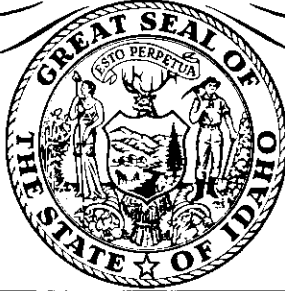


State of Idaho



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

STONEWOOD CREATIONS, INC.

was filed in the office of the Secretary of State on the **Seventh** day of **May**, A.D. One Thousand Nine Hundred **Sixty-four** and duly recorded on Film No. **128** 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

Boise in the County of **Ada.**

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 **7th** day of **May**, A.D., 19 **64**.

Secretary of State.

ARTICLES OF INCORPORATION
O F
STONEWOOD CREATIONS, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, all of whom are of full age, and at least two of whom are citizens of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the General Business Corporation Act of the State of Idaho.

I.

The name of this corporation shall be STONEWOOD CREATIONS, INC.

II.

The period of existence and duration of the life of this corporation shall be perpetual.

III.

The principal place of business of this corporation shall be Boise, Ada County, Idaho.

IV.

The nature of the business and the objects and purposes of this corporation shall be:

(a) To engage in and carry on the business of lumbering, including but not limited to the business of acquiring, owning, buying, selling, leasing, exchanging, distributing, marketing, or otherwise dealing in timber, timber lands, lumber, and the various manufactured wood products thereof; and the business of owning, erecting, operating and maintaining mills, buildings, machinery and appliances for the manufacture of lumber and the products of timber, and the business of dealing in lumber and other building products and supplies at wholesale and at retail, the business of acquiring, dealing, holding, operating, developing and selling, lands and timber and the minerals and other products of such lands.

(b) To acquire mines, quarries and mining rights and property; to own, work and lease any mineral lands; to treat, transport and dispose of the ores, products and values obtained therefrom or thereunder, and to manufacture the by-products of stone and mineral ores, and to dispose of the ores, products and values obtained therefrom or thereunder, and to construct and operate such works as shall be necessary, and generally to

do and perform all or any of the acts and things which in the judgement of this corporation may be requisite for its purpose or incidental thereto.

(c) To carry on and undertake any business undertaking, transaction or operation commonly carried on or undertaken by capitalists, promoters, financiers, concessionaires, contractors, brokers, commission merchants and any other incidental business in connection with the foregoing, or calculated directly or indirectly to enhance the value of or render profitable any of this corporation's rights or property.

(d) To acquire, operate, and hold all or any part of the capital stock, assets or good will of any businesses, or any person, firm, association or corporation engaged in any business, or instructional enterprise, and to hold, utilize and in any manner dispose of the whole or any part of the stock, assets, good will and rights so acquired, and to conduct in any lawful manner in whole or in part, any business so acquired, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation engaged in the business so acquired.

(e) To purchase, acquire, develop, turn to account, sell, exchange, lease (either as lessor or as lessee) any real estate including mines and quarries in which this corporation has an interest, and to erect, construct, alter, and maintain buildings or structures thereon.

(f) To borrow and to lend money and negotiate loans; to draw, accept, endorse, buy and sell promissory notes, bonds, stocks, debentures, coupons, and other securities; to issue on commission, subscribe for, take, acquire, hold, sell exchange and deal in shares, stocks, bonds, obligations and other securities of any government authority or company; to form, promote, subsidize and assist companies syndicates or partnerships of all kinds, and to finance and refinance the same.

(g) To acquire, own, lease (either as lessor or as lessee), or operate warehouses or storage facilities for the storage, repair or care of any goods, wares, merchandise or supplies, or for any other purposes in connection with the business or businesses of this corporation.

(h) To engage in manufacturing operations of every nature of the wood, stone and ore products and to erect and operate manufacturing plants, equipment therefor and thereof.

(i) To conduct its business in all or any of its branches in the state of Idaho, and in any and all other states, territories, possessions, colonies and dependencies of the United States of America and in the District of Columbia, and in any or all foreign countries, and to have one or more offices within or outside of the state of Idaho.

(j) The objects as specified herein shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause or paragraph of these Articles. The objects, purposes and powers specified in each of the clauses or paragraphs in these Articles shall be regarded as independent objects, purposes and powers.

The foregoing shall be construed as objects and powers and the enumeration thereof shall not be held to limit or restrain in any manner the general powers now or hereafter conferred on this corporation by the statutes of the State of Idaho.

V.

The presence, in person or by proxy, of the holders of a majority of the voting power of all shareholders shall constitute a quorum. If a meeting of shareholders cannot be organized because a quorum has not attended, those present may adjourn the meeting to such time and place as they may determine, but in case of any meeting called for the election of directors, those who attend the second of such adjourned meetings, although less than a quorum as fixed by this section of these articles of incorporation, shall, nevertheless, constitute a quorum for the purpose of electing directors. No action may be taken at any meeting of shareholders except pursuant to the affirmative vote of a majority of the voting power of all shareholders, except the election of directors and the adjournment of the meeting as herein provided.

VI.

In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized: To fix the amount to be reserved as working capital over and above its capital stock paid in, and to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

If the by-laws so provide, to designate two or more of its members to constitute an executive committee, which committee shall for the time being, as provided in said resolution or in the by-laws of this corporation, have and exercise any or all of the powers of the board of directors in the management of the business and affairs

of this corporation, and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

Pursuant to the affirmative vote of the holders of at least a two-thirds majority of the stock issued and outstanding, having voting power, given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of at least a two-thirds majority of the holders of the voting stock issued and outstanding, the board of directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of this corporation, including its good-will and its corporate franchises, upon such terms and conditions as its board of directors deems expedient and for the best interest of the corporation.

VII.

The capital stock of this corporation shall be FIVE HUNDRED THOUSAND DOLLARS (\$500,000.00) divided into FIFTY THOUSAND (50,000) SHARES of stock of the par value of TEN DOLLARS (\$10.00) EACH. Each share of common stock shall have one vote for any and all purposes.

Section 2. The capital stock of this corporation shall be non-assessable; and the private property of the shareholders thereof shall not be liable for any of the debts, obligations or liabilities of this corporation.

VIII.

All or any portion of the capital stock may be issued for cash or in payment for real or personal property, services, or any other right or thing of value, for the uses and purposes of the corporation, and when so issued shall become and be fully paid, the same as though paid for in cash at par; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock.

IX.

From time to time the capital stock may be increased according to law, and may be issued in such amounts and proportions as shall be determined by the board of directors, and as may be permitted by law.

X.

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatsoever.

XI.

The names and post office address of each of the incorporators and a statement of the number of shares subscribed for by each, is as follows:

NAME	POST OFFICE ADDRESS	NO. SHARES	AMOUNT
David W. Smith	5831 Flamingo Drive Boise, Idaho	10	\$100.00
Maureen Laurence	2930 Sheffield Court Boise, Idaho	10	\$100.00
Dorothy Ellis	5901 Lubkin Boise, Idaho	10	\$100.00

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these articles of incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein, are granted subject to this reservation.

WE, THE UNDERSIGNED, being each one of the original subscribers to the capital stock hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Idaho, do make and file these articles of incorporation, hereby declaring and certifying that the facts stated are true, and we respectively agree to take the number of shares hereinbefore set opposite our names and accordingly have hereunto set our hands and

seals this, 7th day of May A. D., 1964.

David W. Smith
David W. Smith

Maureen Laurence
Maureen Laurence

Dorothy Ellis
Dorothy Ellis

STATE OF IDAHO,)
) ss.
COUNTY OF ADA)

On this 7th day of May, in the year 1964, before me,
the undersigned, a Notary Public in and for said State, personally
appeared David W. Smith, Maureen Laurence, Dorothy Ellis, who are
personally known to me to be the persons whose names are signed to
and who executed and subscribed the within and foregoing Articles of
Incorporation of Stonewood Creations, Inc., and acknowledged to me
that they executed the same in triplicate.

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

Paul L. Hancock
Notary Public for the State of Idaho
Residing at Boise, Idaho

My commission expires: June 7-1967