

CERTIFICATE OF INCORPORATION
OF

WOOD & ENERGY RESOURCES, INC.

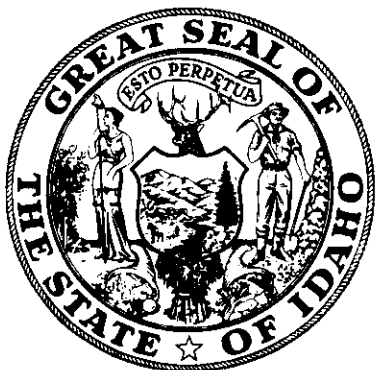
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

WOOD & ENERGY RESOURCES, INC.

,
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 August 10, 19 81.



SECRETARY OF STATE

Corporation Clerk

AUG 10 6 51 AM '31

ARTICLES OF INCORPORATION

OF

WOOD & ENERGY RESOURCES, INC.

KNOW ALL MEN BY THESE PRESENTS, that we the undersigned citizens of the United States of America, being each of full age, have this day voluntarily associated ourselves together for the purpose of forming a business corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify:

ARTICLE I

The name of this Corporation shall be WOOD & ENERGY RESOURCES, INC.

ARTICLE II

The purposes for which this Corporation is formed are as follows:

(a) To engage in any general sales, manufacturing, or service business, including, but not limited to the growing and utilization of trees and other plants for the production of energy, food and other products; and for this or other purposes to acquire, own, operate, buy, sell, exchange, or lease buildings, land, yards, facilities, stores, machinery, equipment, materials, supplies, and products necessary, useful or desirable for the conduct of or in connection with such business.

(b) To acquire, own, buy, sell, exchange, mortgage, lease (including leases for exploration and production of oil, gas and other minerals) or otherwise deal with real or personal property of any description wherever located.

(c) To lend money for any lawful purpose, with or without security, and to take, hold and realize upon any property or thing of value pledged or hypothecated to secure the payment thereof;

(d) To borrow money for the purposes of this Corporation or for any lawful purpose directly or indirectly related thereto, and to secure the payment thereof with any property of the Corporation or by any other means whatever;

(e) To purchase, lease, or otherwise acquire, in whole or in part, the business, good will, rights, franchises and property, and to assume, in whole or in part, the liabilities and obligations, of any person, firm, association or corporation, engaged in or authorized to be engaged in any business authorized to be conducted by this Corporation, or owning property desirable for its operations, and to pay for the same in cash, in the stock or bonds of this Corporation, or otherwise, and to exercise all the powers necessary or incidental to the acquisition of, merger with, or operation of such business;

(f) To enter into any contract, cooperative agreement, pension plan or profit sharing plan with its officers or employees that the Corporation may deem advantageous or expedient;

(g) To exercise generally all of the powers lawfully exercised by business corporations, within the State of Idaho and elsewhere, whether or not related to the specific powers enumerated above, which specific powers shall not be regarded as limiting or restricting in any way the generality of this paragraph.

ARTICLE III

This Corporation shall have perpetual duration.

ARTICLE IV

The location and postoffice address of the registered office and principal place of business of this Corporation shall be St. Maries, Idaho, and the registered agent shall be Gerald W. Martin, Route 2, St. Maries, Idaho, and the Corporation may have such other offices and places of business within or outside the State of Idaho as the directors shall, from time to time determine.

ARTICLE V

The authorized capital of this Corporation shall be One Million Dollars (\$1,000,000.00) divided into One Hundred Thousand (100,000) shares of common stock of a single class, with a par value of Ten Dollars (\$10.00) per share.

ARTICLE VI

The stockholders of the Corporation may provide by agreement, or by resolution duly adopted by the affirmative vote of the holders of not less than two-thirds of the stock outstanding, that sale or transfer of any of the Corporation's stock shall be subject to certain restrictions, or limitations, not prohibited by law; provided, however, that no such restriction or limitation shall be binding upon or enforceable against stockholders not having actual notice thereof unless such restriction or limitation shall be fully set forth or incorporated by reference in the certificate evidencing such stockholder's shares.

ARTICLE VII

The name and postoffice address of each of the

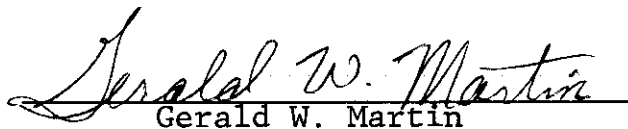
incorporators and members of the initial Board of Directors of this corporation and the number of shares of its common stock subscribed by each are as follows:

Gerald W. Martin 50 shares
Route 2,
St. Maries, Idaho 83861

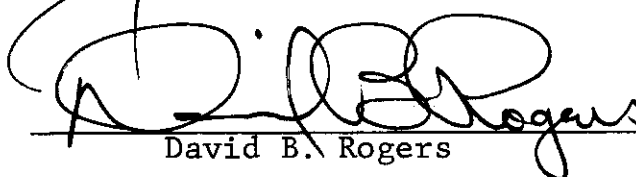
Jerrold E. Park 10 shares
720 College Avenue
St. Maries, Idaho 83861

David B. Rogers 10 shares
720 College Avenue
St. Maries, Idaho 83861

IN WITNESS WHEREOF we have executed these Articles of Incorporation in triplicate this 6th day of August, 1981.


Gerald W. Martin


Jerrold E. Park

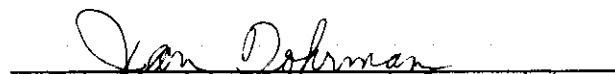

David B. Rogers

STATE OF IDAHO)
 : ss
County of Benewah)

On this 6th day of August, 1981, before me, the undersigned Notary Public, personally appeared GERALD W. MARTIN, JERROLD E. PARK, and DAVID B. ROGERS, known to me to be the persons who executed the foregoing Articles of Incorporation of WOOD & ENERGY RESOURCES, INC., and acknowledged to me that they executed the same as Incorporators of said Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal.

SEAL


Notary Public in and for Idaho
Res. & P.O. Addr: St. Maries
Commission expires: Life