

CERTIFICATE OF INCORPORATION  
OF

HOMESTEAD LOG & WOOD PRODUCTS, INC.

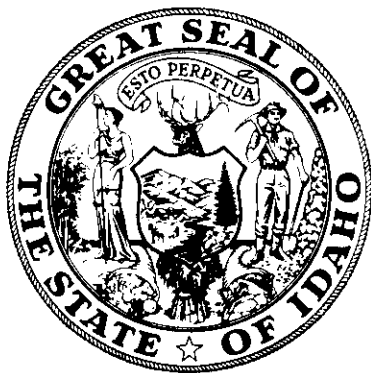
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

HOMESTEAD LOG & WOOD PRODUCTS, INC.,

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: **September 4, 1984.**



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: \_\_\_\_\_

AUG 28 8 46 AM '84  
JUL 4 9 55 AM '84  
STATE OF IDAHO

ARTICLES OF INCORPORATION

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all being competent citizens of the United States of America, and all having reached the age of majority, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify as follows:

I.

That the corporate name of this corporation shall be:  
HOMESTEAD LOG & WOOD PRODUCTS, INC.

II.

That the purposes and objects for which this corporation is formed are as follows:

(a) Purchase components for log structures, sell log structures at wholesale and retail. To enter into contracts for the construction of buildings; to enter into franchise agreements; to establish independent sales outlets; establish and define a sales territory; purchase or establish a trucking company for commercial use.

(b) To purchase all inventory and equipment necessary to operate the business.

(c) To borrow money for the purpose of this corporation to issue bonds, notes and debentures and other evidences of indebtedness therefore, and to secure the same by mortgage or pledge of personal property, including the income of said corpor-

1        ation, or by mortgage of real property, executed in trust or  
2        otherwise. All or any portions of the real or personal property  
3        of the corporation may be so pledged, mortgaged or hypothecated.

4                (d) To build any or all buildings, or structures, or  
5        improve or change any real property owned or leased by said  
6        corporation when such action may be necessary or convenient for  
7        the conduct of the business of the corporation, or to remove or  
8        to waste any and all real property held or issued by the corpora-  
9        tion as may become necessary, essential or merely convenient for  
10       the conduct of said corporation.

11               (e) To enter into any contract, co-operative agreement,  
12       profit sharing plan, retirement plan with its officers and  
13       employees as the corporation may deem advantageous or expedient,  
14       or enter into any relationship or contract for compensation of  
15       said officers or employees, or otherwise to reward or pay such  
16       persons for their services as the Directors may deem fit.

17               (f) To exercise generally the powers customarily  
18       exercised by business corporations, and particularly to exercise  
19       all powers provided by the laws of the State of Idaho, referring  
20       more specifically to Section 30-114 of the Idaho Code, in any  
21       State in the United States and throughout the world, and also to  
22       incorporate or qualify to do business in any State of the United  
23       States or any country throughout the world.

24               (g) To carry on any other business, or to do anything  
25       in connection with the objects and purposes above mentioned that  
26       may be essential, necessary, proper, expedient, or merely conve-

1 nient for the corporation to accomplish success or promote the  
2 said objects and purposes of the corporation. The foregoing  
3 clauses, by reason of the specific enumeration of powers, shall  
4 not be held to restrict the powers of the corporation to do any  
5 of the things within the purview of its general purposes.

6 III.

7 This corporation shall have perpetual existence.

8 IV.

9 The principal place of business shall be Payette Indus-  
10 trial Park, River Road, Payette, Idaho 83661 and the location and  
11 mailing address of the registered office in this state shall be  
12 Payette Industrial Park, River Road, Payette, Idaho 83661 and the  
13 registered agent shall be JEFFREY T. WILLIAMS of Payette Indus-  
14 trial Park, River Road, Payette, Idaho 83661.

15 V.

16 That the authorized capitalization of this corporation  
17 shall consist of one class of 300 shares of voting par class "A"  
18 common stock, which shall have a stated value of Twenty and  
19 No/100 (\$20.00) Dollars per share.

20 The stock of this corporation shall be subject to the  
21 following Buy-Sell Agreement.

22 BUY AND SELL AGREEMENT EEEECTING CORPORATE STOCK

23 In case a Stockholder desires to sell his share of stock  
24 he must first offer them for sale to the remaining Stockholders,  
25 it being the intention to give them a preference in the purchase  
26

1 of such shares, and any attempted sale in violation of this  
2 provision is null and void.

3 A Stockholder desiring to sell his stock shall file  
4 notice in writing of his intention to sell with the Secretary or  
5 President of the corporation. The Stockholder and the Secretary,  
6 or the President of the corporation should the Secretary and the  
7 selling Stockholder be the same person, shall appoint an indepen-  
8 dent appraiser who shall determine the fair market value of the  
9 stock as of the date notice was given. The remaining  
10 Shareholders shall then have the option of purchasing said stock  
11 at the appraised value.

12 Should the remaining Stockholders fail to notify the  
13 selling Shareholder of their intent to purchase and intent to  
14 appoint an appraiser within thirty (30) days of the Seller's  
15 notice, seller shall be free to sell his shares without any  
16 restrictions. If the remaining Shareholders desire to purchase  
17 the offered stock and so notify the Seller, the Seller's offer  
18 shall remain open during the period of appointment and appraisal  
19 and allow purchaser reasonable time to arrange financing for the  
20 purchase.

21 Terms of sale shall be ten per cent (10%) down with the  
22 balance due in ten (10) years, payable in equal monthly install-  
23 ments together with accrued interest at the prime bank rate on  
24 the date of valuation.

25 VI.

26 The corporate powers of said corporation shall be vested

1 in the Board of Directors, three (3) in number, which may be  
2 increased or decreased by a majority vote of the Board. The  
3 Articles and the By-Laws of this corporation may be amended by a  
4 simple majority of the Board, or a simple majority of the Share-  
5 holders. The names and addresses of the first Board of Directors  
6 are as follows:

7 JEFFREY T. WILLIAMS  
8 Rt. 1 Box 29  
9 Payette, Idaho 83661

10 JAMES E. HUSTON  
11 442 E. Galloway  
12 Weiser, Idaho 83672

13 JAMES W. "SKIP" GRIMES  
14 588 W. Idaho  
15 Ontario, Oregon 97914

16 VII.

17 Should any provision of these Articles be found to  
18 violate any state or federal law, the remaining provisions shall  
19 constitute the Articles of Incorporation.

20 VIII.

21 The corporate stock of said corporation, at the date of  
22 incorporation, is subscribed as follows:

23 JEFFREY T. WILLIAMS, 100 shares

24 JAMES E. HUSTON, 100 shares

25 JAMES W. "SKIP" GRIMES, 100 shares

26 After an inventory and final accounting showing an exact  
contribution by all shareholders, stock will be issued to all  
parties to reflect said parties' actual equity. The Directors of

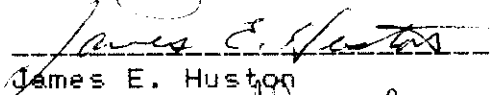
1 the corporation shall authorize the issuance and sale of the 300  
2 shares of stock of this corporation in an offering not to exceed  
3 two (2) years in a manner which will allow the stock to qualify  
4 the resulting Stockholders thereof for tax benefits under Section  
5 1244 of the Internal Revenue Code. There shall be no preemptive  
6 rights. The incorporators are as follows, to-wit:

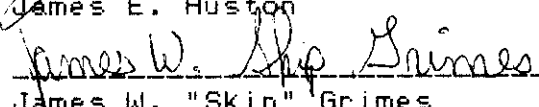
7 JEFFREY T. WILLIAMS

8 JAMES E. HUSTON

9 JAMES W. "SKIP" GRIMES

12   
Jeffrey T. Williams

14   
James E. Huston

16   
James W. "Skip" Grimes

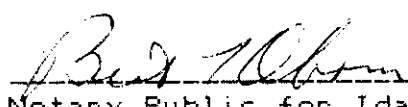
17 STATE OF IDAHO )

18 : SS.

18 County of Payette )

19 On this 17th day of August, 1984, before me,  
20 the undersigned, a Notary Public in and for said State, person-  
21 ally appeared, JEFFREY T. WILLIAMS, known to me to be the person  
22 whose name is subscribed to the within Articles of Incorporation,  
23 and acknowledged to me that he executed the same.

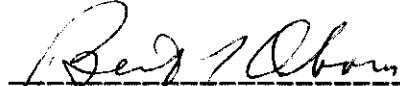
24 IN WITNESS WHEREOF, I have hereunto set my hand and  
25 affixed my official seal the day and year in this certificate  
26 first above written.

  
Notary Public for Idaho  
Residing at Payette, Idaho

1 STATE OF IDAHO )  
2 : SS.  
3 County of Payette )

4 On this 17<sup>th</sup> day of August, 1987, before me,  
5 the undersigned, a Notary Public in and for said State, person-  
6 ally appeared, JAMES E. HUSTON, known to me to be the person  
7 whose name is subscribed to the within Articles of Incorporation,  
8 and acknowledged to me that he executed the same.


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

12   
13 Notary Public for Idaho  
14 Residing at Payette, Idaho

15 STATE OF IDAHO )  
16 : SS.  
17 County of Payette )

18 On this 17<sup>th</sup> day of August, 1987, before me,  
19 the undersigned, a Notary Public in and for said State, person-  
20 ally appeared, JAMES W. "SKIP" GRIMES, known to me to be the  
21 person whose name is subscribed to the within Articles of Incor-  
22 poration, and acknowledged to me that he executed the same.

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

26   
Notary Public for Idaho  
Residing at Payette, Idaho



WAIVER

HOMESTEAD LOG COMPANY, an Iowa corporation, does hereby waive any objection the said corporation may have to the formation of a new corporation which uses the name, Homestead Log and Wood Products, Inc.

DATED This 8th day of March, 1984.

HOMESTEAD LOG COMPANY

By

Donald J. Ritz  
President

ATTEST:

Charles Little  
Secretary