

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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 original of the articles of incorporation of

ASPEN MILL, INC.

was filed in the office of the Secretary of State on the **Twenty-eighth** day of **September** A.D. One Thousand Nine Hundred **Sixty-five** and ~~will be~~ duly recorded on ~~microfilm~~ **microfilm** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at **Montpelier** in the County of **Boer Lake.**

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 **28th** day of **September**, A.D. **1965**.

ARNOLD WILLIAMS, Secretary of State

Deputy Secretary of State.

ARTICLES OF INCORPORATION
OF
ASPEN MILL, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all full-age citizens of the United States, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and to that end we hereby agree as follows:

ARTICLE I.

Corporate Name

The name of this corporation shall be Aspen Mill, Inc.

ARTICLE II.

Place of Business

The said corporation is organized and the place of its general business shall be at Montpelier, in the County of Bear Lake, State of Idaho; and branch places of business, transfer and registry offices may be established at such other place or places in this or any other state of the United States as the board of directors may deem advisable.

ARTICLE III.

Period of Existence

The existence of said corporation shall be perpetual or until otherwise dissolved or disincorporated, pursuant to law.

ARTICLE IV.

Corporate Purposes.

Said corporation shall have the following specific powers:

1. To produce, fabricate, buy, sell, and deal in lumber and lumber products; to buy, sell, mortgage, lease and otherwise deal in timber and timber lands, in such manner as appears to the board of directors best suited to effect the primary purpose of lumber production.
2. To buy, sell, own, operate, lease or mortgage saw mills, lumber yards and other facilities for the production and distribution of lumber.
3. To buy, sell and otherwise deal in any and all building materials, either at wholesale or retail.
4. To build, buy, sell, rent, mortgage and otherwise deal in real estate, and particularly to build homes and other buildings for sale; but the specification of the particular purpose shall not be deemed herein to restrict or limit the wider application of the general language first used.
5. To buy, sell, own, hold or otherwise deal in the stocks of other corporations.
6. To borrow money, extend credit or do any other thing, not prohibited by law, which appears to the board of directors to be suited to the accomplishment of the other and foregoing purposes of this corporation.

ARTICLE V.

Capital Stock.

The capital stock of this corporation shall be in the sum of \$250,000.00, and shall be divided into 25,000 shares having a par value of \$10.00 per share. The certificates of stock shall be signed by the president and secretary, or in the absence of the president, by the vice-president and secretary.

The Board of Directors may close the stock books of the corporation not more than fifteen days before the ~~date~~ of payment of any regular or special dividend, and the stockholders of record at the time of such closing shall be regarded by the corporation as the stockholders in fact for the purpose of receiving dividends.

ARTICLE VI.

Incorporators.

The names of the incorporators, first board of directors, first officers of said corporation, and their addresses, and the stock to which they have subscribed, are as follows:

Name	Office	No. of Shares	Address
Carl L. Morgan	President and Director	500	1287 North 125 West Clearfield, Utah
Gary T. Jones	Vice President and Director	500	36 Bush Avenue Malad, Idaho
Paul A. Bocek	Secretary-Treasurer and Director	500	P. O. Box 195 Lava Hot Springs, Idaho

The officers of this corporation shall consist of a board of three directors, a president, a vice-president, and a secretary-treasurer. Said officers may be, but shall not be required to be, members of the board of directors.

The first board of directors and officers as above named shall hold office until their successors are elected and qualified.

ARTICLE VII.

BY-LAWS

The rights, duties, obligations and powers of the various officers and directors of this corporation, together with other rules and regulations for the governing of said corporation shall be adopted by the stockholders of said corporation in the form of by-laws, such by-laws to be adopted at the first meeting of stockholders following the issuance of the certificate of incorporation. Said by-laws shall provide for the time and place of annual stockholders' meetings to be held thereafter.

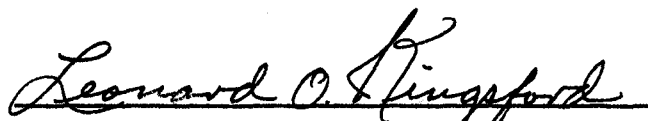
IN WITNESS WHEREOF, the parties to this agreement have hereunto set their hands this 13th day of September, 1965.

Carl L. Morgan
Gary T. Jones
Paul A. Bocek

STATE OF IDAHO)
 : ss.
County of Caribou)

On this 13th day of September, 1965, before me, Leonard O. Kingsford, a Notary Public in and for the State of Idaho, personally appeared Carl L. Morgan, Gary T. Jones and Paul A. Bocek, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

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


NOTARY PUBLIC for Idaho, residing at
Soda Springs, Idaho. My commission
expires: August 14, 1969.