

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

BI-STATE DISTRIBUTING, INC.

was filed in the office of the Secretary of State on the **Twenty-ninth** day of **October** A.D. One Thousand Nine Hundred **Sixty-four** and **will be** duly recorded on **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 **Lewiston** in the County of **Nez Perce.**

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 **29th** day of **October**, A.D., 19**64**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
BI - STATE DISTRIBUTING, INC.

KNOW ALL MEN BY THESE PRESENTS that we, the undersigned, all of whom are natural persons of full age and citizens of the United States of America, do hereby voluntarily associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we do hereby execute and adopt these Articles of Incorporation in triplicate, certifying as follows:

ARTICLE I.

NAME: The name of said Corporation is and shall be:
"BI-STATE DISTRIBUTING, INC."

ARTICLE II.

PURPOSES: The purposes for which said Corporation is formed and organized are:

Anywhere in the United States and its Territories, and in any foreign country with which commerce is permitted under the laws of the United States, to engage in and carry on any part or all of the following businesses and industries, to-wit:

(1) To process, deal in, manufacture, install, store, handle, transport, or otherwise work in or with building materials of all

kinds, including lumber, roofing, insulating materials, plaster, wall, tile, ornamental and other boards, brick, concrete, structural steel, re-enforcing steel, glass, stone, pottery, tile, lighting fixtures, hardware, bathroom fixtures, plumbing supplies, electrical supplies, cements and plasters, stucco, stone and gravel, resinous waxes, textiles, incinerators, cesspools and septic tanks, fencing, wire and staples, waterproofing materials, rubber, linoleums, carpets, builders' tools and machinery, and any and every other material, appurtenance, or process useful in, necessary for, or convenient in building, construction, engineering, and maintenance.

(2) To engage in the business of blanking, drawing, forming, punching, shearing, and tooling sheet metal of all kinds and types, and the fabrication and installation of all types of metal and metal products.

(3) To act as a general contractor for the construction, repairing, and remodeling of buildings and public works of all kinds, and for the improvement of real estate, and the doing of any and all other business and contracting incidental thereto, or connected therewith, and the doing and performing of any and all acts or things necessary, proper or convenient for or incidental to the furtherance or the carrying out of the powers or purposes herein mentioned.

(4) To export from and import into the United States of America, and its territories and possessions, and any and all foreign countries, as principal or agent, merchandise of every kind and nature, and to purchase, sell, and deal in and with merchandise of every kind or nature for exportation from, and importation into, the United States, to and

from all countries foreign thereto, and for exportation from, and importation into, any foreign country, to and from any other country foreign thereto, and to purchase and sell domestic merchandise in domestic market and foreign merchandise in foreign markets, and to do a general foreign and domestic exporting and importing business.

(5) To carry on and conduct the business of retail or wholesale merchants of all types of merchandise, including clothing, furniture, electrical fixtures, household appliances, automotive parts, electronic equipment of every type and character, and all business incidental or in any way connected therewith, including the buying and selling of said merchandise.

(6) 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 hereinbefore set forth, either along or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which this Corporation is organized.

(7) To carry out such purposes, such Corporation shall have the following enumerated powers, which enumerated powers shall not be exclusive, but such Corporation shall have all other lawful powers not inconsistent therewith, to-wit:

(a) To receive, acquire, hold, purchase, dispose

of, convey, mortgage and/or lease, real and/or personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the Corporation, other than its franchise of being a corporation; and to acquire, purchase, guaranty, hold, mortgage, own, vote, sell, pledge and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidences of indebtedness of other corporations, domestic or foreign.

(b) In the purchase or acquisition of property, business rights or franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount, to incur debts, and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, debentures, obligations, negotiable and transferable instruments, and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust, trust receipt, conditional sale contract, or otherwise.

(c) To use and apply its surplus earnings or accumulated profits to the purchase or acquisition of its own capital stock from time to time, and to such extent and in such manner and upon such terms as its Board of Directors shall determine.

(d) To appoint such officers, employees and agents

as the business of the Corporation may require, and to allow them compensation.

(e) To make Bylaws not inconsistent with any existing law for the management of its business and property, and the regulation and conduct of its affairs, and the certification and transfer of its stock.

(f) To enter into contracts or obligations of any type or kind essential, necessary or proper to the transaction of its ordinary affairs, or for the purposes of the Corporation.

(g) To invest surplus funds from time to time at the discretion of the Board of Directors of the Corporation.

(h) To have one or more offices and places of business in and out of the State of Idaho, and to acquire, receive, hold, purchase, lease, mortgage, dispose of and/or convey real and/or personal property situate outside as well as inside the State of Idaho.

ARTICLE III.

DURATION: Said Corporation shall have perpetual existence.

ARTICLE IV.

LOCATION OF PRINCIPAL OFFICE: The location and post office address of the principal and registered office of said Corporation shall be Lewiston, Nez Perce County, State of Idaho.

ARTICLE V.

CAPITAL STOCK: The amount of the capital stock of said

Corporation shall be Twenty-five Thousand and no/100 Dollars (\$25,000.00) divided into two thousand five hundred shares (2,500) at the par value of Ten Dollars (\$10.00) per share, with one (1) vote to each share, and all of which shares shall be common shares and non-assessable.

ARTICLE VI.

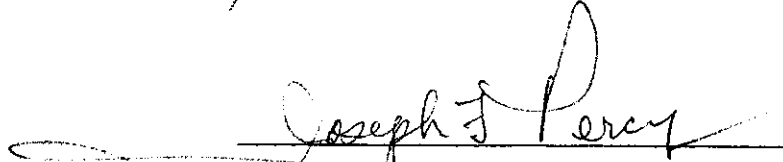
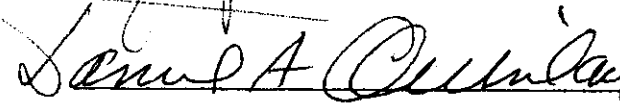

INCORPORATORS: The name and post office address of each of the incorporators and a statement of the number of shares subscribed by each, the only class of shares being common shares, are as follows:

Joseph F. Percy	412 Dexter Pullman, Washington	One (1) share
Daniel A. Quinlan	Weisgerber Building Lewiston, Idaho	One (1) share
Myrtle Percy	412 Dexter Pullman, Washington	One (1) share

ARTICLE VII.

DIRECTORS: The number, terms of office, manner of elections, time and place and manner of calling meetings, and the powers and duties of the Directors, shall be prescribed by the Bylaws. A Director need not be a shareholder of the Corporation.

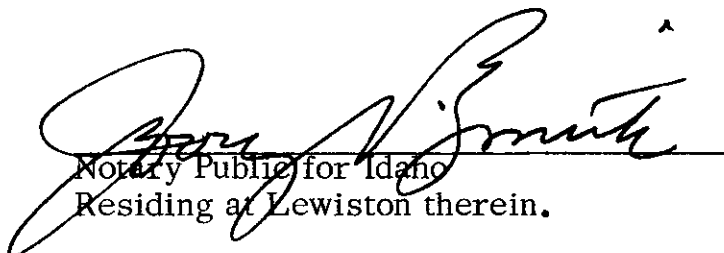
IN WITNESS WHEREOF, we have hereunto set our hands and seals at Lewiston, Idaho, this 27 day of October, 1964.

 (Seal)
 (Seal)
 (Seal)

STATE OF IDAHO :
County of Nez Perce : ss.

On this 27 day of October, 1964, before me, the undersigned Notary Public in and for the State of Idaho, personally appeared JOSEPH F. PERCY, DANIEL A. QUINLAN and MYRTLE PERCY, known to me to be all of the persons whose names are subscribed to the foregoing and 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 first above in this certificate written.


Notary Public for Idaho
Residing at Lewiston therein.