

FILED EFFECTIVE

MAY 13 AM 9:00

ARTICLES OF INCORPORATION
OF

STATE
OF IDAHO

VALLEY WOODWORKING ASSOCIATES, INC.

The undersigned, RAYMOND P. WAY, SHARON WAY and ALLON C. SIMER, citizens of the United States of America, of the age of majority, do hereby associate themselves together for the purpose of forming a corporation under the laws of the State of Idaho, and to that end do hereby adopt and execute the following Articles of Incorporation, and do hereby certify and declare:

I

The name of said corporation shall be VALLEY WOODWORKING ASSOCIATES, INC.

II

The corporation is formed for the following purposes:

A. Custom woodworking and finishing, and all related work;

B. To receive, acquire, hold, purchase, dispose of, convey, mortgage and/or lease, real and personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the corporation, other than its franchise as a corporation; to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, pledge and/or otherwise dispose of or deal in shares, bonds, securities, and debentures and other evidence of indebtedness of its own and other corporations, domestic or foreign; to pledge, mortgage and otherwise encumber the assets of the corporation;

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IDAHO SECRETARY OF STATE
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C. To conduct business in this state and other states in the United States of America, to have one or more offices or places of business out of this state, and to acquire, receive, hold, purchase, lease, mortgage, dispose of and/or convey real or personal property situate of the State of Idaho;

D. To enter into, make, perform and carry out contracts of every kind and for every lawful purpose, without limit as to amount, with any person, firm, association, corporation, municipality, state or government, or any subdivision, district or department of any state, municipality or government, and to engage in association with other corporations, partnerships, associations and individuals in the joint operation of legitimate business endeavor, and to acquire, hold, and purchase the assets, franchises, permits, and good will of other operational organizations of whatever legal capacity engaged in business pursuits similar to those of this corporation;

E. To act as surety and guarantor in any and all types of engagements, including the power to execute, endorse and deliver contracts, and to guarantee the prompt and faithful performance and payments of debts, notes, agreements, contracts and undertaking of any other person, firm, partnership or corporation; and including also the power to act as an accommodation co-maker or guarantor of obligations either as a primary or secondary obligor.

F. To do any and all other such acts, things and business in any manner connected with or necessary, incidental convenient or auxiliary to any of the objects hereinbefore enumerated, or calculated, directly or indirectly, to promote the best interests of the corporation.

G. The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and the statements contained in each

clause shall be in no way limited or restricted, by reference to, or inference from, the terms of any other clause, but shall be regarded as independent purposes and powers; and no recitation, expression, or declarations of specific or special powers or purposes herein enumerated shall be deemed to be exclusive; it is hereby expressly declared that any other lawful purposes not inconsistent with these Articles are intended to, and hereby are, included as purposes and powers of this corporation.

III

The registered office of this corporation in the State of Idaho shall be located in Twin Falls, Idaho, and the Post Office address of the registered office of said corporation shall be 639 Eastland Avenue, Twin Falls, Idaho, 83301. The initial registered agent shall be RAYMOND P. WAY.

IV

Subject to dissolution in the manner provided by law, the duration of this corporation shall be perpetual.

V

The corporation shall be governed by a Board of Directors. The number of the members of the Board shall be fixed by the By-laws of the corporation, except that such number shall be not less than two (2) nor more than five (5). The qualifications, duties, powers, limitations, and other factors relevant to the functioning of the Board of Directors shall be set out in the By-Laws of this corporation, subject to the laws of the State of Idaho.

VI

The Board of Directors of this corporation shall have the power to repeal and amend the By-Laws of this corporation, and shall have the power to adopt new

By-Laws; this power may be exercised by the Board of Directors through a majority vote of that Board. By-Laws so repealed, amended or adopted by the Board of Directors, subject to these Articles and the By-Laws of the corporation, shall be subject to re-enactment, amendment or repeal by the shareholders of this corporation at their regular meetings or at any meeting specially called for that purpose. A majority of the shareholders of the corporation may exercise the powers of re-enactment, amendment, or repeal heretofore set out. The By-Laws of this corporation shall regulate the manner of voting for this and other governing actions of the corporation.

VII

The amount of authorized stock of the corporation shall be ONE THOUSAND (1,000) shares of common, voting stock with no par value. None of the stock shall be preferred and none of it is restricted.

VIII

The names and post office address of each of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
RAYMOND P. WAY	245 Orchard Avenue Eden, Idaho 83325
SHARON WAY	245 Orchard Avenue Eden, Idaho 83325
ALLON C. SIMER	355 Highland Avenue Twin Falls, Idaho 83301

