal of this Article V or the adoption of any other provision of the Articles of Incorporation which has the effect of increasing director liability shall operate prospectively only and shall not effect any action taken, or failure to act, by a director of this Corporation prior to such amendment, repeal, or other provision becoming effective

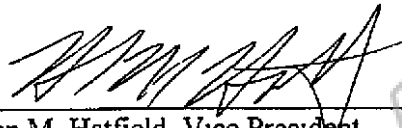
ARTICLE VI - INDEMNIFICATION

The Corporation shall indemnify all officers and directors of the Corporation to the fullest extent permitted by the Act or any other applicable law now in effect or as it may hereafter be amended


The amendments set forth herein were approved and adopted by Written Consent of the Shareholders of the Corporation's sole shareholder in connection with the merger of the parent into the Corporation. The Agreement of Merger of which these Articles of Incorporation are a part need not be submitted to the shareholders of Subsidiary in accordance with the provisions of Section 16-10a-1104(3) of the Act. On the date the foregoing amendments were approved by the shareholders of the Corporation's parent, the parent had 100 shares of common stock issued and outstanding, all of which were entitled to vote. All 100 shares of common stock voted in favor of the Agreement of Merger, and thus the foregoing amendments by executing a Written Consent. No shares voted against the foregoing amendments. The shares of common stock voting in favor of each of the foregoing amendments were sufficient for approval of each of the amendments. The Articles of Incorporation of the Corporation are superseded in their entirety by the provisions of these Amended and Restated Articles of Incorporation.

[Remainder of page intentionally left blank]

DATED this 10th day of September, 2004


Harlen M. Hatfield, Vice President

The undersigned hereby accepts appointment as registered agent of the foregoing corporation and confirms that the undersigned meets the requirements of Section 16-10a-501 of the Act.


Curtis J. Brown

781866