

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

ROCKY MOUNTAIN CEDAR PRODUCTS, 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: July 30, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By

Valerie Flint

ARTICLES OF INCORPORATION

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OF

ROCKY MOUNTAIN CEDAR PRODUCTS, INC.

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned incorporator, being a natural person of the age of eighteen (18) years or more, and desiring to form a corporation under the laws of the State of Idaho, does hereby sign, verify and deliver in duplicate to the Secretary of State of the State of Idaho these ARTICLES OF INCORPORATION.

ARTICLE I

NAME

The name of the corporation shall be Rocky Mountain Cedar Products, Inc...

ARTICLE II

PERIOD OF DURATION

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE III

PURPOSE

The purpose for which this corporation is organized is to transact any lawful business or businesses for which corporations may be incorporated pursuant to the Idaho Corporation Code, including but not limited to the building and home improvement industry and developing a sales organization.

ARTICLE IV

CAPITAL

The aggregate number of shares which this corporation shall have the authority to issue is One Million (1,000,000) shares, with a par value of .01 per share, which shares shall be designated common stock. No share shall be issued until it has been paid for, and it shall thereafter be nonassessable.

ARTICLE V
PREEMPTIVE RIGHTS

A shareholder of the corporation shall be entitled to a preemptive right to purchase, subscribe for, or otherwise acquire any unissued or treasury shares of stock of the corporation, or any options or warrants to purchase, subscribe for or otherwise acquire any such unissued or treasury shares, or any shares, bonds, notes, debentures, or other securities convertible into or carrying options or warrants to purchase, subscribe for or exercise the buy and sell agreement signed by all parties hereto, or otherwise acquire any unissued or treasury shares.

ARTICLE VI
CUMULATIVE VOTING

The shareholders shall not be entitled to cumulative voting.

ARTICLE VII
SHARE TRANSFER RESTRICTIONS

The corporation shall have the right to impose restrictions upon the transfer of any of its authorized shares or any interest therein. The board of directors are hereby authorized on behalf of the corporation to exercise the corporation's right to so impose such restrictions.

ARTICLE VIII
REGISTERED OFFICE AND AGENT

The initial registered office of the corporation shall be Route 1, Box 270, St. Maries, ID. 83861, and the name of the initial registered agent at such address is Steve H. Cox. Either the registered office or the registered agent may be changed in the manner provided by law.

ARTICLE IX
INITIAL BOARD OF DIRECTORS

The initial board of directors of the corporation shall consist of four (4) directors, and the name and address of the persons who shall serve as directors until the first annual meeting of the shareholders or until his or her successor is elected and shall qualify are:

Steve H. Cox
Route 1, Box 270
St. Maries, ID.

Tammie M. Cox
Route 1, Box 270
St. Maries, ID.

James R. Cox
123 13th St.
St. Maries, ID.

Douglas M. Mayes
4639 S. Xavier St.
Denver, CO. 80236

The number of directors shall be fixed in accordance with the bylaws. So long as the number of directors shall be less than four (4), no shares of this corporation may be issued and held of record by more shareholders than there are directors. Any shares issued in violation of this paragraph shall be null and void. This provision shall also constitute a restriction of the transfer of shares and a legend shall be conspicuously placed on each certificate respecting shares preventing transfer of the shares to more shareholders than there are directors. The mutual Buy and Sell agreements entered into by each of the stockholders will eliminate outside stockholders and therefore reduce the number of Board of Directors, this agreement between the parties will be a major document in the overall understanding and mutual interests of the stockholders of this corporation.

ARTICLE X

INDEMNIFICATION

The corporation may:

(A) Indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the corporation), by reason of the fact that he is or was a director, officer, employee, fiduciary or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, fiduciary or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney fees), any judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, if he acted in good faith and in a manner he reasonably believed to be in the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgement, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in the best interests of the corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe his or her conduct was unlawful.

(B) The corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgement in it's favor by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, fiduciary or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in the best interests of the corporation; but no indemnification shall be made in respect of any claim, issue, or matter as to which such person has been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation unless and only to the extent that the court in which such action or suit was brought determines upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court deems proper.

(C) To the extent that a director, officer, employee, fiduciary or agent of a corporation has been successful on the merits in defense of any action, suit, or proceeding referred to in (A) or (B) of this Article X or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses (including attorney fees) actually and reasonably incurred by him in connection therewith.

(D) Any indemnification under (A) or (B) of this Article X (unless ordered by a court) and as distinguished from (C) of this Article shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, fiduciary or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in (A) or (B) above. Such determination shall be made by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or, if such a quorum is not obtainable or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or by the shareholders.

(E) Expenses (including attorney fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding as authorized in (C) or (D) or this Article X, upon receipt of an undertaking by or on behalf of the director, officer, employee, fiduciary or agent to repay such amount unless it is ultimately determined that he or she is entitled to be indemnified by the corporation as authorized in this Article X.

(F) The indemnification provided by this Article X shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, and any procedure provided for by any of the foregoing, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, fiduciary or agent and shall inure to the benefit of heirs, executors, and administrators of such a person.

(G) The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, fiduciary or agent of the corporation or who is or was serving at the request of the corporation as a director, officer, employee, fiduciary or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him against such liability under provisions of this Article X.

ARTICLE XI

TRANSACTIONS WITH INTERESTED DIRECTORS

No contract or other transaction between the corporation and one (1) or more of its directors or any other corporation, firm, association, or entity in which one (1) or more of its directors are directors or officers are financially interested shall be either void or voidable solely because of such relationship or interest, or solely because such directors are present at the meeting of the board of directors or a management committee thereof which authorized, approves, or ratifies such contract or transaction, or solely because their votes are counted for such purpose if:

(A) The fact of such relationship or interest is disclosed or known to the board of directors or management committee which authorized, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors;

(B) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or the management committee thereof which has authorized or authorizes, approved, approves, or ratified, ratifies such contract(s) or transaction(s).

VOTING OF SHAREHOLDERS

ARTICLE XIII

The name and address of the incorporator is as follows:

IN WITNESS WHEREOF, the above named incorporator signed these ARTICLES OF INCORPORATION ON August 5, 1992.

STATE OF IDAHO)
) ss.
COUNTY OF BENEWAH)

WITNESS my hand and official seal.

My commission expires:

4-14-98
Residing at Plummer