

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

NORTHWOOD PRODUCTS, 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: July 6, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Sandra M. ...*

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ARTICLES OF INCORPORATION
OF
NORTHWOOD PRODUCTS, INC.

The undersigned, acting as an incorporator of a Corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is **NORTHWOOD PRODUCTS, INC.**

ARTICLE II

PURPOSE

The purpose or purposes for which the Corporation is organized are to transact all lawful business for which corporations may be organized under the Business Corporation Act of the State of Idaho.

ARTICLE III

DURATION

The Corporation shall have perpetual existence.

ARTICLE IV

SHARES

The total authorized stock of the Corporation is 1,000,000 shares of common stock, having no par value.

ARTICLE V

NON-CUMMULATIVE VOTING AS TO THE ELECTION OF A

BOARD OF DIRECTORS

The stockholders shall not have the right of cummulative voting as provided by Idaho Code §30-1-33(d). Rather, at each election for Directors every shareholder shall only be entitled to vote the total number of shares owned by him, regardless of the number of Directors being elected. A shareholder shall not have the right to accumulate his votes by giving one candidate as many votes as the number of such Directors multiplied by the number of his shares, or by distributing his votes on the same principal among any number of the candidates.

ARTICLE VI

PREEMPTIVE RIGHTS

The shareholders of the Corporation shall have no preemptive right, by virtue of Idaho Code §30-1-26, to buy, purchase or acquire stock issued or to be issued by the corporation.

ARTICLE VII

REGISTERED OFFICE

The address of the initial registered office is North 55 Cedar Street, Post Falls, Idaho 83854. The initial registered agent is HENRY W. SCHMIDT, JR.

ARTICLE VIII

DIRECTORS

The initial Board of Directors shall consist of three directors, and the names and addresses of the persons who shall serve as directors until the first annual meeting of stockholders or until their successors can be elected and qualified are:

<u>Name</u>	<u>Address</u>
JAMES D. HUBER	7100 Roosevelt Way, Northeast Seattle, Washington 98115
HENRY W. SCHMIDT, JR.	North 55 Cedar Street Post Falls, Idaho 83854
GERALD N. ALDRICH	810 240th Street, S.E. Bothell, Washington 98021

ARTICLE IX

BYLAWS

The initial Bylaws of the Corporation shall be adopted by the board of directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws, subject to repeal or change by action of the stockholders, shall be vested in the board of directors. The Bylaws may contain

any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

ARTICLE X

INDEMNIFICATION OF DIRECTORS,
OFFICERS, EMPLOYEES AND AGENTS

The Corporation shall have the right to enter into such agreements and arrangements with its directors, officers, employees and agents to provide for their indemnification while acting for and on behalf of the Corporation, pursuant to Idaho Code §30-1-5.


ARTICLE XI

INCORPORATOR

The names and business addresses of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
JAMES D. HUBER	7100 Roosevelt Way, Northeast Seattle, Washington 98115


IN WITNESS WHEREOF, the undersigned incorporator of the above-named Corporation, has hereunto signed these Articles of Incorporation on this 1ST day of July, 1987.


JAMES D. HUBER

STATE OF IDAHO)
)ss.
County of Kootenai)

On this 1st day of July, 1987, before me, the undersigned Notary Public, personally appeared JAMES D. HUBER known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

(SEAL)


Notary Public for Idaho
Residing at Coeur d'Alene
My Commission Exp. 12-12-92