

ARTICLES OF INCORPORATION

OF

M & M CEDAR & LOGGING, INC.

FILED

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**SECRETARY OF STATE
STATE OF IDAHO**

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned natural persons of the age of eighteen (18) years or more, and citizens of the United States of America, come for the purpose of forming a corporation under the laws of the State of Idaho, and in pursuance thereof do hereby sign and deliver in duplicate to the Secretary of State of the State of Idaho the following Articles of Incorporation, and do state as follows:

ARTICLE I

The name of the corporation shall be M & M CEDAR & LOGGING, INC.

ARTICLE II

The period of duration of the corporation shall be perpetual.

ARTICLE III

The purposes for which the corporation is organized are as follows:

To buy, sell, deal in, exchange or otherwise acquire or dispose of any part of or all of the capital stock or assets of any corporation, partnership or sole proprietorship, or to undertake to guarantee the obligation of any corporation, partnership or sole proprietorship.

To engage in the business of retail and/or wholesale trade in the logging and manufacture of wood products business to include the acquisition of, the manufacture of and the distribution of wood products; and to act as broker,

IDAHO SECRETARY OF STATE

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principal, agent, factor, commission merchant, or otherwise, at wholesale or retail, on commission or otherwise, for the foregoing products.

To acquire by purchase or otherwise, own, hold, lease, mortgage, create a security interest in, sell, or otherwise dispose of, erect, construct, make, alter, enlarge, improve, and to aid or subscribe towards the construction, acquisition, or improvement of, any factories, shops, warehouses, docks, piers, store-houses, buildings, and commercial and retail establishments, and facilities of every character, including all equipment, fixtures, machinery, implements, and supplies necessary or incidental thereto, or connected therewith.

To construct, lay out, maintain, and operate plants, camps, stores, depots, and all storage and transportation facilities and equipment necessary and incidental thereto or in connection therewith; and to acquire, hold, use, own, or dispose of all the machines, machinery, tools, plants, factories, and facilities necessary thereto or used in connection therewith.

To establish, purchase, own, maintain, and operate a storage warehouse or warehouses for the storage and deposit of goods, wares, and merchandise of all kinds, nature, and descriptions for profit; to issue receipts, certificates, and warrants, negotiable or otherwise, to persons storing, depositing, or warehousing goods; to provide facilities of every kind, nature, and description for the receipt, delivery, deposit, storage, and handling of consignments, deposits, lots, and shipments of goods, wares, and merchandise of all kinds, nature, and descriptions, and to do any and all things necessary or convenient thereto.

To engage in, either independently or in connection with other aspects of its business, the business of transportation for itself or for others for hire of goods, wares, and merchandise of all kinds, nature, and descriptions, by means, vehicles, and vessels of any type to the extent permitted for a corporation organized under the General Corporation Law.

To do everything necessary and proper for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental to a growing out of or connected with the aforesaid business or powers, or in any parts or parts thereof; provided, the same is not inconsistent with the laws under which this corporation is organized.

To borrow money, and to make and issue notes, bonds, debentures, obligations, and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, or otherwise, without limit as to amount, and to secure the same by mortgage, pledge, or otherwise, and generally to make and perform agreements and contracts of every kind and description.

To the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage, or otherwise dispose of and deal in lands and leaseholds, and any interest, estate, and rights in real property, and any personal or mixed property, and any franchises, rights, licenses, or privileges necessary, convenient, or appropriate for any of the purposes herein expressed.

The objects and purposes specified in this article shall be construed both as purposes and powers and shall be in no wise limited or restricted by reference to, or inference from, the terms of any other paragraph or clause in this or any other article, but the purposes and powers specified in each of the paragraphs and clauses herein shall be regarded as independent and cumulative purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms and purposes or the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another, although they be of like nature.

That the enumeration of purposes and powers herein set forth are not intended to and shall not in any manner limit or restrict the general powers of this corporation under the laws and statutes of the State of Idaho and any other statutes of the State of Idaho and any other State or States wherein this corporation shall do business.

ARTICLE IV

The initial Code of Bylaws of the corporation shall be adopted by its Board of Directors. The power to alter, amend, or repeal the Code of Bylaws, or to adopt a new Code of Bylaws, shall be reserved to the shareholders. The Code of Bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the Act, or these Articles of Incorporation.

Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members, or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the corporation, which acts upon, or in reference to, the contract or transaction, and notwithstanding his or their participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize or ratify the contract or transaction, the interested director or directors to be counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification. This section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

The Board of Directors is authorized to make provision for reasonable compensation to its members for their services as directors and to fix the basis and conditions upon which this compensation shall be paid. Any director may also serve the corporation in any other capacity and receive compensation therefor in any form.

The corporation reserves the right from time to time to amend, alter or repeal any provision in its Articles of Incorporation in any manner now or hereafter permitted by the Act or any other applicable statute.

ARTICLE V

The address of the initial registered office of the corporation shall be as follows: 1034 Sanderson Lane, Bovill, Latah County, Idaho 83806. The name of the initial registered agent of the corporation at such address is JERALD JUSTIN SMITH.

ARTICLE VI

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

ARTICLE VII

The number of directors constituting the initial Board of Directors of the corporation is three (3).

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 qualify are as follows:

NAME	ADDRESS
JEARLD JUSTIN SMITH	P. O. Box 4 Deary, Idaho 83823
PAULINE SMITH	5580 State Hwy. 8 Deary, Idaho 83823
BOVIL SMITH, SR.	5580 State Hwy. 8 Deary, Idaho 83823

ARTICLE VIII


The aggregate number of shares which the corporation shall have authority to issue is one million (1,000,000) shares, and such shares shall consist of one class only and shall have a par value of One Dollars (\$1.00) each.

ARTICLE IX

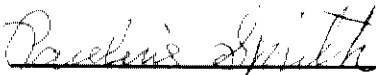
The names and addresses of the incorporators are as follows:

NAME	ADDRESS	NUMBER SHARES SUBSCRIBED
JEARLD JUSTIN SMITH	P. O. BOX 4 Deary, Idaho 83823	(1)
PAULINE SMITH	5580 State Hwy. 8 Deary, Idaho 83823	(1)
BOVIL SMITH, SR.	5580 State Hwy. 8 Deary, Idaho 83823	(1)

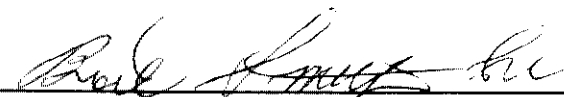
IN WITNESS WHEREOF, the incorporators have hereunto set their hands
this 3rd day of May, 1999.



Jearld Justin Smith



Pauline Smith

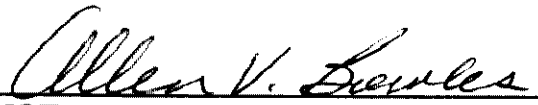


Bovil Smith, Sr.

STATE OF IDAHO)
 : ss.
County of Latah)

On this 3rd day of May, 1999, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared JEARLD JUSTIN SMITH, a party to the foregoing certificate of incorporation, known to me personally to be such, and I have first made known to him the contents of said certificate, and he did acknowledge that he signed, sealed and delivered the same as his voluntary act and deed, and deposes that the facts therein stated were fully set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal on the date last above written.


NOTARY PUBLIC in and for the
State of Idaho, residing at Moscow,
therein. My Commission expires
1/11/00.

STATE OF IDAHO)
 : ss.
County of Latah)

On this 3rd day of May, 1999, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared BOVIL SMITH, SR. and PAULINE SMITH, parties to the foregoing certificate of incorporation, known to me personally to be such, and I have first made known to them, and each of them, the contents of said certificate, and they did each severally acknowledge that they signed, sealed and delivered the same as their voluntary

act and deed, and each deposes that the facts therein stated were fully set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal on the date last above written.

Allen V. Bowles
NOTARY PUBLIC in and for the
State of Idaho, residing at Moscow,
therein. My Commission expires
1/11/00.