



**CERTIFICATE OF INCORPORATION
OF**

ROCKY MOUNTAIN INDUSTRIES, 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: November 12, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Sandra M. Hawkey*

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ARTICLES OF INCORPORATION OF
ROCKY MOUNTAIN INDUSTRIES, INC.

The undersigned, being a citizen of the United States, hereby forms a corporation pursuant to the Idaho Business Corporation Act and all acts supplemental thereto and amendatory thereof and does hereby adopt and certify the following Articles of Incorporation, to wit:

ARTICLE I

(Name)

The name of this corporation shall be Rocky Mountain Industries, Inc.

ARTICLE II

(Duration)

The term of existence of this corporation shall be perpetual.

ARTICLE III

(Purposes)

The corporation's purposes are:

(A) General business of establishing, building, and operating lumber milling and planing mills and to engage in the sale of parts and equipment related thereto, and to make and carry out contracts of every kind that may be

necessary or conducive to the accomplishment of any of the purposes of the corporation.

(B) To engage in any business related or unrelated to that described in Clause A of this Article and from time to time authorized and approved by the Board of Directors of this corporation.

(C) To act as a partner or joint venturer in any transaction.

(D) To acquire, by purchase or otherwise, the stock of the corporation.

(E) To have and exercise all rights and powers from time to time granted to a corporation by law, including the transacting of any or all business for which corporations may be incorporated.

ARTICLE IV

(Capital Stock)

The capital stock of this corporation shall consist of two classes of stock, capital common stock and capital working stock.

The authorized capital common stock of this corporation shall be two million dollars (\$2,000,000) divided into two million (2,000,000) shares of the par value of one dollar (\$1) per share. Such capital common stock may be issued

by the corporation from time to time for such consideration as may be fixed by the Board of Directors.

The capital working stock of this corporation shall be one million two hundred fifty thousand dollars (\$1,250,000) divided into 250 shares of the par value of five thousand dollars (\$5000) per share. The capital working stock shall be issued or transferred only to a full-time (32 hours per work week) employee of the corporation and no such employee shall own more than one share of capital working stock at any given time. The capital working stock owners must be full-time employees of said corporation to exercise stockholder rights. The capital working stock holders upon leaving said corporate employment under any circumstances must dispose of their capital working stock within a reasonable time, either through sale to a new employee or to said corporation at par value as then reflected in the articles of incorporation, making an aggregate value of the capital stock of three million, two hundred fifty thousand dollars (\$3,250,000).

Corporate dividends voted as payable by the corporation shall be restricted to and paid only on common and capital working stock. The capital working stock dividends shall be twenty five times the amount voted as payable to capital common stock.

The capital stock of this corporation shall be nonassessable. Any other restrictions as to the transfer and/or alienation of the issued stock of the corporation shall be set forth in the bylaws of the corporation.

ARTICLE V

(Registered Office)

The address of the registered office of the corporation is Kendrick, Idaho, and the name of the registered agent is Rocky Smith, whose mailing address is Route 2, Box 133A, Kendrick, Idaho 83537.

ARTICLE VI

(Directors)

The names and post office addresses of the Directors of the corporation (who are of legal age) are as follows:

Bill Purcell	Route 2, Box 2259 C Lakeside, Arizona 85929
Rocky Smith	Route 2, Box 133 A Kendrick, Idaho 83537
Allan Y. Peterson	7C Cloniger Lane Bozeman, Montana 59715

The three directors so named and residing as above stated shall serve as the initial Board of Directors and shall manage and control the affairs of the corporation until the first annual meeting of shareholders or until their successors are elected and qualify.

ARTICLE VII

(Officers)

The officers of this corporation shall consist of a president, vice president, secretary-treasurer, and such other officers as the Board of Directors of the corporation shall deem necessary (or such lesser numbers of officers as may be allowed by law), and the said officers shall be elected by the Board of Directors and hold office during the pleasure of the Board. Each of the officers shall have such powers as may be conferred upon him by the bylaws of the corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 9th day of November, 1987.


Rocky Smith

STATE OF IDAHO)
 : ss.
County of Nez Perce)

On this 9th day of November, 1987, before me, the undersigned notary public in and for the State of Idaho, personally appeared ROCKY SMITH, known or identified to me (or proved to me on the oath of _____) to be the person whose name is subscribed to the 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 on the date in this certificate above written.

William A. Hillman
Notary Public in and for the
State of Idaho, residing at
Jeuneville
Commission expires 12/19/88