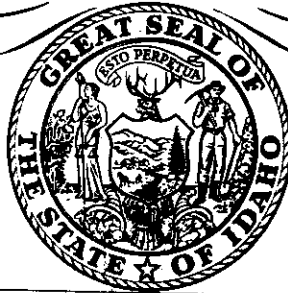


State of Idaho



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

CITIZENS LUMBER CO., INC.

was filed in the office of the Secretary of State on the **Third** day of **July,** A.D. One Thousand Nine Hundred **Sixty-one** and duly recorded on Film No. **114** 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

Emmett

in the County of

Con

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 **3rd** day of **July**, A.D., 19 **61**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
CITIZENS LUMBER CO., INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being all natural persons of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general laws of the State of Idaho, do hereby associate ourselves together for that purpose and execute, acknowledge, adopt and file the following Articles of Incorporation:

ARTICLE I

The name of this Corporation shall be: "CITIZENS LUMBER CO., INC."

ARTICLE II

The general objects and purposes of this Corporation are:

- A. To purchase and resell lumber, hardware, appliances, plumbing, electric supplies and fixtures and building supplies;
- B. To engage in building and other construction work and to install, furnish, service and repair plumbing, electric supplies, appliances, fixtures, hardware and building supplies;
- C. To obtain and enjoy licenses, dealerships and franchises for any related products and services;
- D. To act as and perform the duties of a broker, factor and/or commission merchant in the acquisition and sale of lumber, hardware, appliances, fixtures, equipment and supplies for building, plumbing and electrical work, and to finance and/or arrange for financing such acquisition and sale.
- E. To loan money and extend credit and to take in return therefore notes, bonds or other evidence of indebtedness, together with conditional sales contracts, mortgages, trust deeds or pledges to secure payment of the same;

F. To borrow money and to secure the repayment of the same by the execution of appropriate instruments of security, including pledges, mortgages and trust deeds upon any or all of its real or personal property; to sell and convey all or any of its corporate property whether real or personal, giving to the purchaser thereof as full and complete title as may be possessed by the Corporation;

G. To purchase, construct, own, rent, use and operate hardware, plumbing, electrical and building supply businesses, equipment and property, and to sell, lease, exchange or otherwise dispose of the same;

H. To engage in any business or activity related to those described above and to do such other acts and deeds as may be necessary or expedient to carry out such purposes to the same extent and as fully as natural persons might do in any State wherein this Corporation may afterward qualify to do business, and generally to do and perform other or additional business or activity as may, from time to time, be authorized or approved by the Board of Directors of this Corporation;

I. To act as a partner or a joint venture in any transaction;

J. To repurchase and retire its own issued stock when the same is offered for sale by any owner thereof.

K. To have and exercise all other rights and powers from time to time granted to a corporation by law which are not inconsistent with the general purposes of this Corporation.

ARTICLE III

The location and post office address of its registered office in this state shall be Emmett, Gem County, Idaho, but there may be such other subordinate and branch offices hereafter established, either within or without the State of Idaho, as the Board of Directors of this Corporation may determine.

ARTICLE IV

This Corporation is to have perpetual existence.

ARTICLE V

The total number of shares which this Corporation is authorized to issue is 1,000 shares of the same class of common non-assessable stock. The aggregate par value of said shares is \$100,000.00, and the par value of each share is \$100.00. All certificates of stock of this Corporation shall have printed thereon the following words: "This stock is fully paid up and is non-assessable."

ARTICLE VI

The names and post office addresses of the incorporators, and the number of shares subscribed by each are as follows:

<u>Name</u>	<u>Post Office Address</u>	<u>Number of Shares</u>
NORMAN O. FLIEGEL	EMMETT, IDAHO	1
HAROLD D. WHITE	EMMETT, IDAHO	1
FLOYD THOMAS	EMMETT, IDAHO	1

ARTICLE VII

The government and management of the business of this Corporation shall be vested in a Board of three (3) Directors, who need not be shareholders of this Corporation. Norman O. Fliegel, Harold D. White and Floyd Thomas shall constitute the first Board of Directors and they shall hold office until their successors are elected and qualified. The number of Directors may be increased or decreased from time to time as provided by the By-Laws: Provided, However, that the number of Directors constituting the Board shall not be less than three or more than five.

ARTICLE VIII

The power to repeal and amend the By-Laws and adopt new By-Laws is hereby conferred upon the Directors, as well as upon the shareholders, to be exercised by a two-thirds vote of the Directors or of the allotted shares as the case may be.

IN WITNESS WHEREOF, We have hereunto set our hands and seals on this

26th day of June, 1961.

Norman O. Fliegel (SEAL)
Floyd L. Thomas (SEAL)
Harold D. White (SEAL)

STATE OF IDAHO)
 : ss.
County of Gem)

On this 26th day of June, 1961, before me, the undersigned, a Notary Public for Idaho, personally appeared NORMAN O. FLIEGEL, HAROLD D. WHITE and FLOYD THOMAS, known to me to be the persons whose names are subscribed to the within 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 above written.

My Commission Expires April 9, 1963

Mary E. Irving
Notary Public for Idaho, residing at
Emmett, Idaho.