

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

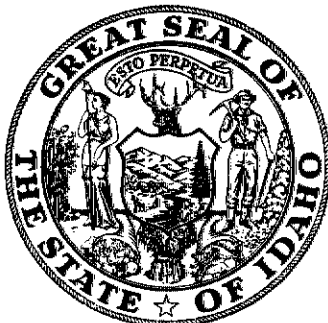
CHIPPEWA WOOD RESOURCES INC.

File number C 110569

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: May 12, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Pana Seibel*

RECEIVED
SEC. OF STATE
35 MAY 12 AM 8 50

ARTICLES OF INCORPORATION
OF
CHIPPEWA WOOD RESOURCES INC.

GUY SULLIVAN and MICHELLE WAITS, persons of the age of eighteen years or more, hereby execute the following Articles of Incorporation, in duplicate, for the purpose of forming a corporation under the Business Corporation Act of the State of Idaho.

ARTICLE I

The existence of this corporation shall be perpetual, and its name shall be Chippewa Wood Resources Inc.

ARTICLE II

The corporation is organized for the following purposes:

- (a) To acquire, develop, manufacture, sell, lease, and otherwise deal in wood products; and
- (b) To transact any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, as amended.

ARTICLE III

The aggregate number of shares which the corporation has authority to issue is 50,000 shares, the par value of each of which shares is \$1. The transfer of any shares of this corporation shall be subject to restrictions, if any contained in the corporation Bylaws or shareholder agreements.

ARTICLE IV

The address of the initial registered office of this corporation is POBox 0158, LaClede, Idaho, and the name of its initial registered agent at such address is Michelle Waits.

IDAH0 SECRETARY OF STATE
19950512 0900 88737 2
CK #: 1133 CUST# 46545

CORP

1@ 100.00= 100.00

ARTICLE V

The initial Board of Directors shall be two in number. 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:

Guy Sullivan
1115 East Columbia
Pasco, WA 99301

Michelle Waits
POBox 0158
LaClede, ID 83841

ARTICLE VI

The Board of Directors has the power to adopt, amend or repeal the Bylaws of this corporation, subject to the concurrent power of the shareholders to adopt, amend or repeal the Bylaws. Any Bylaw may be adopted, amended or reinstated by an affirmative vote of the holders of a majority of the shares entitled to vote and present, in person, or by proxy, at the next meeting of shareholders following such action without further notice than this Article.

ARTICLE VII

The name and address of the incorporators are:

Guy Sullivan
1115 East Columbia
Pasco, WA 99301

Michelle Waits
POBox 0158
LaClede, ID 83841

ARTICLE VIII

This corporation may enter into contracts and otherwise transact business as vendor, purchaser, or otherwise, with its directors, officers, and shareholders, firms and entities in which they are or may become interested as directors, officers, shareholders, members or otherwise, as freely as though such interest did not exist, except that no loan shall be made by the corporation to its officers or directors unless first approved by the holders of two-thirds of the voting shares and no loans shall be made by this corporation secured by its shares. In the absence of fraud, the fact that any directors, officer, shareholder, or any corporation, association, firm or other entity of which any director, officer or shareholder is interested, is in anyway interested in any transaction or contract shall not make the transaction or contract void or voidable, or require the directors, officer or shareholder account to this corporation for any profits therefrom if the transaction or contract is or shall be authorized, ratified, or approved by (i) vote of a majority or quorum of the Board of Directors, (ii) the written consent of the holders of a majority of the shares entitled to vote, or (iii) a general resolution approving the acts of the directors and officers adopted at a shareholders' meeting by vote of the holders of the majority of the shares entitled to vote. Nothing herein contained shall create any liability in the events described or prevent the authorization, ratification, or approval of such transactions or contracts in any other manner.

ARTICLE IX

This corporation has the power to indemnify, and to purchase and maintain insurance for, its directors, officers trustees, employees, and other persons and agents in connection with service for, employment by, or other affiliation with this corporation or other firms or entities to the maximum extent and under all circumstances permitted by law.

ARTICLE X

At each election for directors every shareholder entitled to vote at such election shall have the right to vote in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected, or to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principal among any number of such candidates.

ARTICLE XI

This corporation shall have the right to purchase its own shares to the extent of unreserved and unrestricted capital surplus available. This corporation may, from time to time, by action of its Board of Directors, distribute to its shareholders out of capital surplus of the corporation, a portion of its assets in cash or property.

Executed in duplicate this 8 day of May,
1995.


Guy Sullivan, Incorporator


Michelle Waits, Incorporator

STATE OF ^{Wash}IDAHO }
COUNTY OF ^{Benton}BONNER : Ss.

On this day personally appeared before me Guy Sullivan ,
to me known to be the individual described and who executed
the within and foregoing Articles of Incorporation in duplicate
form, and acknowledged that he signed the same as his free and
voluntary act and deed, for the uses and purposes therein
mentioned.

GIVEN under my hand and official seal this 2 day of
May, 1995.

Nicholas W. Benson
Notary Public in and for the
State of Washington, residing
at

Kenneth

STATE OF IDAHO }
 : Ss.
COUNTY OF BONNER}

On this day personally appeared before me Michelle Waits
to me known to be the individual described and who executed the
within and foregoing Articles of Incorporation in duplicate form,
and acknowledged that she signed the same as her free and
voluntary act and deed, for the uses and purposes therein
mentioned.

GIVEN under my hand and official seal this 8th day of
May, 1995.

C. Schopf
Notary Public in and for the
State of Idaho, residing at
Lacrosse