

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

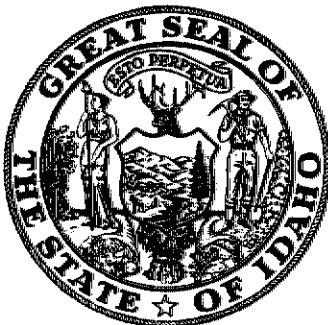
MORTISE & BORRIT WOODRIGHTS, INC.

File number C 114128

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: March 13, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Cara Sikel*

Articles of Incorporation of  
Mortise & Borrit Woodrights, Inc.

MAR 13 4  
SECRETARY OF STATE  
STATE OF IDAHO

IDAHO SECRETARY OF STATE  
43226  
0900  
DATE 03/13/1956  
CK #1154 30 CUST# 4453  
CORP 100.00= 100.00

The undersigned acting as the incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation, to-wit:

Article One

The name of the corporation is Mortise & Borrit Woodrights, Inc.

Article Two

The duration of this corporation is perpetual.

Article Three

The purpose for which the corporation is organized is any lawful business as may from time to time be determined by the Board of Directors; and all other legal activities for which corporations may be incorporated under the Idaho Business Corporation Act.

Article Four

The aggregate number of shares which the corporation shall have the authority to issue is Ten Thousand, (10,000) shares, having a par value of One Dollar (\$1.00) Dollar per share. Said shares shall not be issued until they are fully paid for and, once issued, are non-assessable.

Article Five

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and the shares of the corporation shall not be subject to assessment for the purposes of paying expenses, conducting business, or paying the debts of this corporation.

Article Six

### Article Six

The number of directors of this corporation shall be as specified in the by-laws of the corporation, and any such number may be increased or decreased from time to time in such a manner as may be prescribed in the by-laws and in accordance with the Idaho Business Corporation Act. The number of directors constituting the initial board of directors is two (2), and the name and address of each person who is to serve as a director until the first annual meeting of shareholders, or until his successor is elected and qualified, are as follows:

- (a) Roger A. Phillips  
1801 Houk Road  
Caldwell, Idaho 83605
- (b) Gary L. Shue  
7304 McMullen  
Boise, Idaho 83709

### Article Seven

The initial by-laws shall be adopted by the board of directors and shall control the internal affairs of the corporation. The power to alter, amend, or repeal the by-laws or to adopt new by-laws shall be vested in the board of directors. Such power may be exercised by a majority vote of the board of directors at any annual meeting or special meeting of the board of directors called for that purpose, or by resolution of the directors in accordance with law.

These Articles of Incorporation may be amended by a majority vote at any annual or special meeting of the shareholders, either upon consideration of a resolution for amendment adopted by the board of directors, or upon consideration of a resolution adopted by the holders of not less than fifty-one (51%) percent of all shares entitled to vote at such a meeting.

### Article Eight

The pre-emptive rights are not to be limited except to the extent that the same are altered by an amendment to these Articles of Incorporation, according to the by-laws and Idaho law.

Article Nine

The address of the initial registered office of the corporation is 1360 Grand Avenue, Boise, Idaho 83702, and the name of the initial registered agent at such address is Gary Shue.

Article Ten

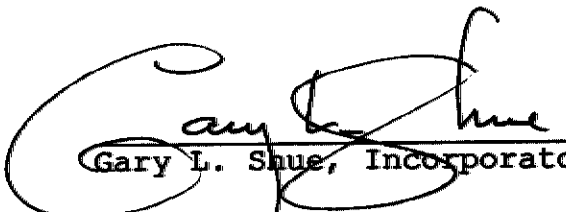
The name and address of the incorporators of this corporation are as follows:

Roger A. Phillips  
1360 Grand Avenue  
Boise, Idaho 83702

Gary L. Shue  
1360 Grand Avenue  
Boise, Idaho 83702

DATED: This 12 day of March, 1996.

  
\_\_\_\_\_  
Roger A. Phillips, Incorporator

  
\_\_\_\_\_  
Gary L. Shue, Incorporator

STATE OF IDAHO )  
                  : ss.  
County of Ada )

On this 12<sup>th</sup> day of March, 1996, before me, the undersigned, a Notary Public in and for said State, personally appeared **Roger A. Phillips**, known to me to be the person who executed the within and foregoing instrument and acknowledged to me that he executed the same.

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

Rebecca Ann Nichols  
Notary Public for Idaho  
Residing At: Boise  
My Commission Expires: 9-29-00

STATE OF IDAHO )  
                  : ss.  
County of Ada )

On this 12<sup>th</sup> day of March, 1996, before me, the undersigned, a Notary Public in and for said State, personally appeared **Gary L. Shue**, known to me to be the person who executed the within and foregoing instrument and acknowledged to me that he executed the same.

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

Rebecca Ann Nichols  
Notary Public for Idaho  
Residing At: Boise  
My Commission Expires: 9-29-00