

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

MASTERCRAFT, INC.

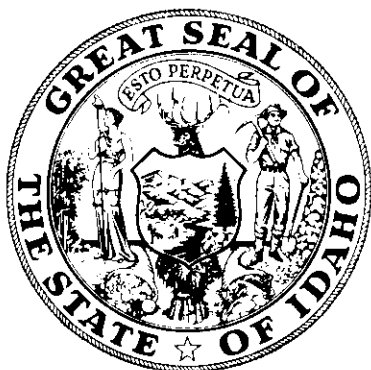
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

MASTERCRAFT, 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: **August 1, 1983**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
MASTERCRAFT, INC.
AUG 1 10 15 AM '83
SECRETARY OF STATE

The undersigned, acting as incorporators of a corporation under the Idaho Business Incorporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is: MASTERCRAFT, INC.

SECOND: The period of its duration is perpetual.

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

(a) To engage in the carpentry and woodworking business.

(b) To carry on any other kind of business or business activities that the Board of Directors may from time to time deem to be advisable or proper in connection with the carpentry and woodworking business.

(c) To purchase, lease, own, sell, mortgage, sublease, and otherwise acquire lands, buildings, easements or property, real and personal, which may be requisite for the purposes or are capable of being conveniently used in connection with any of the objects of this corporation, and to enter into, make, perform and carry out contracts of every sort and kind with any person, and to acquire and take over the good will, property, rights, franchises and assets of every kind and the liabilities of any person, firm, association, or corporation, either wholly or in part, and to pay for the same in cash, stocks or bonds of the corporation, or otherwise.

(d) In the purchase of or acquisition of property, business rights or franchises or for any other object in and about its business or affairs, to incur debt and to borrow and secure the payment of money in any lawful manner including the issue and sale or other disposition of bonds, debentures, notes and other evidence of indebtedness.

(e) Without in any particular way limiting any of the objects or purposes or powers of the corporation, the business or purposes of the company shall be empowered from time to time to do any one or more or all of the acts and things herein set forth and to engage in the general commercial business, and all such other acts, things and business in any way connected therewith or auxiliary thereto.

(f) To transact any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is:

<u>TYPE</u>	<u>NUMBER</u>	<u>PAR</u>	<u>AGGREGATE</u>
Common	1,000	\$1.00	\$1,000.00

FIFTH: Provisions denying preemptive rights are:
None.

SIXTH: Provisions for the regulation of the internal affairs of the corporation are: as set forth in Bylaws.

SEVENTH: The address of the initial registered office of the corporation is 736 Main Avenue N., Twin Falls, Idaho 83301, and the name of its initial registered agent at such address is Ronald R. Stansell.

EIGHTH: The number of directors constituting the initial board of directors of the corporation is two. This number may be changed by the Bylaws of the corporation, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Ronald R. Stansell	346 Heyburn West Twin Falls, ID 83301
James H. Bolton	978 Madrona St. N. Twin Falls, ID 83301

NINTH: The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Ronald R. Stansell	346 Heyburn West Twin Falls, ID 83301
James H. Bolton	978 Madrona St. N. Twin Falls, ID 83301

Dated this 29th day of JULY, 1983.



RONALD R. STANSELL


JAMES H. BOLTON

STATE OF IDAHO)
 : ss.
County of Twin Falls)

On this 29th day of July, 1983, before me, a
Notary Public in and for said State, personally appeared RONALD R.
STANSELL and JAMES H. BOLTON, known to me to be the persons whose
names are subscribed to the within instrument, and acknowledged to
me that they executed the same.

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


Notary Public for Idaho
Residing at Twin Falls Idaho