



**CERTIFICATE OF INCORPORATION  
OF**

**FENCE CRAFT OF IDAHO, 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: December 8, 1987



*Pete T. Cenarrusa*  
\_\_\_\_\_  
SECRETARY OF STATE

by: *Jada Mawley*

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**ARTICLES OF INCORPORATION  
OF  
FENCE CRAFT OF IDAHO, INC.**

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, being natural persons of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

**ARTICLE I.**

The name of the corporation is FENCE CRAFT OF IDAHO, INC..

**ARTICLE II.**

This corporation is formed and organized to engage in the general business of producing cedar and other fencing, the manufacturer of related items from forest products, and any other lawful business as the Board of Directors may from time to time determine and shall have all of the statutory powers conferred upon corporations by Title 30 of the Idaho Code, as it now exists or may from time to time be amended.

**ARTICLE III.**

The corporation is to have perpetual existence.

**ARTICLE IV.**

The location and post office address of the registered office of the corporation is: P.O. Box 394, Weippe, Idaho 83553. Idaho 83544. The name of the registered agent who may be found there is: SHIRLEE YATES.

**ARTICLE V.**

The amount of capital stock of this corporation shall be and is, ONE HUNDRED THOUSAND (100,000) shares of common stock at par

value of one dollar (\$1.00) each, making an aggregate stock of ONE HUNDRED THOUSAND SHARES, which stock shall not be issued until fully paid for and once so issued shall be nonassessable.

#### ARTICLE VI.

The names and post office address of the incorporators and the number of shares subscribed to by the Incorporators are as follows:

|                  |                             |        |
|------------------|-----------------------------|--------|
| STANLEY T. YATES | P.O. Box 394, Weippe, Idaho | 17,450 |
| SHIRLEE M. YATES | P.O. Box 394, Weippe, Idaho | 17,450 |
| JAMES S. YATES   | P.O. Box 394, Weippe, Idaho | 100    |

#### ARTICLE VII.

The names and post office addresses of the initial directors of the corporation, appointed by the incorporators to serve until the first election of directors, are as follows:

|                  |                             |            |
|------------------|-----------------------------|------------|
| STANLEY T. YATES | P.O. Box 394, Weippe, Idaho | President  |
| SHIRLEE M. YATES | P.O. Box 394, Weippe, Idaho | Sec/Treas. |
| JAMES S. YATES   | P.O. Box 394, Weippe, Idaho | Vice/Pres. |

#### ARTICLE VIII.

The property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the corporation.

#### ARTICLE IX.

The number of director of the corporation shall be as specified in the bylaws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the bylaws, provided the number of directors of the corporation shall not be fewer than the number required by law. In case of any increase in the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the

stockholders and until their successors are elected and qualified.

#### ARTICLE X.

Stockholders of the corporation shall have pre-exemptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations of the corporation convertible into stock.

#### ARTICLE XI.

A voluntary sale, lease or exchange of all of the property and assets of the corporation, including its good will and its corporate franchises, may be made by the board of directors after authorization by the shareholders pursuant to Section 30-145, Idaho Code, upon such terms and conditions as it may be deemed expedient and for the best interests of the corporation.

#### ARTICLE XII.

No contract or other transactions between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract, or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the board of directors or a majority thereof, and any director of the corporation who is so interested by be counted in determining the existence of a quorum at any meeting of the board of directors of the corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE XIII.

The Board of Directors is expressly authorized to repeal and amend the bylaws of the corporation and to adopt new bylaws, and the corporation reserves the right to amend, alter, change or repeal the provisions contained in these articles, in the manner now or hereafter prescribed by law, by a majority vote of the stockholders, represented in person or by proxy, at any annual meeting of the stockholders or at any meeting duly called for that purpose, except where the laws of the said State of Idaho otherwise provide.

IN WITNESS WHEREOF, we have hereunto set our hands this 10 day of November, 1987.

Stanley T. Yates  
STANLEY T. YATES  
President

Shirlee M. Yates  
SHIRLEE M. YATES  
Sec/Treas.

James S. Yates  
JAMES S. YATES  
Vice/Pres.

STATE OF IDAHO )  
County of Clearwater ) ss.

On this 10 day of November, 1987, before me, the undersigned Notary Public in and for said State, personally appeared Stanley T. Yates, known to me to be the person whose name is subscribed to the within and 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 the day and year first abovementioned.

[Signature]  
NOTARY PUBLIC, State of  
Idaho, residing at  
Orange, therein.

My commission expires 10.20.88

STATE OF IDAHO )  
 ) ss.  
County of Clearwater )

On this 10 day of November, 1987, before me, the undersigned Notary Public in and for said State, personally appeared Shirlee M. Yates, known to me to be the person whose name is subscribed to the within and foregoing instrument and acknowledged to me that she executed the same.

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

[Signature]  
NOTARY PUBLIC, State of  
Idaho, residing at  
Orlando, therein.

My commission expires 12-20-88.

STATE OF IDAHO )  
 ) ss.  
County of Clearwater )

On this 30th day of October, 1987, before me, the undersigned Notary Public in and for said State, personally appeared James S. Yates, known to me to be the person whose name is subscribed to the within and 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 the day and year first abovewritten.

[Signature]  
NOTARY PUBLIC, State of  
Idaho, residing at  
Orlando, therein.

My commission expires 7-11-91.