

State of Idaho

Department of State

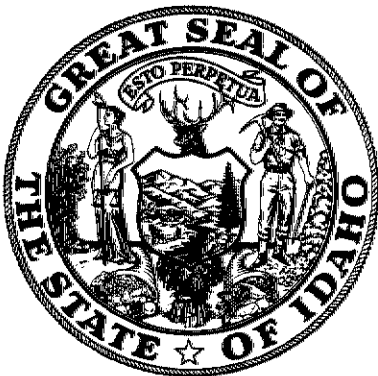
CERTIFICATE OF INCORPORATION OF

ROCKY MOUNTAIN LUMBER, 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 the above named corporation, 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: **February 27, 1987**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *J. S. Matthews*

ARTICLES OF INCORPORATION

OF

ROCKY MOUNTAIN LUMBER, INC.

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SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, being natural persons of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

FIRST

The name of the corporation is ROCKY MOUNTAIN LUMBER, INC.

SECOND

This corporation is formed and organized to engage in the general business of establishing and operating a lumber milling and planing operation, purchasing, transporting, milling, planing, processing, promoting, marketing and selling timber, lumber and wood products and otherwise developing a business and industry in wood and related products, or such other business as the board of directors may from time to time determine, and shall have all of the statutory powers conferred upon corporations by Title 30 of the Idaho Code, as it now exists or may from time to time be amended.

The pursuit of business and corporate powers agreed upon are as follows:

(1). To carry on the business of share dealers or financial agents in all transactions relating to the sale, transfer, or exchange of every description of stocks, shares, commodities, debentures, bonds, mortgages, freehold, or leasehold property, life interests, reversions or other securities or investments for money, and all transactions and negotiations on commission or otherwise relating to such business; and to advance or negotiate the advance of money at interest on securities or otherwise; and to carry on the business of stock and share brokers, land, estate and mortgage agents, and brokers in all branches.

(2). To conduct the business of financing all types of business activities, to purchase, finance, or discount commercial paper; to purchase or otherwise acquire open accounts receivable, notes, drafts and acceptance from manufacturers and jobbers and the installment lien obligations, covering any and all sales on any merchandise or other commodities; to purchase, loan upon, acquire, or otherwise finance, sell and dispose of any and all insurance contracts, installment lien obligations, or indebtedness incurred or to be incurred by any written instruments, and to guarantee, pledge, borrow, finance or raise money for any such investment in any way and to do such other financing as may be for the welfare of the corporation.

(3). To acquire by purchase or otherwise, property, real or personal, and the good will, rights and assets of any person, firm or corporation, and to pay for the same in cash, stocks, bond, or otherwise acquire, sell, assign, transfer mortgage, pledge, and otherwise dispose of shares of the capital stock, bonds, debentures, or other evidence or indebtedness created by any person, firm or corporation, and while the holder thereof to exercise the rights and privileges of ownership, including the right to vote thereon; to buy, own, use, mortgage, sell, lease, bond, or otherwise dispose of all property, real or personal, necessary, useful or desirable for it to own, use or dispose of for its purposes.

(4). To borrow money or raise monies for the business of the corporation and all of its purposes and objects, upon such terms as the Board of Directors may determine and the law permit.

(5). To enter into joint ventures or partnership with other persons, firms, or corporations.

(6). To have and to exercise all the powers now or hereafter conferred by the laws of the State of Idaho upon corporations organized under the laws under which this corporation is organized and any and all acts amendatory thereof and supplemental thereto.

THIRD

The corporation is to have perpetual existence.

FOURTH

The location and post office address of the registered office of the corporation is Cedar Creek Road, Kendrick, Idaho 83537, and the name of the registered agent of the corporation who may be found at that address is Rocky Smith.

FIFTH

The amount of the capital stock of this corporation shall be, and is 50,000 shares of common stock at par value of \$.10 each, making an aggregate stock of \$5,000.00, which stock shall not be issued until fully paid for and once so issued shall be nonassessable.

SIXTH

The names and post office addresses of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Bill Purcell	Rt. 2, Box 2259 C Lakeside, AZ 85929
Rocky Smith	Rt. 2, Box 133 A Kendrick, ID 83537
Allan Y. Peterson	7C Cloninger Lane Bozeman, MT 59715

SEVENTH

The names and post office addresses of the initial directors of the corporation, appointed by the incorporators to serve until the first election of directors, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Bill Purcell	Rt. 2, Box 2259 C Lakeside, AZ 85929
Rocky Smith	Rt. 2, Box 133 A Kendrick, ID 83537
Allan Y. Peterson	70 Cloninger Lane Bozeman, MT 59715

EIGHTH

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the corporation.

NINTH

The number of directors of the corporation shall be as specified in the bylaws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the bylaws, provided the number of directors of the corporation shall not be fewer than the number required by law. In case of any increase in the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

TENTH

Stockholders of the corporation shall have pre-emptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations of the corporation convertible into stock.

ELEVENTH

A voluntary sale, lease or exchange of all of the property and assets of the corporation, including its good will and its corporate franchises, may be made by the board of directors after authorization by the shareholders pursuant to Section 20-145, Idaho Code, upon such terms and conditions as it may deem expedient and for the best interests of the corporation.

TWELFTH

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily

or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the board of directors or a majority thereof, and any director of the corporation who is also a director or officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the board of directors of the corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

THIRTEENTH

The board of directors is expressly authorized to repeal and amend the bylaws of the corporation and to adopt new bylaws by a two-third (2/3) vote of the board of directors. The corporation is authorized to repeal and amend the bylaws of the corporation and to adopt new bylaws at any annual meeting of stockholders, or at any special meeting of the stockholders called for that purpose by a vote representing a majority of the allotted shares, represented in person or by proxy.

FOURTEENTH

The corporation may, at a meeting of the stockholders duly called upon notice of the specific purpose, amend and repeal its articles and adopt new articles by vote of the holders of two-thirds (2/3) of the voting power of all stockholders.

(IN WITNESS WHEREOF, we have hereunto set our hands this 10th
day of July, 1987.

OFFICIAL SEAL
PATRICIA M. FRONTZ
Notary Public - State of AZ
PIMA COUNTY
My Comm. Expires Aug 27, 1988

Patricia M. Frontz
Notary for Bill Purcell

BILL PURCELL

Rocky Smith

ROCKY SMITH

Allan Y. Peterson

ALLAN Y. PETERSON

Teresa K Wass

Exp July 23, 1989

STATE OF IDAHO)
)
COUNTY OF ADA) ss.

On this _____ day of _____, 1987, before me, the undersigned, a Notary Public in and for said State, personally appeared BILL PURCELL, ROCKY SMITH, and ALLAN Y. PETERSON, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same, and that they were persons over the age of eighteen years and citizens of the United States of America.

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

Notary Public for Idaho,
Residing at Boise, Idaho.

State of Arizona)
) ss.
County of Navajo)

On this 10th day of July, 1987, before me, the undersigned, a Notary Public in and for said State, personally appeared Bill Purcell, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same, and that he is over the age of eighteen years and citizen of the United States of America.

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

Patricia M. Frontz
OFFICIAL SEAL
PATRICIA M. FRONTZ
Notary Public — State of AZ
Notary Public for Arizona **PIMA COUNTY**
Residing at Navajo. My Comm. Expires Aug. 27, 1989
(County)

STATE OF MONTANA

SS.

COUNTY OF GALLATIN

On this 13th day of February, 1987, before me, the undersigned, a Notary Public in and for said State, personally appeared ALLAN Y. PETERSON, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that they executed the same, and that they were persons over the age of eighteen years and citizens of the United States of America.

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

Teresa K. Weiss

Notary Public for Montana
Residing at Bozeman, Montana.

Exp: July 23, 1989

STATE OF IDAHO

ss.

COUNTY OF NEZ PERCE

On this 19th day of February, 1987, before me, the undersigned, a Notary Public in and for the State, personally appeared Rocky Smith, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that they executed the same, and that they were persons over the age of eighteen years and citizens of the United States of America.

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

Eddy D. Huntley
NOTARY PUBLIC FOR IDAHO
Residing at Lewiston, Idaho