

Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

QB CORPORATION

was filed in the office of the Secretary of State on **April 8th**, 19 **77**

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 **Salmon** in the county of **Lemhi**

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 **8th** day of **April**, A.D., 19**77**

Pete T. Cenarrusa

Secretary of State.

Corporation Clerk

ARTICLES OF INCORPORATION

OF

QB CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That we, G. HOLTON QUINN, C. J. BANTA and ELLAGENE BANTA, all persons of full age and citizens of the United State of America, do hereby as incorporators thereof, form a corporation under the provisions of the laws of the State of Idaho, and we do hereby adopt Articles of Incorporation of such corporation as follows:

ARTICLE I

That the name of said corporation is:

QB CORPORATION

ARTICLE II

That the purposes for which said corporation is formed are as follows:

To engage in the general lumber business, including timber, milling, beams, and allied interests, together with the building of logging roads and other things necessary in the full and complete operation thereof; to engage in a general lumber, beam, timber, kiln drying, milling, construction materials, and merchandise business; to manufacture, purchase, or otherwise acquire, sell, or otherwise dispose of logs, lumber, beams, wood products in a processed or

unprocessed state, and by-products of wood or of said manufacturing operations, and building and construction supplies and merchandise, either at wholesale or retail; to engage in the business of hauling and transporting logs, timber, lumber, beams, lumber products, and other freight, goods, wares, and merchandise, by means of trucks, and other forms of transportation, over public or private highways, or roads; and to do such other things as are incidental, or necessary, to the carrying on of such business.

To purchase, locate, lease or otherwise acquire, logs, timber, timber rights, and lands and any interest therein, and explore, work, exercise, develop, and turn to account the same; to sever, transport, manufacture, refine, dress, amalgamate and prepare for market, logs, timber and wood substances of all kinds, and to carry on any other operations or business which may seem necessary, convenient, or incidental to any objects of the company; to buy, sell, manufacture, and deal in timber, plants, machinery, implements, conveniences, provisions, and things capable of being used in connection with the operations of this corporation, or required by workmen or others employed by the company.

To acquire, hold, possess, and own patents, improvements, and franchises, or to acquire licenses under such patents for the manufacture and sale of any and all machinery or improvements thereon or articles of any nature, and to beneficially use rights under such patents by vending said patents or rights or licenses thereunder;

To acquire, own, hold, lease, build and/or erect any and all buildings, structures and plants that may be deemed suitable to the furtherance of the foregoing or for any purposes for which the corporation is formed, and to operate, manage, control, rent, sell or otherwise dispose of the same.

To borrow money for the purpose of this corporation, to issue bonds, notes and debentures and other evidence of indebtedness therefore and to secure

the same by mortgage or pledge of personal property, including the income of said corporation, or by the mortgage of real property, executed in trust or otherwise. All or any portion of the real or personal property may be so pledged, mortgaged or hypothecated.

To enter into any contract, co-operative agreement or profit sharing plan with its officers or employees that the corporation may deem advantageous or expedient, or otherwise to reward or pay such person for their services as the directors may deem fit.

To sue and be sued, appear, complain and defend in any court of law or equity, or before any board, commission or tribunal.

To have and use a corporate seal which may be altered by vote of the Board of Directors.

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 of being a corporation, and to acquire, purchase, guaranty, hold, mortgage, own, vote, sell, pledge, and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidences of indebtedness in other corporations, domestic or foreign.

To appoint such officers, employees and agents as the business of the corporation may require and to allow them compensation.

To make by-laws not inconsistent with any existing law for the management of its business and property, the regulation and conduct of its affairs, and the certification and transfer of its stock.

To issue shares and admit shareholders, and to sell their shares for the payment of assessments or installments.

To wind up and dissolve itself, or to be wound up and dissolved.

To carry on any other business, or to do anything in connection with the objects and purposes above mentioned that may be necessary or proper to accomplish successfully or promote said objects and purposes of this corporation. The foregoing clauses, by reason of specific enumeration of powers, shall not be held to restrict the power of the corporation to exercise any of the powers and authority authorized or provided for by Section 30-114, Idaho Code, as amended.

ARTICLE III

The duration of this corporation is perpetual.

ARTICLE IV

The location and post office address of the registered office of this corporation in the State of Idaho is P.O. Box 1647, Salmon, Lemhi County, Idaho 83467.

ARTICLE V

The amount of the total authorized capital stock of this corporation is 500 shares without nominal or par value, and which shall be all of the same class designated as common. Such stock may be issued from time to time without action by the stockholders, for such consideration as may be fixed by the Board of Directors, and shares so issued, the full consideration for which has been paid or delivered, shall be deemed full paid stock and the holder of such shares shall not be liable for any further payment thereon.

ARTICLE VI

That the names and post office addresses of the incorporators of said corporation and the number of shares therein subscribed by each of said incorporators are as follows:

<u>NAME:</u>	<u>POST OFFICE ADDRESS:</u>	<u>NO. OF SHARES SUBSCRIBED:</u>
G. Holton Quinn	Star Route Leadore, Idaho 83464	One (1)
C. J. Banta	P.O. Box 149 Salmon, Idaho 83467	One (1)
Ella Jean Banta	P.O. Box 149 Salmon, Idaho 83467	One (1)

ARTICLE VII

No common stock of this corporation shall be transferred on the books of the corporation to anyone not a stockholder or an heir of a stockholder, without the written consent of all common stockholders unless the common stock shall first be offered for sale to the corporation and secondly to each of the other common stockholders of this corporation at a price to be determined by the rules and procedures outlined in the by-laws of this corporation. The by-laws of this corporation shall further prescribe the rules and regulations as to the formalities and procedures to be followed in effecting the transfer of common stock to anyone other than the common stockholder.

ARTICLE VIII

No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in any

contract or transaction of the corporation, and any director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this company which shall authorize such contract or transaction, and may vote thereon to authorize such contract or transaction with like force and effect as if he were not such director or officer of such other corporation and not so interested.

ARTICLE IX

The corporation may enter into voting trusts as allowed by applicable statutes, and said corporation may enter into deferred compensation plans to include profit and sharing plans with its employees and may further exercise its right to qualify as a small business corporation under the applicable sections of the Internal Revenue Code of the United States.

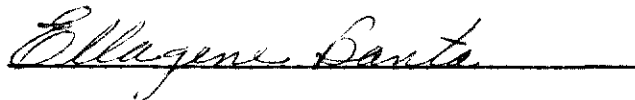
ARTICLE X

The method and manner of holding directors' meetings and stockholders' meetings, and the authority and duties of each of the officers of the corporation, and all other matters for management and control of the corporation shall be determined by the by-laws of this corporation and the laws of the State of Idaho.

IN WITNESS WHEREOF, we have hereunto set our hands this 20th day of MARCH, 1977.







STATE OF IDAHO)
)
COUNTY OF LEMHI) SS

On this 28th day of March, 1977, before me, the undersigned, a Notary Public in and for said County and State, personally appeared G. HOLTON QUINN, C. J. BANTA and ELLAGENE BANTA, known to me to be the persons whose names are subscribed to the foregoing 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.

Gordon P. Smith
Notary Public for Idaho
Residing at Salmon, Idaho
My Commission Expires: 10-80