



Department of State.

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the

BENNETT LUMBER PRODUCTS, INC.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **twenty-fifth** day of **September** 19 **73**, original articles of amendment, as provided by Section **30-146 and 30-147, Idaho Code, amending Article V, increasing the authorized capital stock to \$1,300,000,**

and that the said articles of amendment contain the statement of facts required by law, and are ~~will be~~ recorded on ~~film~~ *microfilm* of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **25th** day of **September**, A. D., 19 **73**.

Secretary of State

ARTICLES OF AMENDMENT
OF
BENNETT LUMBER PRODUCTS, INC.

Articles of Amendment of the Articles of Incorporation of BENNETT LUMBER PRODUCTS, INC. are herein executed by said corporation, pursuant to the provisions of the Idaho Code, Section 30-146 and Section 30-147.

1. The name of the corporation is BENNETT LUMBER PRODUCTS, INC.

2. The amendment to the Articles of Incorporation is as follows:

"V. TOTAL AUTHORIZED SHARES IN AGGREGATE PAR VALUE

The capital of this corporation shall be One Million Three Hundred Thousand Dollars (\$1,300,000.00) divided into Six Thousand (6,000) shares of Six percent (6%) non-cumulative preferred stock of the par value of One Hundred Dollars (\$100.00) each, One Thousand (1,000) shares of Class "A" common stock of the par value of One Hundred Dollars (\$100.00) each, and Six Thousand (6,000) shares of the Class "B" non-voting common stock of the par value of One Hundred Dollars (\$100.00) each, amounting in the aggregate to One Million Three Hundred Thousand Dollars (\$1,300,000.00).

The description of said classes of stock and the terms under which they are created are as follows:

A. Preferred Stock:

1. Dividends.

The preferred shares shall entitle the holders thereof to receive out of the surplus of the corporation a non-cumulative, non-participating dividend at the rate of 6% per annum, payable annually, before any dividend shall be set apart or paid on the common shares for such year, and the remainder of the surplus or net earnings applicable to the payment of dividends shall be distributed as dividends among the holders of the common shares, as and when the Board of Directors determines.

2. Liquidation and Dissolution.

In case of liquidation, dissolution, or distribution of assets of the Corporation, the holders of preferred shares shall be paid the par amount of such preferred shares before any amount shall be payable to the holders of the common shares; and after the payment

of the par amount of such preferred shares to the holders thereof, the balance of the assets and funds of the Corporation shall be distributed wholly among the holders of the common shares. If, upon such liquidation, dissolution or winding up, the assets of the corporation distributable as aforesaid among the holders of said 6% non-cumulative preferred stock shall be insufficient to permit the payment to them of said amount, the entire assets shall be distributed ratably among the holders of said 6% non-cumulative preferred stock. After payment in full to the holders of said 6% non-cumulative preferred stock, any remaining assets shall be distributed ratably among the holders of the common stock alone.

3. Redemption.

The corporation may at any time or from time to time, at the option of the Board of Directors, redeem the whole or any part of the outstanding 6% non-cumulative preferred stock by paying One Hundred Dollars (\$100.00) for each share thereof. In case less than all of the outstanding shares of 6% non-cumulative preferred stock are to be redeemed, the stock to be redeemed shall be selected by law or by such other equitable method as the Board of Directors may determine. If the funds necessary to effect such redemption shall be set aside so as to be available for payment on demand by the holders of the shares called for redemption, then, after the date so fixed for redemption, provided written notice of such redemption shall have been given as hereinafter provided to the record owners of the shares called for redemption. All rights and privileges in the 6% cumulative preferred stock so called for redemption shall cease, except the right to be paid the redemption price. Six percent (6%) non-cumulative preferred stock which is purchased or redeemed shall be cancelled and shall not be reissued. In case of redemption under this subparagraph, notice of redemption shall be forwarded to the stockholder or stockholders effected at his last known address as reflected by the books and records of the corporation at least thirty (30) days prior to the redemption date fixed by the Board of Directors.

4. Voting.

The holders of 6% non-cumulative preferred stock shall not be entitled to vote.

B. Common Stock.

The common stock shall be divided into two (2) classes, Class "A" and Class "B"; Class "A" common shares shall have full and exclusive voting rights, each share to entitle the holder thereof to one (1) vote; Class "B" common shares shall not possess voting rights, but in all other respects shall have the same rights and privileges as Class "A" common shares. After the non-cumulative dividends on the preferred shares at the rate of six percent (6%) per annum shall have been fully paid or set aside for payment, the holders of common shares, of both classes, shall be entitled to receive dividends from the remaining surplus of the corporation, when and as such dividends shall be declared by the Board of Directors. Upon the dissolution

of the Corporation or upon its liquidation, or upon any distribution of the assets by way of return of capital; after payment in full to the holders of preferred shares of the corporation of the sum which such holders are in such case entitled to receive, the holders of common shares, of both classes, shall be entitled to receive and be paid all the remaining assets of the corporation.

3. The date of adoption of said amendment by the shareholders of said corporation is February 13, 1973.

4. The number of shares outstanding of said corporation is One Thousand (1,000) shares. The number of shares entitled to vote on said amendment was One Thousand (1,000) shares.

5. The number of shares voted for and against said amendment, respectively, were as follows:

For amendment: 1,000 shares

Against amendment: 0 shares

6. The amendment will not require the exchange of any shares of said corporation.

DATED: February 13 1973

BENNETT LUMBER PRODUCTS, INC.

By *R. Guy Bennett*
President

By *Richard D. Bennett*
Secretary

STATE OF IDAHO)
) ss.
COUNTY OF)

On this 13 day of February, 1973, before me, the undersigned, a Notary Public in and for the State of Idaho, duly commissioned and sworn, personally appeared *R. Guy Bennett* and *Richard D. Bennett* to me known to be the President and Secretary, respectively, of BENNETT LUMBER PRODUCTS, INC., the corporation that executed the foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said corporation for the uses and purposes therein mentioned, and on oath stated that they were authorized to execute the said instrument and that the seal affixed is the corporate seal of said corporation.

WITNESS my hand and official seal hereto affixed the day and year first above written.

Genevieve M. Johnson
Notary Public in and for the
State of Idaho, residing at
Arwiston

My commission expires on the ~~15th~~ day of *Aug*, 19*75*.