

State of Idaho

Department of State

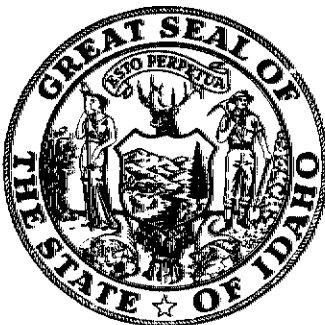
CERTIFICATE OF INCORPORATION OF

NORTHWEST TREES, INC.
File number C 119252

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: April 24, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sonya Herold*

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SECRETARY OF STATE
STATE DEPT. BLDG.

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accept and negotiate bonds, mortgages, bills of exchange, promissory notes, security agreements, security interests, or other obligations or negotiable instruments.

To employ, terminate, and in any manner acquire employment of persons, or to contract with independent contractors, for the purposes of effecting the objectives of this corporation.

To execute, make and enter into any contracts or obligations of any type or kind essential, necessary or proper to the transaction of its ordinary affairs or for the obligations of this corporation.

To transact any or all lawful business for which corporations may be incorporated under Title 30, Chapter 1, Idaho Code, and to exercise generally the powers customarily exercised by business corporations, and particularly the powers provided by the laws of the State of Idaho, in accordance with the Idaho Code, and to do so in any State of the United States and throughout the world;

The foregoing clauses by reason of the specific enumeration of powers, shall not be held to restrict the power of this corporation to do any of the things within the purview of its general powers.

ARTICLE III

This corporation shall have a perpetual existence.

ARTICLE IV

The address of the initial registered office of this

corporation until declared to be otherwise shall be located in the City of Middleton, State of Idaho at 9400 Galloway Rd., and James D. Fultz shall be the initial registered agent for this corporation in the State of Idaho at 9400 Galloway Rd., Middleton, Idaho, 83644, for any and all purposes required by law until a Board of Directors should decide otherwise.

ARTICLE V

The amount of authorized capital stock of this corporation shall be ONE MILLION DOLLARS (\$1,000,000.00) divided into ONE MILLION (1,000,000) shares of common stock of the par value of ONE DOLLAR (\$1.00) per share.

The stock, as above mentioned, shall be of one class, namely, common stock, and shall all be voting.

Such stock may be issued from time to time without action by the stockholders, for such consideration as may be fixed from time to time by the Board of Directors, and shares so issued, the full consideration for which has been paid or delivered, shall be deemed fully paid stock, and the holder of such shares shall not be liable for any further payment thereon.

ARTICLE VI

The capital stock of this corporation, after the value for same has been paid in, shall not be subject to assessment to pay debts of the corporation, and no paid up stock and no stock issued as fully paid shall be assessable or assessed, at any time whatsoever.

ARTICLE VII

The private property of the stockholders of this corporation shall not be subject to the payments of the corporate debts in any amount or to any extent whatsoever.

ARTICLE VIII

This corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE IX

The initial Board of Directors shall consist of one director, and remain one director until such time there is more than one stockholder, at which time the number of directors may be increased as the stockholders should agree as provided for in the By-laws; the number of Directors may be increased or decreased as may be provided for in the By-laws of this corporation.

ARTICLE X

The Board of Directors by a majority vote shall have the power to repeal or amend the code of By-laws and to adopt a new code of By-laws.

ARTICLE XI

The name and address of the incorporator(s) and the number of shares subscribed to by each is as follows:

NAME

ADDRESS

NO. OF SHARES

James D. Fultz

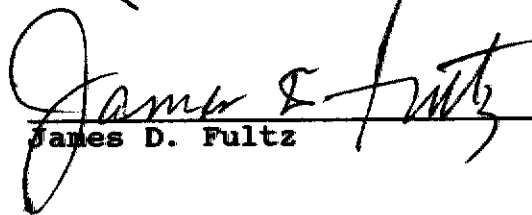
9400 Galloway Rd.
Middleton, ID 83644

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ARTICLE XII

The name and address of the first Board of Directors are the same as above.

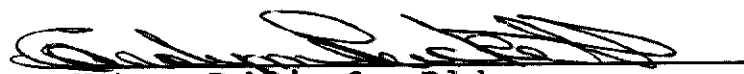
IN WITNESS WHEREOF, The undersigned, being the original subscribers to the capital stock hereinabove mentioned, do make and file this certificate, and do hereby declare and certify that the facts herein stated are true, and accordingly have hereunto set our hands this 24th day of April, 1997.


James D. Fultz

STATE OF IDAHO)
 : ss
County of Ada)

THIS IS TO CERTIFY, That on this 24th day of April, 1997, before me a Notary Public in and for said State, personally appeared James D. Fultz, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same as his own free act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official notarial seal the day and year in this certificate first above written.


Notary Public for Idaho
Residing at Boise, Idaho