

State of Idaho



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

P P & S PRODUCTS, INC.

was filed in the office of the Secretary of State on the **Seventeenth** day of **May** A.D. One Thousand Nine Hundred **Sixty-five** and duly recorded on ~~Film No.~~ **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

perpetual existence from the date hereof, with its registered office in this State located at **Sandpoint** in the County of **Bonner**

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 **17th** day of **May**, A.D., 19 **65**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

P P & S PRODUCTS, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, all of full legal age and of whom at least two-thirds are citizens of the United States, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we do hereby certify and adopt the following Articles of Incorporation:

ARTICLE I.

The name of this corporation shall be P P & S PRODUCTS, INC.

ARTICLE II.

The general nature of the business and the objects and purposes proposed to be transacted, promoted and carried on are:

To start, make contracts, to sue and to be sued, to purchase, lease, option, locate or otherwise acquire, own, exchange, sell, or otherwise dispose of, pledge, mortgage, hypothecate, manufacture and deal in all wood and lumber products, automatic and manual machinery and electronic equipment, tools and dies, plywood, plyboard, veneer and laminated wood products, plastic and paper products;

To work, explore, operate and develop mines, mining claims, mineral lands, coal lands, oil lands, timber lands, real and personal estate, water, water rights, and to extract any and all minerals, oils and gas therefrom and deal in the products and by-products thereof; to purchase, lease, or otherwise acquire, erect, own, operate, or sell smelting and ore reduction works, oil refineries, saw, planer and lumber mills, wood processing plants and power plants;

To do a general real estate, manufacturing and mercantile business; to own, handle and control letters patent and inventions and shares of its own capital stock and that of other corporations, and to cancel and re-issue shares of its own capital stock;

To purchase, lease, own, exchange, sell, or otherwise dispose of cars, trucks, transports and other industrial equipment and operate the same as conveyances to carry raw materials, manufactured products and merchandise to and from the corporation's plants and facilities, sources of raw materials, supply and market points;

To manufacture, purchase, or acquire in any lawful manner, and to hold, own, mortgage, pledge, sell, transfer or in any manner dispose of, and to deal and trade in goods, wares, merchandise and property of any and every class and description, and in any part of the world;

To acquire the goodwill, rights and property, and to undertake the whole or any part of the assets or liabilities of any person, firm, association, or corporation; to pay for the same in cash, the stock of this company, bonds or otherwise; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business;

To enter into, make and perform contracts of every kind, with any person, firm, association or corporation, municipality, body politic, county, territory, state, government or colony or dependency thereof, and without limit as to amount to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable

instruments and evidences of indebtedness, whether secured by mortgage or otherwise, as well as to secure the same by mortgage or otherwise, to act as agent, trustee, broker, or in any other fiduciary capacity, so far as may be permitted by the laws of the State of Idaho;

To have offices, conduct its business, and promote its objects within and without the State of Idaho, in other states, the District of Columbia, the territories and colonies of the United States, and in foreign countries, without restriction as to place or amount;

To do any or all of the things herein set forth to the same extent as natural persons might or could do in any part of the world as principals, agents, contractors, trustees or otherwise, and either alone or in company with others;

In general, to carry on any other business in connection therewith, whether manufacturing or otherwise, not forbidden by the laws of the State of Idaho, and with all the powers conferred upon corporations by the laws of the State of Idaho.

ARTICLE III.

The principal office and place where the principal business of said corporation is to be transacted is Sandpoint, Bonner County, Idaho.

ARTICLE IV.

The time of the existence of the corporation shall be perpetual.

ARTICLE V.

The number of directors who shall manage the business of the corporation shall be not less than three, who must be shareholders of the corporation, nor shall there be more than five directors.

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

To make, alter or repeal the by-laws of the

corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By resolution or resolutions passed by a majority of the whole board to designate one or more committees, each committee to consist of two or more of the directors of the corporation, which, to the extent provided in said resolution or resolutions or in the by-laws of the corporation, shall have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation, and may have power to authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the by-laws of the corporation or as may be determined from time to time by resolution adopted by the board of directors.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease, or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interest of the corporation.

ARTICLE VI.

The amount of capital stock of this corporation shall be Five Hundred Thousand Dollars (\$500,000.00) divided into Two Million (2,000,000) shares of the par value of Twenty-five Cents (\$.25) each, and as between the individual shares there shall be no distinction as to voting powers, preferences and privileges.

ARTICLE VII.

The name and post office address of each of the incorporators are:

Bert E. Satterlee	Hillsboro, Oregon
Laurin E. Pietsch	Hope, Idaho
Gary L. Pietsch	Sandpoint, Idaho.

ARTICLE VIII.

The number of shares of stock subscribed by each of the incorporators is:

Bert E. Satterlee	158,944 shares
Laurin E. Pietsch	96,800 shares
Gary L. Pietsch	59,412 shares.

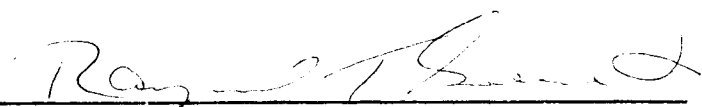
IN WITNESS WHEREOF, the parties hereto have hereunto set their hands and seals this 14th day of May, 1965.

Bert E. Satterlee
Laurin E. Pietsch
Gary L. Pietsch

STATE OF IDAHO,)
 :ss.
County of Bonner,)

On this 14th day of May, 1965, before me, the under-
signed a Notary Public in and for said State, personally appeared
BERT E. SATTERLEE, LAURIN E. PIETSCH and GARY L. PIETSCH,
known to me to be the persons whose names are subscribed to the
above and foregoing instrument and acknowledged to me that they
executed the same.

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



Notary Public in and for the State of Idaho,
Residing at Sandpoint therein.

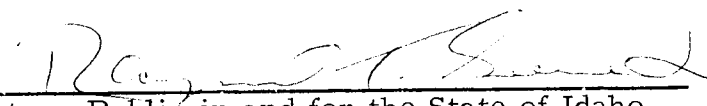
STATE OF IDAHO,)
 :ss.
County of Bonner,)

LAURIN E. PIETSCH being first duly sworn, deposes
and on his oath says:

That he is one of the subscribers to the above and foregoing
Articles of Incorporation, and that all of the subscribers thereto, to-wit:
BERT E. SATTERLEE, LAURIN E. PIETSCH and GARY L. PIETSCH,
are full age citizens of the United States of America, and two-thirds
thereof residents of the State of Idaho.



Subscribed and sworn to before me this 14th day of May,
1965.



Notary Public in and for the State of Idaho,
Residing at Sandpoint therein.