



CERTIFICATE OF INCORPORATION
OF

MORRIS OF IDAHO, INC.

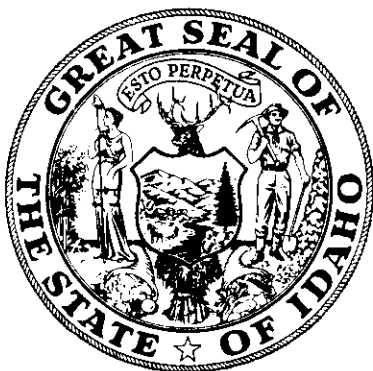
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

MORRIS OF IDAHO, 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 _____ December 26 _____, 19 79 _____.



SECRETARY OF STATE

Corporation Clerk

78 DEC 28 PM 2 54
ARTICLES OF INCORPORATION

STATE OF
MORBARK OF IDAHO, INC.

The undersigned, acting as incorporators of the corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I.

The name of the corporation is "MORBARK OF IDAHO, INC. ".

ARTICLE II.

The period of its duration is perpetual.

ARTICLE III.

The Purpose or purposes for which the corporation is organized are:

(a) The sale, service and rebuilding of machinery and equipment used in the timber products industry and the sale of parts.

(b) The transaction of any or all other lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV.

The aggregate number of shares which the corporation shall have the authority to issue is twenty-five thousand (25,000) shares having a par value of One Dollar (\$1) per share.

ARTICLE V.

Provisions for the regulation of the internal affairs of the corporation are:

(a) The initial Bylaws shall be adopted by the board of directors. Except as provided by law, the power to alter, amend or repeal the Bylaws or to adopt new Bylaws shall be vested in the board of directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the Idaho Business Corporations Act or these Articles of Incorporation.

(b) Any contract or other transaction between the corporation and any one or more of its directors, or between

the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation any any corporation or association of which one or more of its directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the board of directors of the corporation that acts upon, or in reference to, the contract or transaction, and notwithstanding his or their participation in the action, if the fact of such interest shall be disclosed or known to the board of directors and the board of directors shall nevertheless authorize or ratify the contract or transaction, the interested director or directors to be counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification. This section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

ARTICLE VI.

The address of the initial registered office of the corporation is 3533 12th Street, Lewiston ID 83501, and the name of its registered agent at such address is Peter Leroy Johnson.

ARTICLE VII.

The number of directors of the corporation shall be as, from time to time, specified in the Bylaws of the corporation. The number of directors constituting the initial board of directors of the corporation is two (2), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Peter Leroy Johnson - 3507 20th Street, Lewiston, ID 83501
Doris Johnson - 3507 20th Street, Lewiston, ID 83501

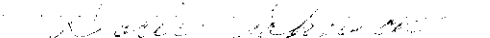
ARTICLE VIII.

The name and address of each incorporator are:

Peter Leroy Johnson - 3507 20th Street, Lewiston, ID 83501
Doris Johnson - 3507 20th Street, Lewiston, ID 83501


DATED this 26th day of December, 1979.

 (SEAL)
PETER LEROY JOHNSON

 (SEAL)
DORIS JOHNSON

STATE OF I D A H O)
 : ss.
County of NEZ PERCE)

I, the undersigned, a notary public, do hereby certify that, on this 26th day of December, 1979, personally appeared before me PETER LEROY JOHNSON and DORIS JOHNSON, husband and wife, who being by me, first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.



Notary Public in and for the State of
Idaho, Residing at Lewiston, therein.

(S E A L)