

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

KIMBILL, INC.
File Number C 45755

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of KIMBILL, INC. 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: January 6, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

45755

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
KIMBILL, INC.**

JAN 3 3 09 PM '95
SECRETARY OF STATE

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The undersigned KIMBILL, INC. an Idaho corporation, pursuant to resolution duly adopted by its Board of Directors, hereby amends and restates its articles of incorporation, in their entirety, to (1) modify the capital structure and provide for the exchange of shares, (2) deny preemptive rights, (3) prevent cumulative voting of shares, (4) provide for indemnification and limited liability of directors, (5) allow transactions with interested parties under certain conditions, (6) provide for future modification of the bylaws and the articles of incorporation, and (7) modify the corporate purpose, as follows:

**ARTICLE I
NAME OF CORPORATION**

The name of this corporation is KIMBILL, INC.

**ARTICLE II
DURATION OF CORPORATION**

The duration of this corporation shall be perpetual.

**ARTICLE III
CORPORATE PURPOSE**

The purposes for which the corporation is organized are to carry on a general wholesale and retail lumber business in all of its phases, and to own, operate, and generally deal in and with all kinds of facilities and appurtenances convenient, desirable, or necessary in the conduct and operation of wholesale and retail sales of lumber, hardware, tools, machinery and other implements or materials related to the construction and/or building industry, and to engage in any activity necessary or convenient to operating such business, to carry on any other lawful trade for which corporations may be organized under the Idaho Business Corporations Act, and to exercise all powers granted to a corporation formed under that Act, including any amendments thereto or successor statute that may be hereinafter enacted.

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**ARTICLE IV
CAPITALIZATION**

The corporation is authorized to issue a total of One Hundred Thousand (100,000) shares with a par value of One Dollar (\$1.00) per share, consisting of Ten Thousand (10,000) shares of One Dollar (\$1.00) par value to be designated "Voting Common Stock" and Ninety Thousand (90,000) shares of One Dollar (\$1.00) par value to be designated "Nonvoting Common Stock." The shares of Voting Common Stock and Nonvoting Common Stock shall be identical in every respect except for the voting rights to which the holders thereof shall be entitled. Each share of Voting Common Stock shall entitle the holder thereof to one (1) vote on all matters submitted to the shareholders of this corporation for their approval. The shares of Nonvoting Common Stock shall not entitle the holders thereof to any voting rights, except for those to which they are entitled by law.

**ARTICLE V
NO PREEMPTIVE RIGHTS**

The owners of shares of voting and nonvoting common stock of the corporation shall not be entitled to preemptive rights to subscribe for or purchase any part of new or additional issues of stock or securities convertible into stock of any class whatsoever whether now or hereafter authorized, and whether issued for cash, property, services, by way of dividend or otherwise.

**ARTICLE VI
NO CUMULATIVE VOTING**

No shareholder who shall be entitled to vote on any matter that properly comes before a shareholder including election for directors shall be entitled to accumulate his votes.

**ARTICLE VII
AMENDMENT OF ARTICLES OF INCORPORATION**

The corporation reserves the right to amend, alter, change or repeal any provisions contained in its articles of incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of shareholders of the corporation are granted subject to this reservation.

**ARTICLE VIII
REGISTERED OFFICE**

The name and address of the registered agent of the corporation are D. John Thornton, Suite 1015, One Capital Center, 999 Main Street, Boise, Idaho 83702.

ARTICLE IX BOARD OF DIRECTORS

There shall be at least one director of this corporation, but not more than seven. The actual number may be set from time to time by the board of directors.

ARTICLE X AMENDMENT OF BYLAWS

The Board of Directors is expressly authorized to alter, amend or repeal the bylaws of the corporation and to adopt new bylaws, subject to repeal or change by majority vote of the shareholders. Nothing herein shall deny the concurrent power of the shareholders to adopt, alter, amend or repeal the bylaws.

ARTICLE XI LIMITATION ON DIRECTOR LIABILITY

To the fullest extent permitted by Idaho law and subject to the bylaws of this corporation, a director of this corporation shall not be liable to the corporation or its shareholders for monetary damages for his or her conduct as a director. Any amendment to or repeal of this Article shall not adversely affect any right of a director of this corporation hereunder with respect to any acts or omissions of the director occurring prior to amendment or repeal.

ARTICLE XII INDEMNIFICATION

To the fullest extent permitted by its bylaws and Idaho law, this corporation is authorized to indemnify any of its officers, directors, employees and agents. The Board of Directors shall be entitled to determine the terms of indemnification, including advance of expenses, and to give effect thereto through the adoption of bylaws, approval of agreements, or by any other manner approved by the Board of Directors. Any amendment to or repeal of this Article shall not adversely affect any right of an individual with respect to any right to indemnification arising prior to such amendment or repeal.

ARTICLE XIII TRANSACTIONS WITH INTERESTED PARTIES

The corporation may enter into contracts and otherwise transact any business with its directors, officers, and shareholders, and with any entity in which they may have an interest adverse to the corporation, as freely as though such adverse interest does not exist, even though the vote, action or presence of such director, officer or shareholder may be necessary to obligate the corporation upon such contracts or transactions.

In the absence of fraud, and with the notice required by the following paragraph, no such contract or transaction shall be avoided and no such director, officer or shareholder

shall be held liable to account to the corporation, by reason of such adverse interest or by reason of any fiduciary relationship to the corporation, for any profit or benefit realized by him through any such contract or transaction.


Directors and officers of the corporation shall notify the Board of Directors, at the meeting at which such contract or transaction is authorized or confirmed, of the nature of their adverse interest. A general notice that a director or officer of the corporation is interested in any entity shall be sufficient disclosure of such adverse interest. No notice shall be required if all directors have actual knowledge of the adverse interest.

The undersigned President and Secretary of KIMBILL, INC., hereby certify that the above Amended and Restated Articles of Incorporation were adopted by resolution of the board of directors, and were approved by the shareholders on December 15, 1994, as follows:

<u>No. of shares outstanding:</u>	<u>No. of shares entitled to vote:</u>	<u>Voting for:</u>	<u>Voting against:</u>
249	249	249	

199⁹⁵₄ IN WITNESS WHEREOF, we hereunto set our hands this 5 day of ~~December~~ ^{JANUARY}, 199⁹⁵₄.

KIMBILL, INC.

By 
WILLIAM K. CURTIS, President

ATTEST:

By 
HELEN R. CURTIS, Secretary

VERIFICATION

STATE OF IDAHO)
 ss.
County of Ada)

I, Klondy Moon, a Notary Public, do hereby certify that on this 5 day of ~~December~~ ^{JANUARY}, 1994, personally appeared before me HELEN R. CURTIS, who, being by me first duly sworn, declared that she is the Secretary of KIMBILL, INC., that she signed the foregoing document as Secretary of the corporation, and that the statements therein contained are true.

Klondy Moon
NOTARY PUBLIC, State of Idaho
Residing at: Ernett, Idaho
My Commission Expires: 8/15/96