

State of Idaho

Department of State

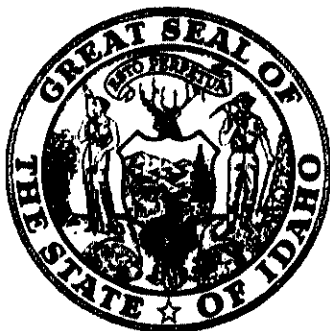
CERTIFICATE OF INCORPORATION OF

OLD COUNTRY PRODUCTS, 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: January 2, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

[Signature]

Corporation Clerk

ARTICLES OF INCORPORATION
OF
OLD COUNTRY PRODUCTS, INC.

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The undersigned incorporators, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I: The name of the corporation is **OLD COUNTRY PRODUCTS, INC..**

ARTICLE II: The purpose of the corporation is to engage in the business of preparing, processing, and otherwise manufacturing, purchasing, and dealing in for resale, millwork and cabinet shop products composed in whole or in part of wood or wood products.

ARTICLE III: The period of duration of the corporation is perpetual.

ARTICLE IV: The address of the corporation's initial registered office in the State of Idaho is 2204 Browning Way, Sandpoint, Idaho 83864, and the name of its initial registered agent at such address is JOAN GAYE POWELL.

ARTICLE V: The aggregate number of shares the corporation shall have authority to issue is Twenty Thousand (20,000). The total authorized number of shares shall be without par value. The corporation is authorized to issue only one class of stock. Stock shall be issued and transferable only to natural persons

who are not non-resident aliens.

ARTICLE VI: The number of directors constituting the initial board of directors is Three (3), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
JOAN GAYE POWELL	2204 Browning Way P.O. Box 2047 Sandpoint, Id 83864
ANDERS P. RAIHA	8520 Sunnyside Road Sandpoint, Id 83864
FRANK BROW	3040 Lakeshore Drive Sagle, Id 83860

ARTICLE VII: The names and addresses of each incorporator are:

<u>Name</u>	<u>Address</u>
JOAN GAYE POWELL	P.O. Box 2047 Sandpoint, Id 83864
ANDERS P. RAIHA	8520 Sunnyside Road Sandpoint, Id 83864
FRANK BROW	3040 Lakeshore Drive Sagle, Id 83860

ARTICLE VIII: In the event a stockholder desires to sell his shares of stock, he shall first give written notice of his intent to do so to the other stockholders. The notice must specify the price, the terms of payment, and any other conditions of sale or transfer. For sixty (60) days after receipt of notice, the other stockholders shall have the right to purchase the

shares offered for sale by giving written notice thereof on the terms stated in the notice and at a price which is the lesser of the following:

- a. The price stated in the notice; or
- b. The price agreed upon by the selling and purchasing parties if an agreement can be reached; or
- c. In the event the parties cannot agree upon a purchase price, the purchase price shall be determined by appraisal. The selling and purchasing parties shall bear the costs and expense of the appraisal equally.

If the value as determined through an independent appraisal is not satisfactory to either the selling or the purchasing party, the value of the shares to be purchased shall be determined by arbitration, as follows:

The purchasing party and the selling party shall each name an arbitrator. If the two arbitrators cannot agree on a value, they shall appoint a third arbitrator and a decision of the majority shall be binding upon all parties. Arbitration shall be in accordance with the rules of the American Arbitration Association, as such rules may be in effect at the time of arbitration, and as modified by the provisions of Idaho Code Section 7-901 et seq. The cost of arbitration shall be borne entirely by the party dissatisfied with the value as determined through independent appraisal.


The terms of payment of the purchase price shall be the terms agreed upon by the selling and purchasing parties, if an

agreement can be reached. If the parties cannot agree, the purchase price shall be paid in cash within ten (10) days of the determination of the value of the shares to be purchased.

EXECUTED in duplicate on this 30th day of November, 1991.



JOAN GAYE POWELL



ANDERS P. RAIHA



FRANK BROW