



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

BI-LOW BUILDING CENTER, INCORPORATED

was filed in the office of the Secretary of State on the **Fourth** day of **January**, A.D. One Thousand Nine Hundred **Sixty-five** and ~~will be~~ duly recorded on ~~microfilm~~ **microfilm** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for

Fifty years from the date hereof, with its registered office in this State located at **Bellevue** in the County of **Blaine.**

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 **4th** day of **January**, A.D., 19 **65**.

Secretary of State.

ARTICLES OF INCORPORATION OF ~~VBI-LOW~~ BUILDING CENTER, INCORPORATED,
Bellevue, Idaho

being of full age and citizens of the United States,
We, the undersigned, hereby mutually agree to unite and
associate ourselves as a corporation, and for such purpose we
hereby make, execute and adopt the following Articles of
Incorporation.

ARTICLE I. The name of the corporation shall be ~~VBI-LOW~~
BUILDING CENTER, INCORPORATED.

ARTICLE II. The period of the existence of and the duration
of the life of this corporation shall be fifty (50) years.

ARTICLE III. The principal place of business and office of this
corporation shall be at the city of Bellevue, County of Blaine
and State of Idaho.

ARTICLE IV. The corporation shall have a seal which shall
be circular in form and shall bear the words ~~VBI-LOW~~ BUILDING
CENTER, INCORPORATED, Bellevue, Idaho, Corporate Seal.

ARTICLE V. The objects and purposes of this corporation
are to buy, sell, mortgage and own any and all types of real
property, including but not limited to the ownership of
mortgages, contracts of sale, and leases on real property.
To buy, lease or otherwise acquire timber rights in timber
lands, to own and operate sawmills, planing mills and other
facilities for the manufacture of wood products; To own and
operate lumber yards and to own and hold for sale and sell all
types of building materials, including but not limited to
lumber, brick, cinder blocks, masonry of all kinds, cement
and concrete products, and roofing materials.

To buy, sell, store and own all types of farm produce.

To buy, sell and install heating appliances, furnaces and any and all types of household appliances; To buy, sell and install all types of electrical wiring and fixtures; to buy, lease or sell any and all types of farm machinery and motor vehicles of all kinds and descriptions.

ARTICLE VI. The business and prudential offices of this corporation shall be managed and controlled by a board of three (3) directors to be elected annually at the annual meeting of the stockholders.

ARTICLE VII. The names and residences of the persons who have been selected as the Board of Directors to manage the business and prudential affairs of this corporation for the first year are as follows:

NAME	ADDRESS
Homer Willard	Buhl, Idaho
Charles Willard	Buhl, Idaho
Bonnie Williamson	Twin Falls, Idaho

ARTICLE VIII. The annual meeting of the stockholders for the election of directors and for the transaction of other business shall be held at the office of the corporation on the second Saturday in January, 1965, and on the Second Saturday of January of each year thereafter. The vote in the election for directors shall be by ballot, and the election may be conducted in such manner and form as may be provided by any by-laws (if any) that the corporation may adopt. One director shall be elected for a term of three (3) years; one director shall be elected for a term of two (2) years, and one director shall be elected for a term of one (1) year and each director shall hold office until their successors are duly elected and qualified. At the first annual meeting thereafter,

one director shall be elected for the term of three (3) years and at each annual election thereafter, one director shall be elected for the term of three (3) years, the intention being that one-third of such board of directors shall be elected annually.

ARTICLE IX. In all elections for directors each stockholder shall be entitled to one vote for each share of stock owned by him for director.

ARTICLE X. The capital stock of this Corporation shall be \$100,000.00 which shall be all common stock. The common stock shall be 100,000 shares, of the par value of \$1.00 per share. All stock shall be registered.

ARTICLE XI. Immediately upon the election of directors and the adjournment of the stockholders(meetings, or as soon thereafter as convenient, the directors so elected shall meet and organize by electing one of their number president, and one of their number vice-president and by electing from their number or from the stockholders (the same person if desired) a secretary and a treasurer, each of whom shall perform such duties and powers as generally appertain to such offices and as may be stated or required of them by the by-laws (if any) or by the board of directors.

ARTICLE XII. All stockholders must vote in person and can not vote by proxy, and all persons holding in a fiduciary capacity, shall be entitled to vote the shares so held by them; and all persons whose stock has been pledged shall be entitled to vote the same unless the transfer of stock on the books of the corporation shall show that the pledgee is entitled to vote the same, and in all such cases, the pledgee only shall have the right to vote such stock.

ARTICLE XIII. This corporation shall have and hold a lien on all stock subscribed to secure the payment of subscriptions, and no sale or transfer of stock or shares shall avoid such lien; and as against this corporation, no sale or transfer of stock shall be valid and convey title to the shares unless entered upon the books of the corporation as required by the by-laws.

ARTICLE IV. The subscription for and the ownership of all stock in this corporation, are made and taken upon the condition that any holder of stock desiring to sell the same shall first offer his stock to the corporation at his lowest price and the corporation shall have 90 days in which to exercise its option to purchase the same. On its refusal to purchase, the stockholders shall have 30 days to exercise their option to purchase said stock at said price. After the expiration of such time, the stockholders shall be free to make any other sale of his stock.

ARTICLE XV. The greatest amount of indebtedness to which this corporation may at any time subject itself, shall not exceed two-thirds of the capital stock actually subscribed.

ARTICLE XVI. The private property of the stockholders of this corporation shall not be subject to the payment of the corporate debts in any amount or to any extent whatever.

ARTICLE XVII. The stock of this corporation shall be non-assessable.

ARTICLE XVIII. These articles may be changed, altered or amended at any time at any authorized meeting of the stockholders by a vote of the stockholders representing a majority of the stock.

ARTICLE XIX. That if and when the corporation shall desire to sell to its stockholders any stock over and above the 12000

shares issued at the time of incorporation, each stockholder shall have the right to purchase in proportion to the stock owned by each stockholder, as against the total stock issued at that time. In the event any indebtedness is paid on existing property, and the equity of the corporation in the business operated by it is increased, the corporation may issue stock to stockholders for such increase in equity, in proportion to the amount of stock owned by each stockholder, as against the total amount of stock issued and outstanding.

ARTICLE XX. The names and places of residence of the incorporating members, the subscribers hereto, and the number of shares subscribed by each of them in which each agrees to take, and which is fully paid for, are as follows:

NAME	RESIDENCE	SHARES
Homer Willard	Buhl, Idaho	4,000.
Charles Willard	Buhl, Idaho	2,000
Allen Willard	Buhl, Idaho	2,000
Bonnie Williamson	701 Bolton Street Twin Falls, Idaho	4,000

IN WITNESS WHEREOF, the parties hereto have set their hands this 30TH day of December, 1964.

Homer Willard

Charles Willard

Bonnie Williamson

STATE OF IDAHO

SS.

COUNTY OF TWIN FALLS

Now on this 30th day of December, 1964, before ME

a Notary Public for the State of Idaho and residing at Twin Falls, Idaho, personally appeared Homer Willard, Charles Willard, ~~Allen Willard~~ and Bonnie Williamson, know to me to be the persons whose names are subscribed to the above instrument and acknowledged to me that they executed the same.

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



NOTARY PUBLIC--Twin Falls,
Idaho.