

**ARTICLES OF INCORPORATION  
OF  
PALOUSE CABINET AND MILLWORK, INC.**

**FILED**

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KNOW ALL PERSONS BY THESE PRESENTS: That the undersigned, ~~Russell W. Schumacher~~ and Joseph C. Chapman, for the purpose of forming a corporation under the laws of the State of Idaho, and in pursuance thereof do hereby sign and acknowledge the following Articles of Incorporation, and state as follows:

**ARTICLE I.**

The name of this corporation is and shall be Palouse Cabinet and Millwork, Inc.

**ARTICLE II.**

The corporation is to have perpetual existence.

**ARTICLE III.**

The general nature of the business of the corporation and the objects and purposes proposed to be transacted, promoted and carried on by it, are as follows:

1. The manufacture, construction, design, production, and repair of cabinets, furniture, office furniture, and other cabinetry products and millwork.
2. In furtherance of and not in limitation of the general powers conferred by the laws of the State of Idaho, it is expressly provided that this corporation shall also have the following powers:
  - (a) To purchase or otherwise acquire, so far as permitted by law, the whole or any part of the undertaking and business of any person, firm or corporation and the property and liabilities, including the good will, assets and stock in trade thereof, and to pay for the same either in cash or in shares, or partly in cash and partly in shares.
  - (b) To purchase or otherwise acquire, and to hold, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage, or otherwise dispose of and deal in, lands and leaseholds, and in any interest, estate and rights in real property and any personal or mixed property, and any franchises, rights, business or privileges necessary, convenient and appropriate for any of the purposes herein expressed.
  - (c) To acquire by purchase, subscription, or otherwise, and to use, sell, assign, transfer, mortgage, pledge, or otherwise deal with or dispose of stocks, bonds, and other securities.

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obligations or securities of this or any corporation or corporations; and to merge or consolidate with any corporation in such manner as may be provided by law.

- (d) To borrow money, and to make and issue notes, bonds, debentures, obligations and evidences of indebtedness of all kinds, whether secured by mortgage, pledge or otherwise, without limit as to amount, except as may be prohibited by statute, and to secure the same by mortgage, pledge or otherwise, and generally to make and perform agreements and contracts of every kind and description.
- (e) To conduct and carry on its business, or any part thereof, and to have one or more offices, and to exercise all or any of its corporate powers and rights in the State of Idaho, and in the various states, territories, colonies and dependencies of the United States, in the District of Columbia, and in all or any foreign countries or country.
- (f) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers hereinabove set forth, either alone or in association with other corporations, firms or individuals, and to do every act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers, or any part or parts thereof. Provided, the same be not inconsistent with the laws under which this corporation is organized.
- (g) To have such powers as are conferred upon corporations under the laws of this state, and to engage in any lawful business.

#### ARTICLE IV.

The aggregate number of shares which the corporation shall have authority to issue, including the classes thereof and special provisions, are as follows: 60,000 shares of common stock, which is the only class of shares authorized and which are to be without par value. The aggregate value of all the shares shall be \$60,000.00. Pre-emptive rights shall exist and shareholders shall have the right to cumulate votes in the election of directors with respect to shares of stock in the corporation. Each share shall be entitled to one vote. The holders of common stock are entitled to receive the net assets of the corporation upon dissolution.

#### ARTICLE V.

The authority to make By-Laws for the corporation is hereby expressly vested in the Board of Directors of this corporation, subject to the power of the shareholders to change or repeal such By-Laws. The Board of Directors shall not make or alter any By-Laws fixing their qualifications, classifications, terms of office or powers without first securing the approval of the

shareholders.

#### ARTICLE VI.

The shareholders reserve the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on the corporation herein are granted subject to this reservation.

#### ARTICLE VII.

The street address of the initial registered office is 4195 Highway 95 South, Moscow, Idaho 83843 and the name of the initial registered agent at such address is Russell W. Schumacher.

#### ARTICLE VIII.

The management of this corporation shall be vested in a board of directors; the number of initial directors shall be two and the subsequent number, qualifications, terms of office, manner of election, time and place of meeting, and powers and duties of the directors shall be such as are prescribed by the By-Laws of the corporation. The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualify, are as follows:

Name	Address
Russell W. Schumacher	P.O. Box 8488 Moscow, Idaho 83843
Joseph C. Chapman	P.O. Box 8488 Moscow, Idaho 83843

#### ARTICLE IX.

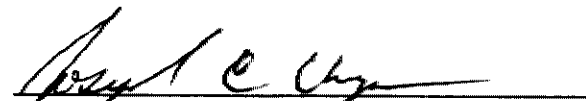
The name and address of each incorporator is as follows:

Name	Address
Russell W. Schumacher	P.O. Box 8488 Moscow, Idaho 83843
Joseph C. Chapman	P.O. Box 8488 Moscow, Idaho 83843

IN WITNESS WHEREOF the incorporators have hereunto set their hands in duplicate originals this \_\_\_\_ day of September, 1998, under penalty of perjury.

A handwritten signature in dark ink, appearing to read 'Russell W. Schumacher', written over a horizontal line.

RUSSELL W. SCHUMACHER

A handwritten signature in dark ink, appearing to read 'Joseph C. Chapman', written over a horizontal line.

JOSEPH C. CHAPMAN