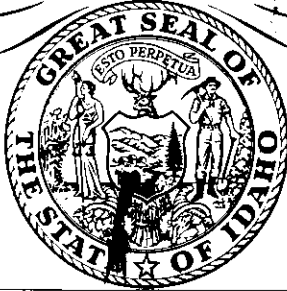


State of Idaho



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

GEM LUMBER, INC.

was filed in the office of the Secretary of State on the **First** day of **July** A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **124** 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 **Smelterville** in the County of **Shoshone.**

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 **1st** day of **July**, A.D., 19**63**.

Secretary of State.

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II.

III.

Buying, selling, dealing in, delivering and distributing building material and products and to do all things necessary pertaining to and in connection with the conduct of said business.

To purchase and sell at wholesale and retail coal, oil, wood and other fuel. And to engage in any other activities incidental to the foregoing.

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1 decorators, dealers in stone, brick, timber, hardware and other
2 building materials or requisites; to purchase for investment or
3 resale, and to sell houses, lands, real property of all kinds and
4 any interest therein, and generally to deal in, sell, lease,
5 exchange or otherwise deal in lands, buildings and any other
6 property, whether real or personal.

7 To acquire by purchase or otherwise, own, hold, buy, sell,
8 convey, lease, mortgage or encumber real estate or other property,
9 personal or mixed, and to survey, subdivide, plat, improve and
10 develop lands for purposes of sale or otherwise, and to do and
11 perform all things needful and lawful, for the development and
12 improvement of the same for residence, trade or business.

13 To enter into, make and perform contracts of every kind
14 and description with any person, firm, and association, corpora-
15 tion, municipality, county, state, body politic or government or
16 colony or dependency thereof.

17 To buy, sell, and deal in goods, wares and merchandise of
18 every class and description. To own, acquire, hold, operate, use,
19 develop, lease, sell, transfer and convey timber and timber lands,
20 and to purchase, acquire, erect, construct, maintain and operate
21 saw mills or other factories for the manufacture of lumber or
22 timber products. To borrow money, to make and issue notes, bonds,
23 debentures, obligations and evidence of indebtedness of every
24 kind without limit as to amount, and to secure the payment there-
25 of by mortgage, deed of trust, pledge or otherwise. To make,
26 enter into and perform agreements and contracts of every kind and
27 description.

28 To invest in, take over, buy, sell, pledge and exchange
29 stock, shares, bonds and securities of this or other companies,
30 whether incorporated under the laws of the several commonwealths,
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1 or under the law of any foreign country; to make advances upon,
2 hold in trust, buy and sell on commission, sell or dispose of
3 any of the investments aforesaid or to act as auditor for any of
4 the above, or like purposes. To hold, purchase or otherwise
5 acquire, to sell, assign, exchange, transfer, mortgage, pledge
6 or otherwise dispose of shares of the capital stock, bonds and
7 securities issued or created by other corporation, and while the
8 holder thereof to exercise all the rights and privileges of
9 ownership, including the right to vote thereon. To cause or
10 allow the legal title, estate and interest in any property
11 acquired, established or carried on by the company to remain or
12 to be vested, or registered in the name of, or carried on by any
13 other company or companies, foreign or domestic, formed or to be
14 formed, and either upon trust for, or as agent or nominees of
15 this company, or upon any other terms or conditions which the
16 board of directors may consider for the benefit of this company,
17 and to manage the affairs or take over and carry on the business
18 of such company or companies so formed, or to be formed, either
19 by acquiring the shares, stocks, or other securities thereof, or
20 otherwise howsoever, or to exercise all or any of the powers of
21 holders of shares, stocks or securities thereof, and to receive
22 and distribute as profits the dividends and interest on such
23 shares, stocks or securities. To guarantee the payment of
24 dividends or interest on any shares, stocks, debentures or other
25 securities issued by or any other contract, or obligation, or
26 any corporation when in the judgment of its directors the same is
27 proper or necessary for the business of the company and provided
28 the required authority be first obtained from the board of
29 directors for the purpose. To remunerate any person or persons,
30 or corporations for services rendered to, or to be rendered in
31 placing or assisting to place or guaranteeing the placing of any
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1 shares of the company's capital, or any debenture or other
2 securities of the company, or in or about the formation or pro-
3 motion of the company or the conduct of its business.

4 To do everything necessary, suitable or proper for the
5 accomplishment of any of the purposes or the exercise of any of
6 the powers hereinbefore set forth, and to do every act and thing
7 incidental to or growing out of or connected with any of the
8 aforesaid objects or purposes.

9 To conduct and carry on any and all business of the cor-
10 poration, and to exercise any and all corporate powers and rights
11 in the State of Idaho, and in the other states, territories and
12 dependencies of the United States, and in the District of
13 Columbia, and in any and all foreign countries.

14 IV.

15 The total authorized capital of this corporation is
16 \$200, 000.00, divided into 2,000 shares of the par value of
17 \$100.00 per share and said shares shall be non-assessable.

18 V.

19 That the registered office of the corporation in the
20 State of Idaho shall be Box 428, Smelterville, Shoshone County,
21 State of Idaho.

22 VI.

23 The number of directors of said corporation shall not be
24 less than Three (3) nor more than Seven (7) in number.

25 VII.

26 The amount of capital stock of said corporation which has
27 been actually subscribed is 60 shares, and the following are the
28 names of the subscribers with the number and par value of the
29 shares subscribed for by each:

	<u>Name</u>	<u>Address</u>	<u>No. Shares</u>	<u>Par Value</u>
1				
2	Marvin Renfro	Cataldo, Idaho	10	\$1000.00
3				
4	Henry Koski	Box 25, Enaville, Idaho	10	\$1000.00
5				
6	Edward Heber	504 N. 8th St. Coeur d'Alene, Idaho	10	\$1000.00
7				
8	John Luoma	P. O. Box 26 Enaville, Idaho	10	\$1000.00
9				
10	John Strobel	R.1. Box 162 Cataldo, Idaho	10	\$1000.00
11				
12	James B. Bening	Smelterville, Idaho	10	\$1000.00

11 IN WITNESS WHEREOF, we have hereunto set our hands this
 12 21st day of June, A. D., 1963.

13

14 Marvin Renfro
Marvin Renfro

15 Henry Koski
Henry Koski

16

17 Edward Heber
Edward Heber

18

19 John Luoma
John Luoma

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21 John Strobel
John Strobel

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23 James B. Bening
James B. Bening

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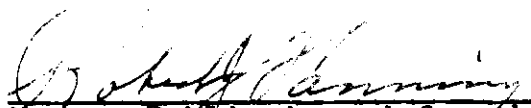
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1 STATE OF IDAHO)
2 County of Shoshone) ss.

3 On this 21st day of June, 1963, before me, the
4 undersigned, a Notary Public in and for the State of Idaho,
5 personally appeared MARVIN RENFROE, HENRY KOSKI, EDWARD HEBER,
6 JOHN LUOMA, JOHN STROBEL and JAMES B. BENING, known to me to be
7 the persons whose names are subscribed to the within instrument,
8 and acknowledged to me that they executed the same.

9 IN WITNESS WHEREOF, I have hereunto set my hand and
10 affixed my official seal the day and year in this certificate
11 first above written.
12

13 
14 Notary Public in and for the State
15 of Idaho, Residing at: Helena
16 June 25, 1964
17 (My Commission Expires:
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