

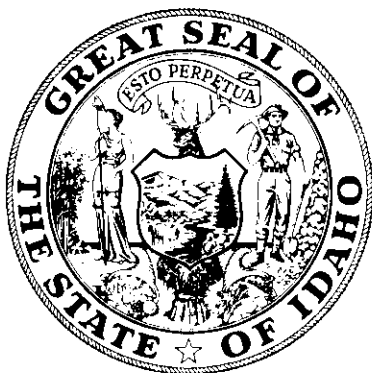
CERTIFICATE OF AUTHORITY
OF

OCOTILLO LUMBER SALES, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **OCOTILLO LUMBER SALES, INC.** for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to **OCOTILLO LUMBER SALES, INC.** to transact business in this State under the name **OCOTILLO LUMBER SALES, INC.** and attach hereto a duplicate original of the Application for such Certificate.

Dated **May 1, 1984**



SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is OCOTILLO LUMBER SALES, INC.
2. *The name which it shall use in Idaho is OCOTILLO LUMBER SALES, INC.
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is April 22, 1974 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 100 W. Tenth St., City of Wilmington, County of New Castle, State of Delaware.
6. The street address of its proposed registered office in Idaho is 700 West Idaho, Boise, Idaho 83702, and the name of its proposed registered agent in Idaho at that address is Stanley W. Welsh
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: To manufacture, purchase or otherwise acquire and to own, sell, exchange, trade and otherwise deal in lumber, wood products and building materials of every kind, and to engage in any lawful purpose for which corporations may be formed.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Delbert L. Ivie</u>	<u>Pres./Dir.</u>	<u>8045 N. 2nd Ave., Phoenix, Az. 85021</u>
<u>Naida Jean Ivie</u>	<u>Secy./Dir.</u>	<u>8045 N. 2nd Ave., Phoenix, Az. 85021</u>
<u>Henry M. Mansfield</u>	<u>Treas/Dir.</u>	<u>2067 Vista Del Oro, Newport Beach, CA. 92660</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>1,000</u>	<u>common</u>	<u>\$100.00</u>
_____	_____	_____
_____	_____	_____

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
315	common	\$100.00

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated April 19, 19 84

OCOTILLO LUMBER SALES, INC.

By *[Signature]*

Its _____ President
and Gaida Jean Jure
Its _____ Secretary

STATE OF ARIZONA)
)ss:
COUNTY OF Maricopa)

I, Louise H. Jack, a notary public, do hereby certify that on
this 19th day of April, 1984, personally appeared before
me Delbert L. Ivie & Naida Jean Ivie, who being by me first duly sworn, declared that he
President & Secretary,
is the respectively of OCOTILLO LUMBER SALES, INC.,

that he signed the foregoing document as Pres. & Secy. of the corporation and that the statements therein contained are true.

My commission expires: 11/5/86
Louise H. Jack
 Notary Public

*Pursuant to section 30-1-108(b)(1), **Idaho Code**, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

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SECRETARY OF
STATE



State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of _____ Incorporation _____
filed in this office on _____ April 22, 1974 _____.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY:

B. Ahern

DATE:

February 14, 1984

CERTIFICATE OF INCORPORATION
OF
OCOTILLO LUMBER SALES, INC.

* * * * *

1. The name of the corporation is
OCOTILLO LUMBER SALES, INC.

2. The address of its registered office in the State of Delaware is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. The nature of the business or purposes to be conducted or promoted is:

To manufacture, purchase or otherwise acquire and to own, sell, exchange, trade and otherwise deal in lumber, lath, logs, shingles, sash, doors, blinds or other wood products, and building materials of any kind whatsoever, and any and all related materials, equipment and supplies of any kind whatsoever, at either wholesale or retail and as principal, agent, broker or factor.

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

4. The total number of shares of stock which the corporation shall have authority to issue is one thousand (1,000) and the par value of each of such shares is One dollar (\$1.00) amounting in the aggregate to One Thousand dollars (\$1,000.00).

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5A. The name and mailing address of each incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>	
G. J. Coyle	100 West Tenth Street Wilmington, Delaware	19801
W. J. Reif	100 West Tenth Street Wilmington, Delaware	19801
R. F. Andrews	100 West Tenth Street Wilmington, Delaware	19801

6. The name and mailing address of each person, who is to serve as director until the first annual meeting of the stockholders until a successor is elected and qualified, is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Robert J. Coyle	601 North 3rd Avenue Phoenix, Arizona 85001
William J. Reif	6041 North 3rd Avenue Phoenix, Arizona 85011
Robert M. Vanfield	707 Central Street Corona del Mar, California 92625

7. The corporation is to have perpetual existence.

8. Meetings of stockholders may be held within or without the State of Delaware, as the law may provide. The records of the corporation may be kept (and kept) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Elections of directors need not be by written ballot unless the by-laws of the corporation so provide.

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8. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate 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 of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is our act and deed and the facts herein stated are true, and accordingly have hereunto set our hands this 19th day of April, 1974.

W. H. J.
R. T. G.

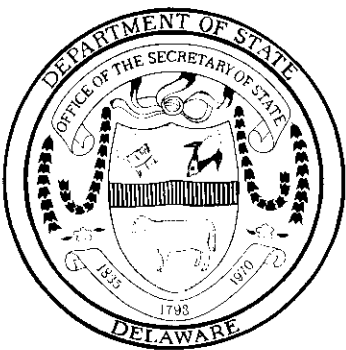
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State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of _____ Amendment _____
filed in this office on _____ October 9, 1974 _____.



Glenn C. Kenton
Glenn C. Kenton, Secretary of State
BY: B. Akers
DATE: February 14, 1984

**CHARTER OF INCORPORATION
OF
CERTIFICATE OF INCORPORATION**

OCOTILLO LUMBER SALES, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of OCOTILLO LUMBER SALES, INC., be amended by changing the Article thereof numbered 4 so that, as amended, said Article shall be and read as follows:

"4. The total number of shares of stock which the corporation shall have authority to issue is one thousand (1,000) and the par value of each of such shares is one hundred dollars (\$100.00), amounting in the aggregate to one hundred thousand dollars (\$100,000.00)."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 220 of The General Corporation Law of the State of Delaware.

THIRD: That the amended amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 220 of The General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said OCOTILLO LUMBER SALES, INC.,
has caused this certificate to be signed by DELBERT L. IVIE,
its President, and attested by NAIDA JEAN IVIE, its Secre-
tary, this 1st day of October, 1974.

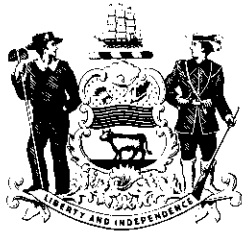
OCOTILLO LUMBER SALES, INC.

By *Delbert L. Ivie*
Delbert L. Ivie
President

ATTEST:

By *Naida Jean Ivie*
Naida Jean Ivie
Secretary

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State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Agreement of Merger
filed in this office on May 1, 1974.



Glenn C. Kenton
Glenn C. Kenton, Secretary of State
BY: B. Akers
DATE: February 14, 1984

AGREEMENT OF MERGER

AGREEMENT OF MERGER, dated this 24th day of April, 1974, pursuant to Section 252 of the General Corporation Law of Delaware, between OCOTILLO LUMBER SALES, INC., a Delaware corporation and OCOTILLO LUMBER SALES, INC., an Arizona corporation.

WITNESSETH that:

WHEREAS, all of the constituent corporations desire to merge into a single corporation; and

WHEREAS, said Delaware corporation, by its Certificate of Incorporation which was filed in the office of the Secretary of State of Delaware on April 22, 1974, and recorded in the office of the Recorder of Deeds for the County of New Castle on April 22, 1974 has an authorized capital stock consisting of one thousand (1,000) shares, consisting of one thousand (1,000) shares of common stock of One Dollar (\$1.00) par value, of which stock sixty-three (63) shares of such common stock are now issued and outstanding and such shares shall remain issued and outstanding; and

WHEREAS, said Arizona corporation, a corporation organized under the laws of the State of Arizona by its Certificate of Incorporation which was filed in the office of the Corporation Commission of the State of Arizona, on May 26, 1961 and recorded in the office of the County Recorder for the County of Maricopa on May 26, 1961, has an authorized capital stock consisting of six thousand (6,000) shares of the par value of One Hundred Dollars (\$100.00) each, all of one class, amounting in the aggregate to Six Hundred Thousand Dollars (\$600,000.00) of which stock three hundred fifteen (315) shares are now issued and outstanding; and

UNION

WHEREAS, the registered office of said Delaware corporation in the State of Delaware is located at 100 West Tenth Street, in the City of Wilmington, County of New Castle, and the name of its registered agent at such address is The Corporation Company; and the registered office of the Arizona corporation in the State of Arizona is located at 1500 Townhouse Tower in the City of Phoenix, County of Maricopa, and the name and address of its registered agent is A. M. Posner;

NOW, THEREFORE, the corporations, parties to this Agreement in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: The Delaware corporation, hereby merges into itself the Arizona corporation and said Arizona corporation shall be and hereby is merged into the Delaware corporation.

SECOND: The Certificate of Incorporation of Delaware corporation, as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

THIRD: The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into the shares or other securities of the surviving corporation shall be as follows:

(a) Each share of common stock of the merged corporation which shall be outstanding on the effective date of this Agreement, and all rights in respect thereof shall forthwith be changed and converted into three hundred fifteen (115) shares of common stock of the surviving corporation.

(b) After the effective date of this Agreement each holder of an outstanding certificate representing shares of common stock of the merged corporation shall surrender

the same to the surviving corporation and each such holder shall be entitled upon such surrender to receive the number of shares of common stock of the surviving corporation on the basis provided herein. Until so surrendered the outstanding shares of the stock of the merged corporation to be converted into the stock of the surviving corporation as provided herein, may be treated by the surviving corporation for all corporate purposes as evidencing the ownership of shares of the surviving corporation as though said surrender and exchange had taken place.

FOURTH: The terms and conditions of the merger are

as follows:

(a) The by-laws of the surviving corporation as they shall exist on the effective date of this Agreement shall be and remain the by-laws of the surviving corporation until the same shall be altered, amended and repealed as therein provided.

(b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective upon filing with the Secretary of State of Delaware. However, for all accounting purposes the effective date of the merger shall be as of the close of business on April 30, 1974.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the

proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

(e) The surviving corporation hereby (i) agrees that it may be served with process in the State of Arizona in any proceeding for the enforcement of any obligation of the merged corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of the merged corporation; (ii) irrevocably appoints the Corporation Commission of Arizona as its agent to accept service of process in any such proceeding; and (iii) agrees that it will promptly pay to dissenting shareholders of the merged corporation the amount, if any, to which they shall be entitled pursuant to the laws of the State of Arizona.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective boards of directors have caused these presents to be executed by the President and attested by the Secretary.

OCOTILLO LUMBER SALES, INC.
(Delaware)

By *[Signature]*
President

ATTEST:

By *[Signature]*
Secretary

OCOTILLO LUMBER SALES, INC.
(Arizona)

By *[Signature]*
President

ATTEST:

By *[Signature]*
Secretary

UNNUS

I, NAIDA JEAN IVIE, Secretary of Ocotillo Lumber Sales, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation and having been signed on behalf of Ocotillo Lumber Sales, Inc., a corporation of the State of Arizona was duly submitted to the stockholders of said Delaware corporation at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon Waiver of Notice, signed by all the stockholders, for the purpose of considering and taking action upon said Agreement of Merger, that sixty-three (63) shares of stock of said corporation were on said date issued and outstanding having voting power and that the proposed Agreement of Merger was approved by the stockholders by an affirmative vote representing all of the outstanding stock of said corporation entitled to vote thereon, and that thereby the Agreement of Merger was at said meeting duly adopted as the act of the stockholders of said Ocotillo Lumber Sales, Inc. (Delaware), and the duly adopted agreement of the said corporation.

WITNESS my hand on this 24th day of April, 1974.

Naida Jean Ivie
Secretary

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OCOTILLO LUMBER SALES, INC.
(Delaware)

By Don Hill
President

COOTILLO LUMBER SALES, INC.
(ARIZONA)

By Robert J. Allen
President

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STATE OF ARIZONA)
) SS:
COUNTY OF MARICOPA)

On this 24th day of April, 1974, before me, the under-
signed, a Notary Public duly commissioned, personally appeared
Delbert L. Ivie and Naida Jean Ivie, who acknowledged themselves
to be the President and Secretary respectively of OCOTILLO LUMBER
SALES, INC., an Arizona corporation, and that they, as such offi-
cers, being authorized so to do, executed the foregoing instru-
ment by signing their names thereto for and on behalf of such
corporation for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official



(NOTARIAL SEAL)

Leanne A. Anderson
Written Signature

LEANNE A. ANDERSON
Printed Signature
Notary Public

My Commission Expires:

3/5/75

STATE OF ARIZONA)
) SS:
COUNTY OF MARICOPA)

On this 24th day of April, 1974, before me, the under-
signed, a Notary Public duly commissioned, personally appeared
Delbert L. Ivie and Naida Jean Ivie, who acknowledged themselves
to be the President and Secretary respectively of OCOTILLO LUMBER
SALES, INC., a Delaware corporation, and that they, as such offi-
cers, being authorized so to do, executed the foregoing instru-
ment by signing their names thereto for and on behalf of such
corporation for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official



(NOTARIAL SEAL)

Leanne A. Anderson
Written Signature

LEANNE A. ANDERSON
Printed Signature
Notary Public

My Commission Expires:

3/5/75

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