



CERTIFICATE OF INCORPORATION  
OF

BUTCHER WOOD PRESERVING, 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 \_\_\_\_\_

BUTCHER WOOD PRESERVING, INC.,

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 June 2, 19 80.



SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF INCORPORATION JAN 2 AM 6 37  
OF  
BUTCHER WOOD PRESERVING, INC.

I, the undersigned person of the age of eighteen years or more, as incorporator of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation:

ARTICLE 1. NAME

The name of this corporation is Butcher Wood Preserving, Inc.

ARTICLE 2. DURATION

The period of this corporation's duration shall be perpetual.

ARTICLE 3. PURPOSES AND POWERS

The purpose of this corporation is to engage in the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

This corporation shall have the authority to engage in any and all such activities as are incidental or conducive to the attainment of the purposes of this corporation and to exercise any and all powers authorized or permitted under any laws that may be now or hereafter applicable or available to this corporation.

ARTICLE 4. SHARES

This corporation shall have authority to issue 1,000 shares of common stock, and each share shall have a par value of \$1.00.

ARTICLE 5. PREEMPTIVE RIGHTS

No preemptive rights shall exist with respect to shares of stock or securities convertible into shares of stock of this corporation.

ARTICLE 6. CUMULATIVE VOTING

The right to cumulate votes in the election of Directors shall exist with respect to shares of stock of this corporation.

#### ARTICLE 7. REDEMPTION

This corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares. Subject to the provisions of the Idaho Business Corporation Act, purchases of its own shares, whether direct or indirect, may be made from unreserved and unrestricted earned surplus and capital surplus available therefor.

#### ARTICLE 8. DISTRIBUTIONS FROM CAPITAL SURPLUS

Subject to the provisions of the Idaho Business Corporation Act, the Board of Directors of this corporation may, from time to time, distribute to the shareholders out of the capital surplus of this corporation a portion of its assets, in cash or property.

#### ARTICLE 9. CONTRACTS IN WHICH DIRECTORS HAVE INTEREST

No contract or other transaction between this corporation and one or more of its Directors, or between this corporation and any corporation, firm, association or other entity of which one or more of this corporation's Directors are Directors or officers or in which they are financially interested, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purposes, if (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent, in which vote or consent such interested Directors may participate to the extent that they are also shareholders; or (c) the contract or transaction is fair and reasonable to the corporation and the fact of such relationship or interest is fully and fairly disclosed or known to the corporation.

#### ARTICLE 10. BYLAWS

The Board of Directors shall have the power to adopt, amend or repeal the Bylaws of this corporation, at a duly called

meeting or by written consent, subject to the power of the shareholders to amend or repeal such Bylaws. The shareholders shall also have the power to adopt, amend or repeal the Bylaws of this corporation.

#### ARTICLE 11. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation is Route 2, Box 211, Plummer, Idaho 83851 and the name of its initial registered agent is David T. Butcher.

#### ARTICLE 12. DIRECTORS

The number of Directors of this corporation shall be determined in the manner provided by the Bylaws and may be increased or decreased from time to time in the manner provided therein. The initial Board of Directors shall consist of one Director, and the name and address of the person who shall serve as such Director until the first annual meeting of shareholders or until his successor or successors are elected and qualify is:

David T. Butcher  
Route 2, Box 211  
Plummer, Idaho 83851

#### ARTICLE 13. AMENDMENTS TO ARTICLES OF INCORPORATION

This corporation reserves the right to amend or repeal, by the affirmative vote of the holders of two-thirds of the shares entitled to vote thereon, any of the provisions contained in these Articles of Incorporation, and the rights of the shareholders of this corporation are granted subject to this reservation.

#### ARTICLE 14. INCORPORATOR

The name and address of the incorporator is Mark A. Rowley, 1900 Washington Building, Seattle, Washington 98101.

Dated: May 30, 1981

Mark A. Rowley  
Mark A. Rowley, Incorporator