

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

MTC MANUFACTURING, 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 MTC MANUFACTURING, 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.

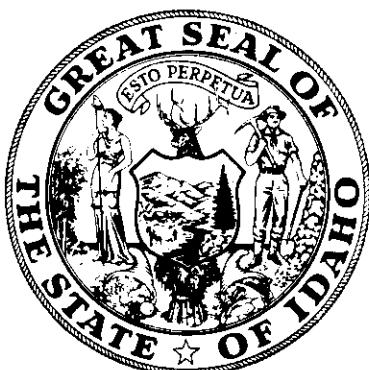
ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: January 9, 1984

Pete T. Cenarrusa

SECRETARY OF STATE

by: _____



ARTICLES OF INCORPORATION

MTC MANUFACTURING, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all being competent citizens of the United States of America, and all having reached the age of majority, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify as follows:

I.

That the corporate name of this corporation shall be:
MTC MANUFACTURING, INC.

II.

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

(a) To manufacture wood products.

(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, 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 30-114 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 in 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 successfully 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 Washoe Road, Payette, Idaho and the location and mailing address of the registered office in this state shall be P.O. ~~Box~~ 307, Payette, Idaho 83661 and the registered agent shall be Bert L. Osborn of the same address.

V.

That the authorized capitalization of this corporation shall consist of one class of 50 shares of voting par class "A"

1 common stock, which shall have a par value of ONE HUNDRED AND NO/100
2 (\$100.00) DOLLARS per share.

3 VI.

4 The corporate powers of said corporation shall be vested
5 in the Board of Directors, three (3) in number, which may be in-
6 creased or decreased by a majority vote of the Board. The Articles
7 and the By-Laws of this corporation may be amended by a simple maj-
8 ority of the Board, or a simple majority of the Shareholders. The
9 names and addresses of the first Board of Directors are as follows:

10 RAYMOND R. KELSON
11 P.O. Box 301
12 Payette, Idaho 83661

13 TWYLA D. KELSON
14 P.O. Box 301
15 Payette, Idaho 83661

16 LEE GOOLD
17 Washoe Road,
18 Payette, Idaho 83661

19 VII.

20 Should any provision of these Articles be found to violate
21 any state or federal law, the remaining provisions shall constitute
22 the Articles of Incorporation.

23 VIII

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

26 RAYMOND R. KELSON, 50 shares.

27 After an inventory and final accounting showing an exact
28 contribution by all shareholders, stock will be issued to all parties
29 to reflect said parties' actual equity. The Directors of the corpor-
30 ation shall authorize the issuance and sale of the fifty (50) shares
31 of stock of this corporation in an offering not to exceed two (2)
32 years and in a manner which will allow the stock to qualify the
resulting Stockholders thereof for tax benefits under Section 1244

1 of the internal Revenue Code. There shall be no preemptive rights.
2 The Incorporators are as follows, to-wit:

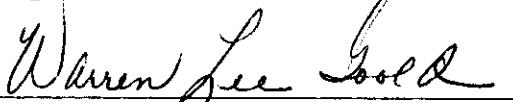
3 RAYMOND R. KELSON
4 P.O Box 301
5 Payette, Idaho 83661

6 
7 Ray R. Kelson

8
9
10 STATE OF OREGON)
11 : ss.
12 County of Clackamas)

13 On this 28th day of DECEMBER, 1983, before me, the
14 undersigned, a Notary Public in and for said State, personally ap-
15 peared RAY R. KELSON, known to me to be the person whose name is
16 subscribed to the within Articles of Incorporation, and acknowledged
17 to me that he executed the same.

18 IN WITNESS WHEREOF, I have hereunto set my hand and af-
19 fixed my official seal the day and year in this certificate first
20 above written.

21 
22 Notary Public for Oregon
23 Residing at: Milwaukee, Wis.