

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho

Pursuant to Idaho Code, the undersigned hereby applies for a Certificate of Authority to do business in your State, and for the following statement:

1. The name of the corporation is SECRETARY OF STATE HOMESTEAD LOG CO. SECRETARY OF STATE
2. *The name which it shall use in Idaho is HOMESTEAD LOG CO.
3. It is incorporated under the laws of IOWA
4. The date of its incorporation is April 5, 1978 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is RR #2, Creston, Iowa 50801
6. The address of its proposed registered office in Idaho is Industrial Park River Road Hwy 95 P.O. Box 161 Payette, Idaho 83661, and the name of its proposed registered agent in Idaho at that address is Jeff Williams
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: Building of log homes, saw mill operation, sale of lumber & logs and related lumber business.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Donald J. Leith</u>	<u>President</u>	<u>RR #2, Creston, Iowa 50801</u>
<u>Keith Hughes</u>	<u>V. President</u>	<u>P.O. Box 161 Payette, Idaho 83661</u>
<u>Sharlene L. Leith</u>	<u>Secretary</u>	<u>RR #2 Creston, Iowa 50801</u>
<u>Donald J. Leith</u>	<u>Treasurer</u>	<u>RR #2 Creston, Iowa 50801</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>1,000,000</u>	<u>Common</u>	<u>\$1.00 par value per share</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>1,000</u>	<u>Common</u>	

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated September 16, 19 80.

By Donald J. Leith

Its _____ President

and Sharlene L. Leith

Its _____ Secretary

STATE OF IOWA)
COUNTY OF UNION) ss:

I, Nancy L. Wimmer, a notary public, do hereby certify that on this 16 day of September, 19 80, personally appeared before me Donald J. Leith and Sharlene L. Leith, who being by me first duly sworn, declared that they are President and Secretary respectively of Hornestead Log Co.

that they signed the foregoing document as President and Secretary of the corporation and that the statements therein contained are true.



Nancy L. Wimmer
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

850
INDEXED
FILED
MAILED

A 59100

OCT 22 8 35 AM '80

SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

HOMESTEAD LOG CO.

INST. NO. 55318
POLK COUNTY, IOWA
FILED FOR RECORD

APR 26 1978

AT 942
CATHLEEN SHOSTINE, Recorder
By *[Signature]* Deputy

The undersigned person, acting as incorporator of a corporation organized under the Iowa Business Corporation Act, Chapter 496A of the 1977 Code of Iowa, and all acts amendatory thereof or supplemental thereto, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is Homestead Log Co.

ARTICLE II

The corporation shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which corporations may be organized under the Iowa Business Corporation Act.

ARTICLE III

The corporation's existence shall begin on the date of filing of these Articles with the Iowa Secretary of State, and shall be perpetual in duration.

ARTICLE IV

Section 1. The aggregate number of shares which the corporation shall have authority to issue is 1,000,000 shares of common stock of a par value of \$1.00 per share.

Section 2. No shareholder shall have any pre-emptive right to acquire unissued shares of the corporation.

Section 3. The Bylaws may contain provisions restricting the transfer of the stock of the corporation. No shareholder shall sell, assign, transfer, dispose of or encumber any shares of stock in violation of any condition stated in the Bylaws.

Section 4. The corporation shall have a first lien upon the shares of any stockholder for any debt or liability owing by such stockholder to the corporation.

ARTICLE V

The address of the initial registered office of the corporation in the State of Iowa is 1200 Register and Tribune Building, Des Moines, Polk County, Iowa 50309 and the name of its initial registered agent at such address is John V. Donnelly.

ARTICLE VI

The number of directors constituting the initial board of directors is two and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Roy R. Moore, Jr.	6199 North 20th St. Phoenix, Arizona
Donald J. Leith	R. R. #2 Creston, Iowa 50801

After the initial board of directors, the board shall consist of such number of directors as shall be fixed by the Bylaws of the corporation.

Each director shall hold office for the term for which he is elected and until his successor shall have been elected and qualified, unless removed from office by a majority vote of the shareholders represented at a special meeting of shareholders properly called and held in accordance with the Articles and Bylaws of the corporation.

ARTICLE VII

The officers of the corporation shall consist of a president, one or more vice presidents, a secretary, a treasurer, and such assistant officers as shall be named by the board of directors. The initial officers of the corporation, who shall serve as such until the first meeting of the board of directors or until their successors are elected and shall qualify are:

<u>Office</u>	<u>Name</u>
President	Donald J. Leith
Vice President	Roy R. Moore, Jr.
Secretary	Sharlene L. Leith
Treasurer	Donald J. Leith
Assistant Treasurer	Roy R. Moore, Jr.

ARTICLE VIII

No contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in, or is a director or officer, or are directors or officers of such other corporation, and any director or directors, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of this corporation or in which this corporation is interested; and no contract, act, or transaction of this corporation with any person or persons, firm, or association, shall be affected or invalidated by the fact that any director or directors of this corporation is a party, or are parties to, or interested in, such contract, act, or transaction, or in any way connected with such person or persons, firm or association and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist contracting with the corporation for the benefit of himself or any firm or corporation in which he may be in any wise interested.

ARTICLE IX

The corporation shall indemnify each present and future director and officer of the corporation against, and each such director and officer shall be entitled without further act on his part to indemnity from the corporation for, all expenses (including the amount of judgments and the amount of reasonable settlements made with a view to the curtailment of costs of litigation, other than amounts paid to corporation itself) reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved by reason of his being or having been a director or officer of the corporation or of any company or corporation which he serves as a director or officer at the request of the corporation, whether or not he continues to be such director or officer at the time of incurring such expenses; provided, however, that such indemnity shall not include any expenses incurred by any such director or officer (a) in respect of matters as to which he shall be finally adjudged in any such action, suit, or proceeding to have been derelict in the performance of his duty as such director or officer, or (b) in respect of any matter in which any settlement is effected, to an amount in excess of the amount of expenses which might reasonably have been incurred by such director or officer in conducting such litigation to a final conclusion; provided, further, that in no event shall anything herein contained be so construed as to protect, or to authorize the corporation to indemnify, such director or officer against any liability to the corporation or to its security holders to

which he would otherwise be subject by reason of his willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office as such director or officer. The foregoing right of indemnification shall inure to the benefit of the heirs, executors, or administrators of each such director or officer and shall be in addition to all other rights to which such director or officer may be entitled as a matter of law.

ARTICLE X

The name and address of the incorporator is John V. Donnelly, 1200 Register and Tribune Building, Des Moines, Polk County, Iowa.

ARTICLE XI

All conveyances and mortgages of and leases relating to real property made by the corporation shall be executed by the President or a Vice President and shall be countersigned or attested by the Secretary or an Assistant Secretary, and all releases of mortgages, liens, judgments, or other claims that are required by law to be made of record may be executed by any officer of the corporation. This corporation shall not have a corporate seal.

Dated March 27, 1978.

OFFICE OF THE SECRETARY OF STATE
Des Moines, Iowa

This document is recorded in Book P 33 Page 534
Filed By Substantial and Wm. H. Brown
Filing Fee 2.00 Recording Fee 2.00

John V. Donnelly
John V. Donnelly
INCORPORATOR

STATE OF IOWA :
COUNTY OF POLK : SS.

April 5, 1978
Receipt No. 57309
Des Moines, Iowa
Secretary of State

On this 27th day of MARCH, 1978, before me, personally appeared John V. Donnelly, to me known to be the identical person named in and who executed the foregoing Articles of Incorporation, and acknowledged that he executed the same as his voluntary act and deed.



Kathy L. Ruble
Kathy L. Ruble Notary Public in
and for the State of Iowa

IOWA

Nº 94159

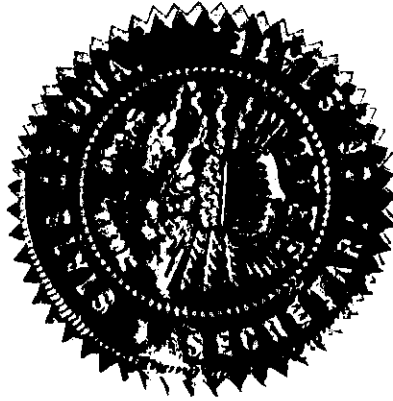
SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

April 5, 19 78

HOMESTEAD LOG CO.
Des Moines, Iowa 50309

has filed articles of incorporation in this office and is hereby authorized to transact business as a
corporation from April 5, 19 78, perpetually, under the
provisions of Chapter 496A, 1977 Code of Iowa.



Fees Paid:

Filing . . . \$ 20.00

Recording \$ 2.00

[Signature]

SECRETARY OF STATE

BY

DEPUTY

Oct 8 8 48 AM '80

830
marked

A 59100

ARTICLES OF INCORPORATION
OF
HOMESTEAD LOG CO.

55318
INST. NO. 55318
POLK COUNTY, IOWA
FILED FOR RECORD
APR 26 1978
A.M.
P.M.
KATHLEEN SHASTINE, Recorder
By [Signature] Deputy

The undersigned person, acting as incorporator of a corporation organized under the Iowa Business Corporation Act, Chapter 496A of the 1977 Code of Iowa, and all acts amendatory thereof or supplemental thereto, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is Homestead Log Co.

ARTICLE II

The corporation shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which corporations may be organized under the Iowa Business Corporation Act.

ARTICLE III

The corporation's existence shall begin on the date of filing of these Articles with the Iowa Secretary of State, and shall be perpetual in duration.

ARTICLE IV

Section 1. The aggregate number of shares which the corporation shall have authority to issue is 1,000,000 shares of common stock of a par value of \$1.00 per share.

Section 2. No shareholder shall have any pre-emptive right to acquire unissued shares of the corporation.

Section 3. The Bylaws may contain provisions restricting the transfer of the stock of the corporation. No shareholder shall sell, assign, transfer, dispose of or encumber any shares of stock in violation of any condition stated in the Bylaws.

Section 4. The corporation shall have a first lien upon the shares of any stockholder for any debt or liability owing by such stockholder to the corporation.

ARTICLE V

The address of the initial registered office of the corporation in the State of Iowa is 1200 Register and Tribune Building, Des Moines, Polk County, Iowa 50309 and the name of its initial registered agent at such address is John V. Donnelly.

ARTICLE VI

The number of directors constituting the initial board of directors is two and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Roy R. Moore, Jr.	6199 North 20th St. Phoenix, Arizona
Donald J. Leith	R. R. #2 Creston, Iowa 50801

After the initial board of directors, the board shall consist of such number of directors as shall be fixed by the Bylaws of the corporation.

Each director shall hold office for the term for which he is elected and until his successor shall have been elected and qualified, unless removed from office by a majority vote of the shareholders represented at a special meeting of shareholders properly called and held in accordance with the Articles and Bylaws of the corporation.

ARTICLE VII

The officers of the corporation shall consist of a president, one or more vice presidents, a secretary, a treasurer, and such assistant officers as shall be named by the board of directors. The initial officers of the corporation, who shall serve as such until the first meeting of the board of directors or until their successors are elected and shall qualify are:

<u>Office</u>	<u>Name</u>
President	Donald J. Leith
Vice President	Roy R. Moore, Jr.
Secretary	Sharlene L. Leith
Treasurer	Donald J. Leith
Assistant Treasurer	Roy R. Moore, Jr.

ARTICLE VIII

No contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in, or is a director or officer, or are directors or officers of such other corporation, and any director or directors, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of this corporation or in which this corporation is interested; and no contract, act, or transaction of this corporation with any person or persons, firm, or association, shall be affected or invalidated by the fact that any director or directors of this corporation is a party, or are parties to, or interested in, such contract, act, or transaction, or in any way connected with such person or persons, firm or association and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist contracting with the corporation for the benefit of himself or any firm or corporation in which he may be in any wise interested.

ARTICLE IX

The corporation shall indemnify each present and future director and officer of the corporation against, and each such director and officer shall be entitled without further act on his part to indemnity from the corporation for, all expenses (including the amount of judgments and the amount of reasonable settlements made with a view to the curtailment of costs of litigation, other than amounts paid to corporation itself) reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved by reason of his being or having been a director or officer of the corporation or of any company or corporation which he serves as a director or officer at the request of the corporation, whether or not he continues to be such director or officer at the time of incurring such expenses; provided, however, that such indemnity shall not include any expenses incurred by any such director or officer (a) in respect of matters as to which he shall be finally adjudged in any such action, suit, or proceeding to have been derelict in the performance of his duty as such director or officer, or (b) in respect of any matter in which any settlement is effected, to an amount in excess of the amount of expenses which might reasonably have been incurred by such director or officer in conducting such litigation to a final conclusion; provided, further, that in no event shall anything herein contained be so construed as to protect, or to authorize the corporation to indemnify, such director or officer against any liability to the corporation or to its security holders to

which he would otherwise be subject by reason of his willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office as such director or officer. The foregoing right of indemnification shall inure to the benefit of the heirs, executors, or administrators of each such director or officer and shall be in addition to all other rights to which such director or officer may be entitled as a matter of law.

ARTICLE X

The name and address of the incorporator is John V. Donnelly, 1200 Register and Tribune Building, Des Moines, Polk County, Iowa.

ARTICLE XI

All conveyances and mortgages of and leases relating to real property made by the corporation shall be executed by the President or a Vice President and shall be countersigned or attested by the Secretary or an Assistant Secretary, and all releases of mortgages, liens, judgments, or other claims that are required by law to be made of record may be executed by any officer of the corporation. This corporation shall not have a corporate seal.

Dated March 27, 1978.

OFFICE OF THE SECRETARY OF STATE
Des Moines, Iowa

John V. Donnelly
John V. Donnelly
INCORPORATOR

April 5, 1978

STATE OF IOWA :
COUNTY OF POLK : SS.

Perpetual
Filed By: *Subst. Brown*
Filing Fee: *20.00*

Record No. *94159*
Receipt No. *57309*

On this 27th day of MARCH, 1978, before me, personally appeared John V. Donnelly, to me known to be the identical person named in and who executed the foregoing Articles of Incorporation, and acknowledged that he executed the same as his voluntary act and deed.



Kathy L. Ruble
Kathy L. Ruble Notary Public in
and for the State of Iowa

STATE OF IOWA


NO. 42145

SECRETARY

OFFICE OF THE SECRETARY OF STATE

To All To Whom These Presents Shall Come, Greeting:

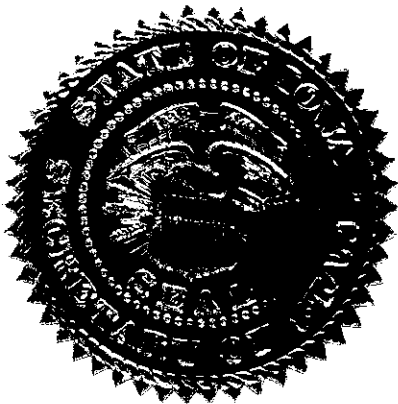
MARY JANE ODELL

I,  Secretary of State of the State of Iowa, do hereby certify that the following and hereto attached is a true copy of _____
Articles of Incorporation of HOMESTEAD LOG CO.

an Iowa corporation

filed in this office on the 5th day of April 1978,

As the same appear of record in this office.



In Testimony Whereof, I have hereunto set my hand and affixed the official seal of the Secretary of State at the Capitol, in Des Moines, this 18th day of November A.D. nineteen hundred and Eighty

Mary Jane Odell

Secretary of State

Deputy