

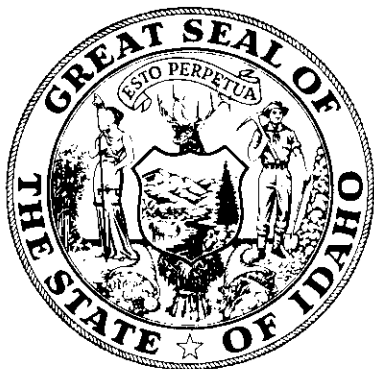
CERTIFICATE OF AUTHORITY
OF

CEDARWEST CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **CEDARWEST CORPORATION** for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to **CEDARWEST CORPORATION** to transact business in this State under the name **CEDARWEST CORPORATION** and attach hereto a duplicate original of the Application for such Certificate.

Dated **April 18, 1983**



SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is CEDARWEST CORPORATION
2. *The name which it shall use in Idaho is CEDARWEST CORPORATION
3. It is incorporated under the laws of COLORADO
4. The date of its incorporation is 1-28-83 and the period of its duration is PERPETUAL
5. The address of its principal office in the state or country under the laws of which it is incorporated is 1675 Carr Street Lakewood, Colorado 80215
6. The address to which correspondence should be addressed, if different from that in item 5
7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Wholesale trade in lumber business.

9. The names and respective addresses of its directors and officers are:

| Name | Office | Address |
|------------------|--------------------|--|
| Parley E. Cherry | President/Director | 2405 South Kipling Lakewood, Colorado 80227 |
| Daniel Cherry | Vice-Pres./Dir. | 6695 Nevada Place Lakewood, Colorado 80226 |
| Rozena W. Cherry | Secy./Treas./Dir. | 2405 South Kipling Lakewood, Colorado 80227 |

10. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

| Number of Shares | Class | Par Value Per Share or Statement That Shares Are Without Par Value |
|------------------|----------------|--|
| <u>1,000</u> | <u>Capital</u> | <u>No par value</u> |
| | | |
| | | |

(continued on reverse)

11. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

| Number of Shares | Class | Par Value Per Share or Statement That Shares Are Without Par Value |
|------------------|---------|--|
| 300 | Capital | No par value |
| | | |
| | | |

12. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

13. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated April 11, 19 83

CEDARWEST CORPORATION

By Parley E. Cherry
Parley E. Cherry
Its _____ President

and Rozena W. Cherry
Rozena W. Cherry
Its _____ Secretary

STATE OF COLORADO)
) ss:

COUNTY OF JEFFERSON

I, Rozetta A. Rogers, a notary public, do hereby certify that on
this 11th day of April, 19 83, personally appeared before
me Parley E. Cherry, who being by me first duly sworn, declared that he
is the President of CEDARWEST CORPORATION

that he signed the foregoing document as President of the corporation and that the
statements therein contained are true.

ROSETTA A. ROGERS
Notary Public - State of Colorado
My Commission Expires January 29, 1984
780 Simms St. # 150, Lakewood, CO 80401

Rozetta A. Rogers
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

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ARTICLES OF INCORPORATION
OF

CEDARWEST CORPORATION

SECRETARY OF STATE
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We the undersigned natural persons of the age of 18 years or more acting as incorporators adopt the following Articles of Incorporation of a corporation under the Colorado Corporation Code:

1. **Name:** The name of the corporation is **CEDARWEST CORPORATION**.
2. **Duration:** The period of its duration is perpetual.
3. **Purposes:** The purposes for which the corporation is organized is to conduct a business of purchases and sales of cedar and other wood products and transact all lawful business for which corporations may be incorporated pursuant to the Colorado Corporation Code.
4. **Shares:** The corporation shall have the authority to issue and transfer shares as herein set forth:
 - 4.1 The aggregate number of shares which the corporation shall have authority to issue is 1,000.
 - 4.2 The shares of the corporation shall be at no par value.
 - 4.3 All shares of the corporation shall be of one class known as common stock.
 - 4.4 Cumulative voting of shares is not authorized.
 - 4.5 The preemptive right of shareholders to acquire shares of the corporation shall apply to the subscription of shares transferred in accordance with the stock limitation plan contained in this Paragraph 5 and shall apply to unissued shares and treasury shares at such time as the corporation determines to issue or sell such shares, provided, however, preemptive rights of shareholders shall not apply to shares issued pursuant to an employee stock option or employee bonus plan and the corporation shall have authority to issue shares to employees under such plans.

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JHK

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5. Stock Limitation Plan: The following limitations on the ownership and transfer of shares of the corporation are imposed:

5.1 No shares of the corporation shall be issued or transferred if such issue or transfer shall require registration or licensing of the corporation, its stock or securities under the security laws of the United States or the state of Colorado, except under the Colorado Corporation Code, unless prior to such issue or transfer the corporation shall have filed and complied with such registration and licensing requirements of the securities laws, the United States or of the state of Colorado or of any other state in which securities may be transferred and unless such issue or transfer is performed in a compliance with such requirements.

5.2 No shares of the corporation may be transferred except upon proof satisfactory to the corporation or its transfer agent that the transfer is being performed in accordance with the Articles of Incorporation and the securities laws of the United States, the state of Colorado and any other state in which the securities may be transferred.

5.3 Each certificate representing shares of the corporation shall bear the following endorsement:

No shares of the corporation may be voluntarily or involuntarily transferred on the books of the corporation if such transfer shall require registration of the securities of the corporation unless the corporation has first complied with such registration requirements. Nor shall such shares be transferred on the books of the corporation until the corporation and the other shareholders shall have first been given an opportunity to purchase such shares as set forth in the Articles of Incorporation and by-laws. The corporation will furnish to any shareholder upon request and without charge a full statement of the current preferences and limitations of each class of stock.

5.4 Except for unissued or treasury shares, no shares of the corporation may be voluntarily or involuntarily transferred on the books of the corporation to any person or entity except a subscribing shareholder unless the corporation and the other shareholders have consented and until the corporation and the other shareholders shall first have had an opportunity to purchase or acquire the shares under the same terms and conditions.

6. **Registered Office:** The name of the initial registered agent and the address of the initial registered office are:

Parley E. Cherry
1675 Carr Street
Lakewood, Colorado 80215

7. **Place of Business:** The address of the principal place of business of the corporation is:

1675 Carr Street
Lakewood, Colorado 80215

8. **Directors:** The number of directors constituting an initial Board of Directors of the corporation is three and may be increased as provided in the by-laws. The number of directors need not be more than the number of shareholders of record. The names and addresses of the persons who are to serve as directors until the first meeting of shareholders or until their successors are elected and qualified are:

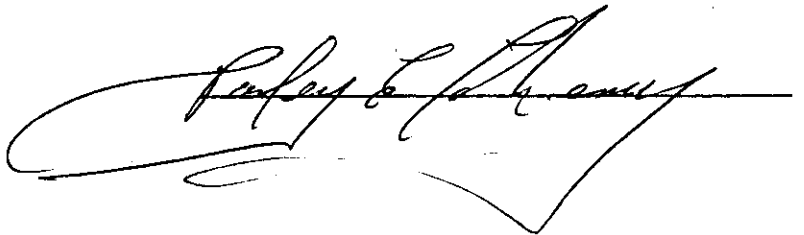
| | |
|------------------|--|
| Parley E. Cherry | 2405 South Kipling Lakewood, Colorado 80227 |
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| Rozena W. Cherry | 2405 South Kipling Lakewood, Colorado 80227 |
|------------------|--|

Daniel J. Cherry

9. **Incorporators:** The name and address of each incorporator is:

| | |
|------------------|--|
| Parley E. Cherry | 2405 South Kipling Lakewood, Colorado 80227 |
|------------------|--|

A handwritten signature in cursive script, appearing to read "Parley E. Cherry", is written over a horizontal line.

STATE OF COLORADO }
 } ss.
COUNTY OF JEFFERSON }

I Rosetta A. Rogers a notary public certify that Parley E. Cherry personally appeared before me and being first duly sworn declared that he is the person who signed the foregoing document as incorporator and that the statements therein contained are true.

In witness whereof I affix my notarial seal this 25th day of January, 1983.

ROSETTA A. ROGERS
Notary Public-State of Colorado
My Commission Expires January 29, 1984
780 Simms St. # 150, Lakewood, CO 80401

Rosetta A. Rogers

