

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

MANCOUVER PLYWOOD CO.

a corporation duly organized and existing under the laws of Wachington has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the 23rd day of May

19 66, a properly authenticated copy of its articles of incorporation, and on the day of May

19 66, a designation of W. C. Reden in the County of May as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this 23rd day of May,

A.D. 19 66



STATE OF WASHINGTON DEPARTMENT OF STATE

I, A. LUDLOW KRAMER, Secretary of State of the State of Washington and custodian of its seal, hereby certify that according to the records on file in my office—the annexed is a true—and correct copy of the Restated Articles of Incorporation of VANCOUVER PLYWOOD CO., which have been duly filed and recorded in my office in accordance with law; I further certify that VANCOUVER PLYWOOD CO. has not been dissolved and is in good standing as a subsisting corporation in the State of Washington with all of its license fees paid to July 1, 1966; and I further certify that I am the officer having the legal custody of the official record of the original Articles of Incorporation and all amendments to the Articles of said corporation.



In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

April 20, 1966

A. LUDLOW KRAMER SECRETARY OF STATE

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I, VICTOR A. MEYERS, Secretary of State of the State of Washington, do hereby certify that RESTATED ARTICLES OF INCORPORATION OF THE VANCOUVER PLYWOOD CO. Vancouver , Washington, was, on a Domestic Corporation, of..... the 16th day of April, A. D. 19.64, at 10:50 o'clock A. M., filed for record in this office and now remains on file herein. IN TESTIMONY WHEREOF, I have hereunto set Filed at request of my hand and affixed hereto the Seal of the Black Kendall Tremaine Boothe & Higgins State of Washington. Done at the Capitol, at 1200 I C O Building Olympia, this 16th day of April 520 S. W. Sixth Avenue Portland, Oregon 97204 Filing and recording fee \$ 10.00 License to June 30, 19..... \$Excess pages @ 25 ¢ Microfilmed, Roll No. 1265 Page 165 - 171

RESTATED ARTICLES OF INCORPORATION AS TO FORM AND FILED

OF

VANCOUVER PLYWOOD CO.

APR 1 6 1964
VICTUR A. MEYERS
SECRETARY OF STATE
BY

(MRS.) JEAN C. DUNKER
ASSISTANT SECRETARY OF STATE

Article I

The name of this corporation shall be VANCOUVER PLYWOOD CO.

<u>Article II</u>

The duration of this corporation shall be perpetual.

Article III

The objects and purposes, enterprise, business, pursuits and occupations for which this corporation is formed and in which this corporation proposes to engage are:

First: To make, manufacture, buy, sell, transport, and deal in and with plywood, laminated panels, veneer, wall board, doors, windows, sashes, frames, and kindred and related similar wood products, and any and all machinery used in the manufacture of any of said products.

Second: To make, manufacture, buy, sell, transport, and deal in and with wood, lumber, timber forest products, mill work and building material of every kind and nature, and every other kind of products of trade or commerce which can be manufactured with or from wood, either alone or by combination with other materials.

Third: To acquire, construct, own, lease, establish, maintain, and operate mills and factories of any and every kind and nature, logging roads, and all kinds of machinery, tools, apparatus and equipment, and in any and all places in which wood products of any kind are in any way manufactured, prepared or treated.

Fourth: To transport and deal in and with any and all kinds of building and construction material.

Fifth: To buy, or otherwise acquire, lands having timber thereon, and to buy, or otherwise acquire, timber privileges and timber standing on lands of others.

Sixth: To acquire, hold, use, sell, assign, lease, and grant licenses in respect of, mortgage, or otherwise dispose of letters patent of the United States of America or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade marks and trade names, relating to or useful in connection with any business of this corporation.

Seventh: To buy, lease, bond or otherwise acquire, own or hold, and to sell, rent, mortgage or otherwise dispose of, both real and personal property, and to buy, rent or construct and maintain buildings, wharfs, docks, machinery, or other equipment on such real property, and to sell or incumber the same.

<u>Fighth</u>: To borrow money on notes, bonds, debentures, or otherwise, and to mortgage or pledge any of its property, real or personal to secure the payment thereof.

<u>Ninth</u>: To engage in any other lawful and legitimate manufacturing, mercantile, transportation or other business that may hereafter be determined upon.

Tenth: To acquire by subscription or otherwise, shares of the capital stock of other corporations, organized under the laws of the United States, or the State of Washington, or any other state or territory of the United States, or of any foreign country, and while holding the same, to vote said shares at all meetings of such corporations, and to pledge and sell the same.

Eleventh: To support any corporation in which this corporation is the owner of capital stock or bonds of such corporation, by indorsement, guaranty of its negotiable promissory notes, direct loan, or otherwise.

Twelfth: Generally, to transact all kinds of business requisite and necessary, proper or convenient, to carry into effect any of the purposes aforesaid.

Thirteenth: To obtain the necessary charters, or other authorizations, to enable this corporation to carry on business in any state or territory or insular possession or locality under the jurisdiction of the United States, and in any and all foreign countries or elsewhere.

Article IV

The principal place of business of this corporation shall be at Vancouver, County of Clark, State of Washington.

Article V

The capital stock of this corporation shall be \$4,500,000 divided into 450,000 shares of common stock with a par value of \$10.00 per share.

The affairs and concerns of this corporation shall be managed by a Board of not less than three nor more than seven directors.

The Board of Directors of this corporation are authorized to amend, alter or repeal in whole or in part the By-Laws of the corporation subject to the power of the stockholders to change or repeal such By-Laws.

Article VI

The names and addresses of the directors in office at the time

of the adoption of these Restated Articles of Incorporation were as follows:

Frost Snyder

Post Office Drawer 188 Tillicum, Washington

Donald I. Plummer, Jr.

Post Office Box 720 Vancouver, Washington

Elton N. Disher

Post Office Box 338

Albany, Oregon

Paul L. Cole

Post Office Box 720 Vancouver, Washington

Reno Odlin

Puget Sound National Bank

Tacoma, Washington

Edgar N. Eisenhower

Puget Sound National Bank Bldg.

Tacoma, Washington

Florence Kilworth

524 N. Tacoma Avenue Tacoma, Washington

ADOPTED by resolution of the Board of Directors on the 13th day of April, 1964.

VANCOUVER PLYWOOD CO.

Ву

and Wan.

STATE OF OREGON
County of Multnomah) ss.
I,FROST SNYDER, being first duly sworn, depos
and say:
That I am the President of VANCOUVER PLYWOOD
CO.; that I have been authorized to execute the attached Restated
Articles of Incorporation by resolution of the Board of Directors
adopted on the date stated, that the Restated Articles correctly
set forth the text of the Articles of Incorporation as amended
and supplemented to the date of the Restated Articles and that
the Restated Articles supersede and take the place of theretofore
existing Articles of Incorporation and amendments thereto.
- try Junear
Subscribed and sworn to before me this 13th day of April, 1964.
Notary Public for Oregon Commission expires 3/4/68
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STATE OF OREGON
County of Multnomah) ss.
I, DAVID F. DIFFORD , being first duly sworn, depose and
say:
That I am theSecretary of VANCOUVER PLYWOOD
CO.; that I have been authorized to execute the attached Restated
Articles of Incorporation by resolution of the Board of Directors
adopted on the date stated, that the Restated Articles correctly
set forth the text of the Articles of Incorporation as amended
and supplemented to the date of the Restated Articles and that
the Restated Articles supersede and take the place of theretofore
existing Articles of Incorporation and amendments thereto.
Man It. Sliffer
Subscribed and sworn to before me this 13th day of April, 1964.
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Notary Public for Oregon Commission expires 3/4/68