

# State of Idaho



## Department of State.

### CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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

#### **NORTHWEST BUILDING MATERIALS, INC.**

a corporation duly organized and existing under the laws of **Washington,** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Fifteenth** day of **April,** 19 **60**, a properly authenticated copy of its articles of incorporation, and on the **Fifteenth** day of **April,** 19 **60**, a designation of **H. S. Sanderson,** in the County of **Kootenai,** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **15th** day of **April**, A.D. 19 **60**.

Secretary of State.

United States of America  
State of Washington

DEPARTMENT



OF STATE

*TO ALL TO WHOM THESE PRESENTS SHALL COME*

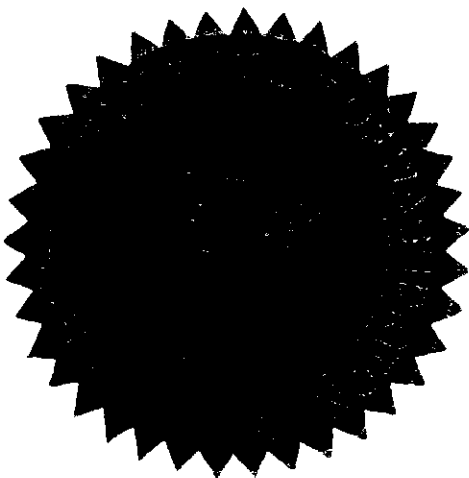
I,

Victor A. Meyers

Secretary of State of the

*State of Washington, and custodian of the Seal of said State, do hereby*

*certify* that the annexed is a true and correct copy of the Articles of Incorporation of NORTHWEST BUILDING MATERIALS, INC., as received and filed in this office on November 19, 1958; and I further certify that NORTHWEST BUILDING MATERIALS, INC. is in good standing with all annual license fees paid to July 1, 1960.



*In Testimony Whereof, I have hereunto set  
my hand and affixed hereto the Seal of the State of  
Washington. Done at the Capitol, at Olympia,*  
*this* 28th *day of* March *A.D. 19* 60

*Victor A. Meyers*

Secretary of State

By

*Jean C. Dunbar*

Assistant Secretary of State

ARTICLES OF INCORPORATION

NORTHWEST BUILDING MATERIALS, INC.

buildings, manufacturing plants, processing plants, and any other kind and type of building or improvement upon real estate or any kind or type of personal property used in connection with the corporate business which the board of directors deems advisable for the maintenance or growth of corporate business.

II. To carry on all or any part of the foregoing objects as principal, as agent or in connection or conjunction with any person, firm, trust, corporation, cooperative or other organization, and in general, to do any and all things necessary to carrying on any business, including the foregoing, and to exercise all of the powers conferred upon the corporation by the laws of the State of Washington, and any other law, that may be now or hereafter applicable to the corporation, and to do any and all of the things hereinabove set forth to the same extent as natural persons might or could do.

The powers and liabilities shall be confined both as to the nature and extent of the business and to the limitation of the powers and liabilities to the State of Washington, and it is hereby declared and agreed that the foregoing enumerations of powers and liabilities shall not be held to limit or restrict in any manner the powers and liabilities of the corporation.

### III.

The liability of the corporation shall not be limited by any statute or law of the State of Washington.

### IV.

The corporation shall have the right to sue and be sued, to defend itself, to sue and be sued in any court of competent jurisdiction, and to do all other things which may be necessary or proper to carry out its objects and purposes.

### V.

The total number of shares of this corporation is 1,000,000, having a par value of \$0.01 per share, making a total of \$10,000,000, all of said shares being non-assessable common shares with equal voting rights and powers and without restrictions or preference. Each share shall have one vote.

### VI.

The amount of paid-in capital with which the corporation will begin business is \$500,000.

VII.

The number of Directors of this corporation shall be not less than three (3) nor more than five (5). The number, qualifications, terms of office, manner of election, time and place of meeting, and the powers and duties of the Directors shall be such as are prescribed by the By-Laws of this corporation.

That the names and the post office addresses of the first Directors who shall hold office and manage the affairs of the corporation for a period of one (1) year after its incorporation, and their successors are elected and qualified, are as follows:

NAME	POST OFFICE ADDRESS
Anderson, E. McVay	West 120 Colfax Spokane, Washington
Harrison, E. McVay	East 120 Fairview Spokane, Washington
Warren, G. McVay	West 104 Kalama Spokane, Washington

VIII.

The name and post office address of each of the incorporators and the number of shares subscribed by each are as follows:

NAME	POST OFFICE ADDRESS	NO. SHARES
Anderson, E. McVay	West 120 Colfax Spokane, Washington	10
Harrison, E. McVay	East 120 Fairview Spokane, Washington	10
Warren, G. McVay	West 104 Kalama Spokane, Washington	10

IX.

The authority to make By-Laws of this corporation is hereby expressly vested in the Board of Directors of this corporation, subject to the power of the shareholders to change or repeal such By-Laws at shareholders meetings.

X.

The presence in person or by proxy of holders of a majority of the voting power of all the shareholders shall constitute a quorum for the transaction of any and all business, including the sale of any or all of the property of the corporation or any or all of the

assets thereof. The shareholders present at a duly organized meeting, can continue to do business notwithstanding the withdrawal of enough shareholders to leave less than a quorum.

XI.

Any amendments to these Articles shall be adopted by the vote of the holders of not less than a majority of the voting power of all shareholders present in person or by proxy at a meeting of the shareholders duly called upon notice of the specific purpose of such meeting.

IN WITNESS WHEREOF, the said parties have executed this instrument, this 11th day of May, 1911.

*[Faint, illegible text, likely a signature or stamp]*

ATTEST:

*[Faint, illegible text]*

By the undersigned, a Notary Public in and for the State of Washington, do hereby certify that the foregoing is a true and correct copy of the original thereof as the same appears to me. WITNESSED BY ME, the undersigned, on this 11th day of May, 1911, at Spokane, Washington.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 11th day of May, 1911.

*[Signature]*  
Notary Public in and for the State  
of Washington, residing at Spokane.