



**CERTIFICATE OF INCORPORATION
OF**

JEM MACHINE, 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 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:

December 30, 1988



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF 1980 0 42

JEM MACHINE, INC.

The undersigned, GENE L. DANDLIKER and JUDY A. DANDLIKER, acting as incorporators of the above named corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

I.

The name of this corporation shall be JEM MACHINE, INC.

II.

The period of existence and duration of the life of this corporation shall be perpetual.

III.

The purpose or purposes for which the corporation is organized are:

To manufacture, produce, or otherwise acquire, to import, export, lease, sell, or otherwise dispose of, to alter, repair, improve, and generally deal in saws, sawmills, machinery, engines, electrical equipment and other devices of any type or character for sawing or cutting timber, logs, lumber and other forms of matter and to manufacture, renovate, repair and install any and all types of the same together with all types of apparatus of every description incidental or related to the foregoing, or any one or all of them, with all supplies and accessories pertaining thereto and to any of the foregoing, or any business related thereto or any part thereof.

To carry on the business of Brokers, Dealers and/or Financial Agents and all transaction relating to the sale, transfer or exchange of every description of lumber, timber or any type of forest products, and all transactions and negotiations on commission relating to such business; and to

1 carry on the business of lumber brokers and brokers in all
2 branches;

3 To do a general business as commission merchants, selling
4 agents, and factor in the manner and to the same extent as
5 natural persons could do; to buy, sell, and otherwise deal in
6 any timber, lumber or forest products, or similiar or related
7 thing within and without the United States.

8 To make and enter into all kinds of contracts, agreements
9 and obligations by or with any person or persons, corporation or
10 corporations, partnership or any business entity for the
11 purchasing acquiring, holding and selling or otherwise disposing
12 of, either as principal or agent, upon commission or otherwise,
13 all timber, lumber and related forest products within or without
14 the United States;

15 To carry on and undertake any business, undertaking,
16 transaction or operation commonly carried on or undertaken by
17 merchants, commission men, factors, importers, manufacturers,
18 agents and exporters, and in the course of such business to draw,
19 accept, endorse, acquire and sell all or any negotiable or
20 transferable instruments and securities.

21 To act as agent or representative of owners or other persons
22 or corporations having or claiming to have any interest in
23 timber, lumber or related forest products.

24 To enter into, make and perform and carry out contracts of
25 every sort and kind with any person, firm, association or
26 corporation, municipality, body public, country, territory,
27 district, state and government.

28 To purchase, hold, sell, assign, transfer, mortgage, pledge
29 or otherwise dispose of shares of the capital stock of, or any
30 bonds, securities or evidences of indebtedness created by, any
31 other corporation or corporations organized under the laws of

1 this state or any other state, country, nation or government, and
2 while the owner thereof, to exercise all the rights, powers and
3 privileges of ownership.

4 To apply for, secure, acquire by assignment, transfer,
5 purchase or otherwise, and to exercise, carry out and enjoy any
6 charter, license, power, authority, franchise, concessions,
7 rights or privileges, which any government or authority or any
8 corporation or other public body may be empowered to grant; and
9 to pay for, aid in and contribute toward carrying the same into
10 effect, and to appropriate any of the corporations' shares of
11 stocks, bonds and assets to defray the necessary costs, charges
12 and expenses thereof.

13 To acquire, and pay for in cash, stock or bonds of this
14 corporation or otherwise, the good will, rights, assets and
15 property and to undertake or assume the whole or any part of the
16 obligations or liabilities of any person, firm, association or
17 corporation.

18 To draw, make, accept, endorse, discount, execute and issue
19 promissory notes, bills of exchange and other negotiable or
20 transferable instruments.

21 In the purchase or acquisition of property, business,
22 rights, or franchises, or for additional working capital, for any
23 other object in or about its business or affairs, and without
24 limit as to amount, incur debts and to raise, borrow and secure
25 the payment of money in any lawful manner, including the issue
26 and sale or other disposition of bonds, debentures, obligations,
27 negotiable and transferable instrument and evidences of
28 indebtedness of all kinds, whether secured by mortgage, pledge of
29 trust or otherwise;

30 To acquire, manufacture, renovate, repair, install, sell,
31 purchase, lease, equipment for recreational purposes, summer,

1 winter and for all other times of the year, of whatsoever kind
2 and description.

3 To carry on any other business which may seem to the
4 corporation capable of being conveniently carried on in
5 connection with its business or calculated directly or indirectly
6 to enhance the value of or render profitable any of the
7 corporation's property or rights.

8 The said corporation may perform any part of its business
9 outside the State of Idaho, in the other states, in the District
10 of Columbia, territories or possessions, or dependencies of the
11 United States.

12 To do each and every thing necessary, suitable, useful or
13 advisable for the accomplishment of any one or more of said
14 objects or which shall, at any time, appear to be conducive
15 to or expedient for the benefit of said corporation in
16 connection therewith.

17 To do each and all things set forth herein to the same
18 extent and as fully as natural persons might or could do in the
19 State of Idaho, and in any other state, country or place.

20 The foregoing clauses shall be construed as objects,
21 purposes and powers, and it is hereby expressly provided that any
22 enumeration of specific powers shall not be held to limit or
23 restrict in any manner the powers of this corporation.

24 In general, to carry on any other business in connection
25 with the foregoing, and to have and exercise all the powers
26 conferred by laws of the State of Idaho upon corporations.

27 IV.

28 In furtherance, and not in limitation of the powers
29 conferred by statute, the board of directors is expressly
30 authorized:

31 To make and alter by-laws of this corporation, to fix the
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1 amount to be reserved as working capital over and above its
2 capital stock paid in, and to authorize and cause to be executed
3 mortgages and liens upon the real and personal property of this
4 corporation.

5 If the by-laws so provided, to designate two or more of its
6 members to constitute an executive committee, which committee
7 shall for the time being, as provided in said resolution or in
8 the by-laws of this corporation, have and exercise any or all of
9 the powers of the board of directors in the management of the
10 business and affairs of this corporation, and have power to
11 authorize the seal of this corporation to be affixed to all
12 papers which may require it.

13 Pursuant to the affirmative vote of the holders of at least
14 a majority of the stock issued and outstanding, having voting
15 power, given at a stockholder's meeting duly called for that
16 purpose, or when authorized by the written consent of at least a
17 majority of the holders of the voting stock issued and
18 outstanding, the board of directors shall have power and
19 authority at any meeting to sell, lease or exchange all of the
20 property and assets of this corporation including its good
21 will and its corporate franchises, upon such terms and conditions
22 as its board of directors deem expedient and for the best
23 interest of the corporation.

24 This corporation may in its by-laws confer powers upon its
25 directors in addition to the foregoing, and in addition to the
26 powers and authorities expressly conferred upon them by statute.

27 V.

28 The capital stock of this corporation shall be ONE HUNDRED
29 AND FIFTY THOUSAND DOLLARS (\$150,000.00) with the number of
30 shares that the corporation shall have authority to issue to be
31 FIFTEEN THOUSAND (15,000), valued at TEN DOLLARS (\$10.00) each.

1 No distinction shall exist between the shares of this corporation
2 and all such shares shall have the same rights in the
3 corporation.

4 VI.

5 All or any portion of the capital stock may be issued for
6 cash or in payment for real or personal property, services or any
7 other right or thing of value, for the uses and purposes of the
8 corporation and when so issued shall become and be fully paid,
9 the same as though paid for in cash at par; and the directors
10 shall be the sole judges of the value of any property, right, or
11 thing acquired in exchange for capital stock.

12 VII.

13 From time to time the capital stock may be increased
14 according to law, and may be issued in such amounts and
15 proportions as shall be determined by the board of directors, and
16 as may be permitted by law.

17 VIII.

18 The private property of the stockholders shall not be
19 subject to the payment of corporate debts to any extent
20 whatsoever.

21 IX.

22 The address of the initial registered office of the
23 corporation is 901 N. Meadow, P.O. Box 108, Grangeville, Idaho
24 83530, and the names of its initial registered agents are Gene L.
25 Dandliker and Judy A. Dandlicker.

26 X.

27 The number of directors constituting the initial board of
28 directors of the corporation is two(2) and the names and
29 addresses of the persons who are to serve as directors until the
30 first annual meeting of the shareholders or until their
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successors are elected and shall qualify are:

GENE L. DANDLICHER

P.O. Box 108
Grangeville, ID. 83530

JUDY A. DANDLICHER

P.O. Box 108
Grangeville, ID. 83530

The address of the incorporators are:

GENE L. DANDLICHER

P.O. BOX 108
Grangeville, ID. 83530

JUDY A. DANDLICHER

P.O. BOX 108
Grangeville, ID. 83530

This corporation reserves the right to amend, alter, change or repeal any provisions contained in this certificate of incorporation in the manner now or hereafter prescribed by statute, and all right conferred upon stockholders herein are granted, subject to this reservation.

WE, THE UNDERSIGNED, being the incorporators hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Idaho, and in pursuance of the laws of the State of Idaho, do make, and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly, have hereunto set our hands and seals this ____ day of _____.

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GENE L. DANDLICHER


JUDY A. DANDLICHER

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STATE OF IDAHO)

ss.

County of IDAHO)

On this _____ day of _____, 198_, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared GENE L. DANDLICHER AND JUDY A. DANDLICHER, known to me to be the persons whose names are subscribed to the within and foregoing ARTICLES OF INCORPORATION OF JEM MACHINE, Inc., and severally acknowledged to me that they executed the same in duplicate.

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

(S E A L)

Notary Public in and for
the State of Idaho:
Residing in _____,
therein. My commission
expires _____.