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

ST. MARIES PLYWOOD CO.

was filed in the office of the Secretary of State on the **Third** day of **January,** A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **122** 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 **St. Maries** in the County of **Benewah**

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 **January**, A.D., 19 **63**.

Secretary of State.

Domestic

ARTICLES OF INCORPORATION

of

ST. MARIES PLYWOOD CO.

We, the undersigned, natural persons of the age of 21 years or more, and citizens of the United States, acting as incorporators under the Business Corporation Act of Idaho, adopt the following Articles of Incorporation:

Article I.

The name of the corporation is

ST. MARIES PLYWOOD CO.

and its duration shall be perpetual.

Article II.

The purpose or purposes for which the corporation is organized are:

1. To manufacture, buy, sell and otherwise deal in plywood, lumber and any other timber or wood products and related products.

2. To purchase, lease or otherwise acquire, hold, own, mortgage, pledge, hypothecate, build, erect, manufacture, construct, maintain and obtain, develop, improve and sell warehouses, factories, buildings, structures, machinery and appliances and all other property of whatsoever kind and nature, real, personal or mixed, tangible or intangible, within or without the State of Idaho, and in any part of the world.

3. The corporation shall have the authority to assume and to guarantee the obligations, contractual or otherwise, of others.

Article III.

The aggregate number of shares which the corporation shall have authority to issue is two thousand (2000) shares of common stock of the par value of $100.00 each, and eight thousand (8000) shares of preferred stock of the par value of $100.00 each. The aggregate par value of the total authorized number of par value shares is One Million Dollars ($1,000,000.00).

The preferences, voting powers, rights, limitations, privileges and restrictions of each class of stock of the corporation are as follows:

1. The holders of the preferred stock shall be entitled to receive out of any funds available for the declaration of dividends, when and as declared by the Board of Directors, dividends on the preferred stock at the rate of 5% of the par value thereof per annum and no more. Such dividends shall be non-cumulative. No dividends shall be declared upon the common stock in any calendar year unless dividends shall have been declared on the preferred stock in the same calendar year.

2. The preferred stock shall also be preferred as to assets, and in the event of dissolution, liquidation or winding up of the corporation, the holder of each share of preferred stock shall be entitled to receive out of the assets of the corporation, including its capital, before any distribution or payments shall be made on such dissolution, liquidation or winding up to the holders of any other class of stock, an amount equal to the par value thereof, plus any declared but unpaid dividends. After payment to the holders of the preferred stock of the amount so payable to them, as aforesaid, they shall not be entitled to share any further in the distribution of the property and assets of the corporation. If, on any such dissolution, liquidation or winding up of the corporation, the amounts so distributable to holders of the preferred stock shall be insufficient to permit the payment in full to such holders of the preferential amounts as aforesaid, and the property and assets so to be distributed shall be distributed ratably in proportion to the full preferential amounts to which such holders are respectively entitled.

3. The corporation may, at its option, redeem all or from time to time any part of the preferred stock at the par value thereof, plus any declared but unpaid dividends thereon.

4. Except as otherwise provided by the Constitution or statutes of the State of Idaho, only the holders of common stock and not the holders of preferred stock shall have preemptive rights to subscribe to additional common stock or any other class of stock having voting rights which may at any time be authorized.

5. Except as otherwise provided by the Constitution or statutes of the State of Idaho, all voting powers and voting rights shall be vested exclusively in the common stock and the holders of the preferred stock shall have no voting rights. The holders of the common stock shall have one (1) vote for each share held by them.

Article IV.

The address of the initial registered office of the corporation is:

c/o McFadden & Park
St. Maries, Idaho.

Article V.

The name and address and number of shares subscribed of each incorporator is:

James A. Larpenteur, Jr.,	1001 Board of Trade Bldg. Portland 4, Oregon - 1 share common
Douglas J. White, Jr.	1001 Board of Trade Bldg. Portland 4, Oregon - 1 share common
James F. Spiekerman,	1001 Board of Trade Bldg. Portland 4, Oregon - 1 share common

IN WITNESS WHEREOF the incorporators have hereunto set their hands and seals this 18th day of December, 1962.

James A. Larpenteur, Jr.
James A. Larpenteur, Jr.

Douglas J. White, Jr.
Douglas J. White, Jr.

James F. Spiekerman
James F. Spiekerman

STATE OF OREGON)
County of Multnomah) ss:

On this 18th day of December, 1962, before me, F. B. Keith, a Notary Public for Oregon, personally appeared JAMES A. LARPENTEUR, JR., DOUGLAS J. WHITE, JR., and JAMES F. SPIEKERMAN, 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 first above written.

F B Keith
Notary Public for Oregon
My Commission expires: 6/15/64