



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

**GEM STATE LUMBER, 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: March 22, 1990



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Elizabeth Sabala*

ARTICLES OF INCORPORATION  
OF  
GEM STATE LUMBER, INC.

RECEIVED  
SEC. OF STATE

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WE, the undersigned, all of whom are of full age and citizens of the United States of America, do hereby voluntarily associate ourselves for the purpose of forming a private corporation under the laws of the State of Idaho; and we hereby set forth, declare, certify and adopt the following Articles of Incorporation:

ARTICLE I. The name of the corporation is GEM STATE LUMBER, INC.

ARTICLE II. The purposes specified herein shall be construed both as purposes and as powers, and shall be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this or any other article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another, although it be of like nature not expressed; NOW, THEREFORE, the object, business and purposes of this corporation shall be as follows, to-wit:

To sell, improve, manage, develop, lease mortgage, dispose of, or otherwise turn to account or deal with all or any part of the property that the corporation may acquire;

To acquire, own, rent, buy and sell such real and personal property, vehicles, equipment, machinery and all other facilities deemed necessary and expedient for the conduct of the business of the corporation;

To borrow money, and to make and issue notes, bond, debentures, obligations, and evidence of indebtedness of all kinds, whether secured by mortgage, pledge, or otherwise, and to secure the same by mortgage, pledge, or otherwise, and generally to make and perform agreements and contracts of every kind and description.

To engage in any lawful business in any lawful manner in any place in the State of Idaho of the United States of America, or any place or country in the world, whenever desired and upon compliance and in accordance with and pursuant to applicable laws, rules, statutes and regulations.

To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things incidental to or appurtenant to or growing out of or connected with the aforesaid objects or purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

To transact any and all lawful business for which a corporation may be incorporated under the "Idaho Business Corporation Act; as the same is now and as the same may hereafter be amended.

ARTICLE III. The duration of the corporation is perpetual in existence.

ARTICLE IV. The initial registered agent is Richard A. Hitchcock, and the address of said agent, and the initial registered office of the corporation is P.O. Box 379, Juliaetta, Idaho 83535.

ARTICLE V. The total authorized number of par value shares is Five Thousand (5,000) with a par value of TEN (\$10.00) DOLLARS per share. The aggregate par value of the total authorized number of par value shares is Fifty Thousand (\$50,000.00) Dollars.

ARTICLE VI. The stock of the corporation consists of Five Thousand (5,000) shares of common stock, all of the same class with a par value of TEN (\$10.00) DOLLARS per share. At all meetings of the stockholders and at all elections of directors, every stockholder of record shall be entitled to one (1) vote for each share of stock standing in his name on the books of the corporation.

ARTICLE VII. The names and post office addresses of each of the incorporators and the number of shares for which each subscribed are as follows:

NAME	ADDRESS	NUMBER OF SHARES	AGGREGATE PAR VALUE
Richard A. Hitchcock	P.O. Box 346 Juliaetta, Id.	One (1)	\$10.00
Tamara A. Hitchcock	P.O. Box 346 Juliaetta, Id.	One (1)	\$10.00
Richard M. Hitchcock	P.O. Box 2794 Yakima, Wn. 98907	One (1)	\$10.00
Dixie L. Hitchcock	P.O. Box 2794 Yakima, Wn. 98907	One (1)	\$10.00

ARTICLE VIII. The number of directors constituting the initial board of directors shall be three (3), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualify are as follows:

Richard M. Hitchcock  
P. O. Box 2794  
Yakima, Washington 98907

Richard A. Hitchcock  
P. O. Box 346  
Juliaetta, Idaho 83535

Dixie L. Hitchcock  
P. O. Box 2794  
Yakima, Washington 98907

ARTICLE IX. Only stockholders shall be eligible and qualify for the Board of Directors.

ARTICLE X. The holders of stock of this corporation shall not be held individually responsible as such stockholders for any debts, contracts, liabilities or engagements of the corporation, and shall not be liable for assessments to restore impairments in the capital of the corporation, nor shall such stock be liable to assessment for any purpose.

ARTICLE XI. Unless otherwise determined by the Board of Directors, no holder of stock of the corporation shall be entitled as such, as a matter of right, to purchase or subscribe for any stock of any class which the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes and whether out of unissued shares authorized by the certificate of incorporation of the corporation as originally filed or by any amendment thereof or out of shares

of stock of the corporation acquired by it after the issue thereof, and whether issued for cash, labor done, personal property, or real property, or leases thereof, nor shall he be entitled to any right of subscription to any thereof, nor, unless otherwise determined by the Board of Directors, shall any holder of any shares of the capital stock of the corporation be entitled as such, as a matter of right, to purchase or subscribe for any obligation which the corporation may issue or sell that shall be convertible into or exchangeable for any shares of the stock of the corporation of any class or classes, or to which shall be attached or appurtenant any warrant or warrants or other instrument or instruments that shall confer upon the holder or holders of such obligation the right to subscribe for or purchase from, the corporation any shares of its capital stock of any class or classes.

IN WITNESS WHEREOF we, the undersigned, being each of the original subscribers to the capital stock hereinbefore named, and being all of the incorporators hereinabove named, for the purpose of forming a corporation to do business within and without the State of Idaho, and in pursuance of the Business Corporation Act of the State of Idaho, being Chapter 1 of Title 30 of the Idaho Code, and the acts amendatory thereof and supplemental thereto, do make and file these articles, hereby declaring and certifying that the facts hereinabove stated are true, and do respectively agree to take the number of shares of stock hereinabove set forth, and accordingly have hereunto set our hands and seals this 13<sup>th</sup> day of MARCH, 1990.

Richard A. Hitchcock  
Richard A. Hitchcock

Richard M. Hitchcock  
Richard M. Hitchcock

Dixie L. Hitchcock  
Dixie L. Hitchcock

Tamara A. Hitchcock  
Tamara A. Hitchcock

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STATE OF IDAHO                    )  
  )   ss.  
County of LATAH                    )

On this 13<sup>th</sup> day of MARCH, 1990, before me, the undersigned, a Notary Public in and for said State, personally appeared RICHARD A. HITCHCOCK and TAMARA A. HITCHCOCK, his wife, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

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

Lillian Lowmston  
Notary Public in and for the State of  
Idaho, residing at LEWISTON  
My Commission Expires: 9/21/93

STATE OF WASHINGTON            )  
  )   ss.  
County of YAKIMA                    )

On this 13 day of MARCH, 1990, before me, the undersigned, a Notary Public in and for said State, personally appeared RICHARD M. HITCHCOCK and DIXIE L. HITCHCOCK, his wife, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

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

Michael D. Lawrence  
Notary Public in and for the State of  
Washington, residing at WHITE SWAN  
My Commission Expires: 5/15/92