



**CERTIFICATE OF INCORPORATION
OF**

ULTRA VENEER, INC.

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: July 12, 1989



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Zabrala*

RECEIVED
SEC. OF STATE

ARTICLES OF INCORPORATION

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ULTRA VENEER, INC.

KNOW ALL MEN BY THESE PRESENTS: That I, the undersigned, being a competent citizen of the United States of America, and having reached the age of majority, have this day formed a corporation under and pursuant to the laws of the State of Idaho, and I do hereby certify as follows:

I.

That the corporate name of this corporation shall be:
ULTRA VENEER, INC.

II.

That the purposes and objects for which this corporation is formed are as follows:

(a) Make parts for doors, assemble special items, make exterior doors, cedar and pine veneers, saw, dry and process lumber from its raw state to finished state.

(b) To purchase all inventory and equipment necessary to operate the business.

(c) To borrow money for the purpose of this corporation to issue bonds, notes and debentures and other evidences of indebtedness therefore, and to secure the same by mortgage or pledge of personal property, including the income of said corporation, or by mortgage of real property, executed in trust or otherwise. All or any portions of the real or personal property of the corporation may be so pledged, mortgaged or hypothecated.

(d) To build any or all buildings, or structures, or improve or change any real property owned or leased by said corporation when such action may be necessary or convenient for the conduct of the business of the corporation, or to remove or to waste any and all real property held or issued by the corporation as may become necessary, essential or merely convenient for the conduct of said corporation.

(e) To enter into any contract, co-operative agreement, stock incentive plan, profit sharing plan, retirement plan with its officers and employees as the corporation may deem advantageous or expedient, or enter into any relationship or contract for compensation of said officers or employees, or otherwise to

reward or pay such persons for their services as the Directors may deem fit.

(f) To exercise generally the powers customarily exercised by business corporations, and particularly to exercise all powers provided by the laws of the State of Idaho, referring more specifically to Section 30-1-4 of the Idaho Code, in any State in the United States and throughout the world, and also to incorporate or qualify to do business in any State of the United States or any country throughout the world.

(g) To carry on any other business, or to do anything in connection with the objects and purposes above mentioned that may be essential, necessary, proper, expedient, or merely convenient for the corporation to accomplish success or promote the said objects and purposes of the corporation. The foregoing clauses, by reason of the specific enumeration of powers, shall not be held to restrict the powers of the corporation to do any of the things within the purview of its general purposes.

III.

This corporation shall have perpetual existence.

IV.

The principal place of business shall be 8952 Washoe Road, Payette, Idaho, and the location and mailing address of the 8952 Washoe Road, P.O. Box 177, Payette, Idaho 83661, and the registered agent shall be MERRILL REED DAME of the same address.

V.

That the authorized capitalization of this corporation shall consist of one class of 1,500,000 shares of class "A" voting common stock with a value of \$1.00 dollar per share and 500,000 shares of non-voting class "B" preferred stock, which shall have a value of \$1.00 dollar per share.

IV.

The corporate powers of said corporation shall be vested in the Board of Director, one (1) in number. The By-Laws of this corporation may be amended by a simple majority of the Board, or a simple majority of the Shareholders. The name and address of the first Board of Director is as follows:

MERRILL REED DAME of 8952 Washoe Road, Payette, Idaho

VII.

Should any provision of these Articles be found to violate any state or federal law, the remaining provisions shall

constitute the Articles of Incorporation.

VIII.

The corporate stock of said corporation, at the date of incorporation, is subscribed as follows:

MERRILL REED DAME 60,000 shares

I, the undersigned incorporator, declare under penalties of perjury that I have examined the foregoing and, to the best of my knowledge and belief, it is true, correct and complete.

Merrill Reed Dame
MERRILL REED DAME

STATE OF IDAHO)
) ss.
County of Payette)

On this 7th day of July, 1989, before me, the undersigned, a Notary Public in and for said State, personally appeared, MERRILL REED DAME, known to me to be the person whose name is subscribed to the within Articles of Incorporation, and acknowledged to me that he executed the same

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

Spencer K. Osborn
 Notary Public for Idaho
 Residing at Payette, Idaho
 My Comm. Expires: 7-18-92