

# State of Idaho

## Department of State.

### CERTIFICATE OF INCORPORATION OF

C & M LUMBER COMPANY, INCORPORATED

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 \_\_\_\_\_

C & M LUMBER COMPANY, INCORPORATED

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.

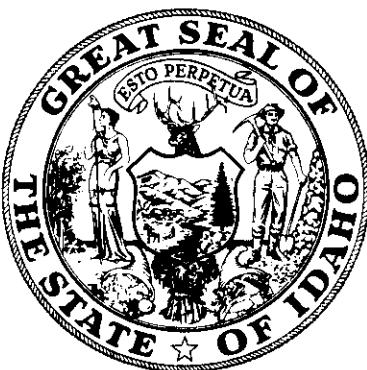
ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of  
Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated February 11th, 19 80.

*Pete T. Cenarrusa*

SECRETARY OF STATE

Corporation Clerk



ARTICLES OF INCORPORATION OF  
STATE  
OF

C & M LUMBER COMPANY, INCORPORATED.

KNOW ALL MEN BY THESE PRESENTS: THAT WE, LARRY E. PETERSON, AND LINDA LEE PETERSON, BEING NATURAL PERSONS AND CITIZENS OF THE UNITED STATES OF AMERICA, DESIRING TO ASSOCIATE OURSELVES TOGETHER AS A CORPORATION UNDER THE NAME AS ABOVE SET FORTH, FOR THE PURPOSE OF BECOMING A BODY CORPORATE AND POLITIC UNDER AND BY VIRTUE OF THE LAWS OF THE STATE OF IDAHO, AND IN ACCORDANCE WITH THE PROVISIONS OF THE LAWS OF SAID STATE, DO HEREBY MAKE, EXECUTE AND ACKNOWLEDGE THIS CERTIFICATE IN WRITING OF OUR INTENTION TO BECOME A BODY CORPORATE UNDER AND BY VIRTUE OF SAID LAWS.

ARTICLE 1.

CORPORATE NAME.

THE NAME OF THE PROPOSED CORPORATION IS C & M LUMBER COMPANY, INCORPORATED.

ARTICLE 2.

PURPOSES AND OBJECTS.

THE NATURE OF THE BUSINESS AND THE OBJECTS AND PURPOSES PROPOSED TO BE TRANSACTED, PROMOTED AND CARRIED ON, ARE TO DO ANY AND ALL THINGS HEREIN MENTIONED AS FULLY AND TO THE SAME EXTENT AS NATURAL PERSONS MIGHT OR COULD DO, AND IN ANY PART OF THE WORLD, TO-WIT:

SECTION 2.01

TO PROCESS, DEAL IN, MANUFACTURE, INSTALL, STORE, HANDLE, TRANSPORT, OR OTHERWISE WORK IN OR WITH BUILDING MATERIALS OF ALL KINDS, INCLUDING LUMBER, ROOFING, INSULATING MATERIALS, PLASTER, WALL, ORNAMENTAL AND OTHER BOARDS, BRICK, CONCRETE, STRUCTURAL STEEL, RE-ENFORCING STEEL, GLASS, STONE, POTTERY, TILE, 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, WATERPROOFING MATERIALS, RUBBER, LINOLEUMS, CARPETS, BUILDERS' TOOLS AND MACHINERY, AND ANY AND EVERY OTHER MATERIAL, APPURTEINANCE, OR PROCESS USEFUL IN, NECESSARY FOR, OR CONVENIENT IN BUILDING, CONSTRUCTION, ENGINEERING AND

MAINTENANCE, AND ALL FUELS, INCLUDING WOODS, COALS AND PETROLEUM PRODUCTS, AND PAINTS AND PAINTING SUPPLIES. THE ENUMERATION OF THE SPECIFIC ITEMS DOES NOT EXCLUDE ITEMS CUSTOMARILY INCLUDED.

#### SECTION 2.02

TO ACQUIRE, OWN, OPERATE, SELL, EXCHANGE, LET OR LEASE FACILITIES FOR THE CONDUCT OF SAID BUSINESS WITHIN THE STATE OF IDAHO OR OUTSIDE THE STATE OF IDAHO.

#### SECTION 2.03

TO BORROW MONEY FOR THE PURPOSES OF THIS CORPORATION; TO ISSUE BONDS, NOTES AND DEBENTURES AND OTHER EVIDENCES OF INDEBTEDNESS THEREFOR AND TO SECURE THE SAME BY MORTGAGE OR PLEDGE OF PERSONAL PROPERTY, INLCUDING THE INCOME OF SAID CORPORATION OR BY MORTGAGE OF REAL PROPERTY EXECUTED IN TRUST OR OTHERWISE. ALL OR ANY PORTION OF THE REAL OR PERSONAL PROPERTY OF THE CORPORATION MAY BE SO PLEDGED, MORTGAGED OR HYPOTHECATED.

#### SECTION 2.04

TO BUILD ANY OR ALL BUILDINGS, STRUCTURES OR WAREHOUSES NECESSARY OR CONVENIENT FOR THE CONDUCT OF THE BUSINESS OF SAID CORPORATION OR OTHERS OR TO ACQUIRE THE SAME BY PURCHASE, LEASE OR OTHERWISE.

#### SECTION 2.05

TO PURCHASE, LEASE OR OTHERWISE ACQUIRE, IN WHOLE OR IN PART, THE BUSINESS, GOOD-WILL, RIGHTS, FRANCHISES AND PROPERTY OF EVERY KIND AND TO TAKE OVER THE WHOLE OR ANY PART OF THE ASSETS OR LIABILITIES OF ANY PERSON, FIRM, ASSOCIATION OR CORPORATION ENGAGED IN OR AUTHORIZED TO BE CONDUCTED BY THIS CORPORATION OR OWNING PROPERTY NECESSARY OR SUITABLE FOR ITS PURPOSES AND TO PAY FOR THE SAME IN CASH, IN THE STOCK OR BONDS OF THIS CORPORATION OR OTHERWISE; TO HOLD OR IN ANY MANNER DISPOSE OF THE WHOLE OR ANY PART OF THE BUSINESS OR PROPERTY SO ACQUIRED AND TO EXERCISE ALL THE POWERS NECESSARY OR INCIDENTAL TO THE CONDUCT OF SUCH BUSINESS.

#### SECTION 2.06

TO ENTER INTO ANY CONTRACT, CO-OPERATIVE AGREEMENT OR PROFIT-SHARING PLAN WITH ITS OFFICERS OR EMPLOYEES THAT THE CORPORATION MAY DEEM ADVANTAGEOUS OR EXPEDIENT OR OTHERWISE TO REWARD OR PAY SUCH PERSONS FOR THEIR SERVICES AS THE DIRECTORS MAY DEEM FIT.

SECTION 2.07

TO PURCHASE OR OTHERWISE ACQUIRE, OWN, HOLD, MORTGAGE, PLEDGE, SELL, ASSIGN, TRANSFER OR OTHERWISE DISPOSE OF SHARES OF THE CAPITAL STOCK OF THIS CORPORATION OR EVIDENCES OF INDEBTEDNESS OF ANY KIND OR ANY KIND OR NATURE CREATED BY ANY CORPORATION OR CORPORATIONS, WHEREVER ORGANIZED, WHETHER PUBLIC OR PRIVATE.

SECTION 2.08

TO EXERCISE GENERALLY THE POWERS CUSTOMARILY EXERCISED BY BUSINESS CORPORATIONS AND PARTICULARLY THE POWERS PROVIDED BY THE LAWS OF THE STATE OF IDAHO REFERRING ESPECIALLY TO SECTION 30-1-4 OF THE IDAHO CODE IN ANY STATE OF THE UNITED STATES AND THROUGHOUT THE WORLD.

SECTION 2.09

TO CARRY ON ANY OTHER BUSINESS OR TO DO ANYTHING IN CONNECTION WITH THE OBJECTS AND PURPOSES ABOVE MENTIONED THAT MAY BE NECESSARY OR PROPER TO ACCOMPLISH SUCCESSFULLY OR PROMOTE THE SAID OBJECTS AND PURPOSES. THE FOREGOING CLAUSES, BY REASON OF THE SPECIFIC ENUMERATION OF POWERS, SHALL NOT BE HELD TO RESTRICT THE POWER OF THE CORPORATION TO DO ANY OF THE THINGS WITHIN THE PURVIEW OF ITS GENERAL PURPOSE.

ARTICLE 3.

CORPORATE DURATION.

THE DURATION OF THE CORPORATION SHALL BE PERPETUAL.

ARTICLE 4.

REGISTERED OFFICE AND AGENT.

SECTION 4.01

REGISTERED OFFICE.

THE LOCATION OF THE REGISTERED OFFICE OF THE CORPORATION IN THE STATE OF IDAHO IS POST OFFICE BOX 327, NEW MEADOWS, IDAHO 83654.

SECTION 4.02

REGISTERED AGENT.

THE REGISTERED AGENT OF THIS CORPORATION IN THE STATE OF IDAHO IS LARRY E. PETERSON, WITH A POST OFFICE ADDRESS OF POST OFFICE BOX 327, NEW MEADOWS, IDAHO 83654.

#### ARTICLE 5.

##### CAPITAL STOCK.

THE TOTAL AUTHORIZED NUMBER OF NO-PAR VALUE SHARES IS FIVE HUNDRED (500). THE AGGREGATE VALUE OF THE TOTAL AUTHORIZED NUMBER OF NO-PAR VALUE SHARES IS FIFTY THOUSAND AND NO/100 DOLLARS (\$50,000.00) WHICH IS NON-ASSESSABLE.

#### ARTICLE 6.

##### CLASSES OF STOCK.

THE STOCK OF THE CORPORATION IS DIVIDED INTO FIVE HUNDRED (500) SHARES OF COMMON STOCK ALL WITH EQUAL RIGHTS AND PRIVILEGES AND PREEMPTIVE RIGHTS.

#### ARTICLE 7.

##### DIRECTORS.

THE AFFAIRS OF THE CORPORATION WILL BE MANAGED BY A BOARD CONSISTING OF THE NUMBER OF DIRECTORS DETERMINED BY THE BY-LAWS BUT NOT LESS THAN TWO (2) DIRECTORS. DIRECTORS OF THE CORPORATION SHALL BE ELECTED AT THE ANNUAL MEETING OF THE SHAREHOLDERS IN THE MANNER DETERMINED BY THE BY-LAWS. DIRECTOR VACANCIES SHALL BE FILLED IN THE MANNER PROVIDED BY THE BY-LAWS. THE INITIAL BOARD OF DIRECTORS SHALL CONSIST OF THE INCORPORATORS HEREOF, WHO ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL THEIR SUCCESSORS BE ELECTED AND QUALIFY.

#### ARTICLE 8.

##### INCORPORATORS.

THE NAME AND POST OFFICE ADDRESS OF EACH OF THE INCORPORATORS AND THE NUMBER OF SHARES FOR WHICH EACH SUBSCRIBED IS:

LARRY E. PETERSON  
POST OFFICE BOX 327  
NEW MEADOWS, IDAHO 83654  
130 SHARES; AND

LINDA LEE PETERSON

ARTICLES - C & M LUMBER COMPANY, INCORPORATED.

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POST OFFICE BOX 327  
NEW MEADOWS, IDAHO 83654  
130 SHARES.

DATED THIS 1ST DAY OF FEBRUARY, 1980.

LARRY E. PETERSON  
LINDA LEE PETERSON

STATE OF IDAHO )  
(SS. )  
COUNTY OF VALLEY )

ON THIS 1ST DAY OF FEBRUARY, 1980, BEFORE ME, THE  
UNDERSIGNED, A NOTARY PUBLIC IN AND FOR SAID STATE, PERSONALLY  
APPEARED LARRY E. PETERSON AND LINDA LEE PETERSON, KNOWN TO ME  
TO BE THE PERSONS WHO EXECUTED THE ABOVE AND FOREGOING  
ARTICLES OF INCORPORATION AND ACKNOWLEDGED TO ME THAT THEY  
EXECUTED THE SAME AS THEIR OWN FREE ACT AND DEED.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND  
AFFIXED MY OFFICIAL SEAL AS OF THE DAY AND YEAR IN THIS  
CERTIFICATE FIRST ABOVE WRITTEN.

Nancy K. Cochran  
NOTARY PUBLIC FOR IDAHO  
RESIDING AT MC CALL, IDAHO