

State of Idaho



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

GATEWAY MATERIALS, INC.

was filed in the office of the Secretary of State on the **twenty-sixth** day of **December** A.D., One Thousand Nine Hundred **seventy-two** and ¹¹ ~~be~~ duly recorded on ~~Film~~ ~~Non~~ microfilm 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 **Lewiston, Idaho** in the County of **Nez Perce**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the

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SECRETARY OF
ARTICLES OF INCORPORATION
STATE

of

GATEWAY MATERIALS, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all full age citizens of the United States, have this day voluntarily associated ourselves together for the purpose of forming a business corporation, in compliance with Chapter One, Title 30, Idaho Code, as amended, and for such purpose we hereby make, executed and adopt the following Articles of Incorporation.

ARTICLE ONE

Name

The name of the corporation shall be: "GATEWAY MATERIALS, INC".

ARTICLE TWO

Purposes

The purposes for which said corporation is formed and organized are:

Anywhere in the United States and its territories, and particularly in the State of Idaho, to engage in and carry on any part or all of the following businesses, to-wit:

(1) To engage in the purchase and sale, at wholesale and retail, and as brokers or commissioned agent, and to deal in or trade, all types of building supplies and materials and merchandise of every kind and nature as shall be necessary or incidental to such business;

(2) To process, deal in, manufacture, install, store, handle, transport, or otherwise work in or with building supplies and materials of all kinds, including lumber, roofing, insulating materials, plaster, wall, tile, ornamental and other boards, brick, concrete, structural steel, re-enforcing steel, glass, stone, pottery, tile, paint, lighting fixtures, hardware, bathroom fixtures, plumbing supplies, electrical supplies, cements and plasters, stucco, stone and gravel, resinous waxes, textiles, incinerators, cesspools and septic tanks, fencing, wire and staples, water proofing materials, rubber, linoleums, carpets, building tools and machinery, and any and every other material, appurtenance,

(3) To purchase, acquire, through the issuance of its capital stock or otherwise own, hold, lease, either as Lessor or Lessee, sell, exchange, mortgage, deed in trust, plant, improve, cultivate, develop, construct, maintain, equip, operate and generally deal in any and all lands, improved and unimproved, dwelling houses, apartment houses, hotels, motels, condominiums, business blocks, office building, stores, shops and any other buildings of any kind, and the products and avails thereof, and any and all other property of any and every kind or description, real, personal and mixed, wheresoever situated.

(4) To engage in promotional advertising, directly or indirectly, alone or in cooperation with others;

(5) To contract and hire labor necessary or convenient to the conducting and operation of said business.

(6) To use and apply to surplus earnings or cumulative profits to the purchase and acquisition of its own capital stock from time to time, and to such extent and in such manner, and upon such terms, as its board of directors shall determine; to invest surplus funds from time to time at the discretion of the board of directors.

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

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

(9) To enter into contracts or obligations of any type or kind essential necessary or proper to the transaction of its ordinary affairs for the purpose of the corporation.

(10) To have one or more offices and places of business in and out of the State of Idaho and to acquire, receive, hold, purchase, lease, mortgage, dispose of and/or convey real and personal property situate in or outside of the State of Idaho.

(11) Generally to do all things necessary or convenient which are incidental to or connected with the general businesses above mentioned, which a natural person might or could do.

(12) Additional to the foregoing to have all of the powers of corporation, provided by the laws of the State of Idaho, and particularly all of the rights and powers set forth in Idaho Code, 30-114, and all laws amendatory and supplemental thereto.

ARTICLE THREE

Existence

The corporation shall have a perpetual existence.

at 1040 Linden, Lewiston, Nez Perce County, State of Idaho, and branch offices or places of business may be located or established by the corporation at such other places within or without the State of Idaho as the board of directors may decide upon and meetings of the Board of Directors may be held at any such branch offices or places of business of the corporation and the business of the corporation transacted there.

ARTICLE FIVE

Capital Stock

The capital stock of this corporation shall consist of Twenty Five Hundred (2500) shares of capital stock, same being common voting stock, at Ten (\$10.00) Dollars per share par value, for a total capitalization of \$25,000.00. Each share of common stock shall have one full vote at the stockholders' meetings of the corporation.

ARTICLE SIX

Incorporators

The names and post office addresses of the incorporators of this corporation, and the number of shares of stock of the corporation for which each has subscribed are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Robert C. Bridger	1040 Linden, Lewiston, Idaho	1
Eugene R. Duff	820 1/2 21st St., Lewiston, Ida.	1
Garry W. Jones	P.O. Box 854, Lewiston, Idaho	1

ARTICLE SEVEN

Directors

The number of directors of this corporation shall be not less than three nor more than seven, except that in the event all of the shares of the corporation are owned beneficially and of record by either one (1) or two (2) stockholders

of stockholders, and the number of qualifications, terms of office, manner of election, time and place of meetings, and powers of directors and their duties, shall be such as are prescribed by the by-laws of this corporation.

The Board of Directors of this corporation shall be, and they are authorized to determine the value of any property or consideration other than money, which is offered, tendered or paid for corporate stock.

ARTICLE EIGHT

By-Laws

The Board of Directors of this corporation shall have the power to adopt all by-laws, and the same may be modified or amended by the Board of Directors, subject, however, to the power of the shareholders to change or repeal such by-laws.

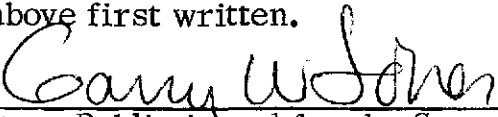
IN WITNESS WHEREOF, the said incorporators have hereunto set their hands and seals and executed the foregoing Articles of Incorporation in triplicate this 22 day of DECEMBER 1972.

Robert C. Kinsler
E. Bluff
Carly W. Jones

STATE OF IDAHO)
 : ss
County of Nez Perce)

On this 22 day of DECEMBER 1972, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared ROBERT C. BRIDGER, known to me to be the person whose name is subscribed to the within and foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year hereinabove first written.

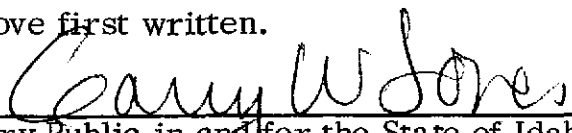


Notary Public in and for the State of Idaho,
residing at Lewiston, therein;

STATE OF IDAHO)
 : ss
County of Nez Perce)

On this 22 day of December 1972, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared EUGENE R. DUFF, known to me to be the persons whose name is subscribed to the within and foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year hereinabove first written.



Notary Public in and for the State of Idaho,
residing at Lewiston, therein;

STATE OF IDAHO)
 : ss
County of Nez Perce)

On this 2nd day of December 1972, before me, the undersigned,
a Notary Public in and for the State of Idaho, personally appeared GARRY W.
JONES, known to me to be the person whose name is subscribed to the within
and foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
official seal the day and year hereinabove first written.

Carol L. McKay
Notary Public in and for the State of Idaho,
residing at Lewiston, therein;