

96673

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

H & W 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: November 4, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Sheryl DeWine
Corporation Clerk

ARTICLES OF INCORPORATION

OF

H & W INC.

Nov 4 4 45 PM '91
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS, That I, the undersigned, being a natural person of full age and a citizen of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

FIRST

The name of the corporation is H & W INC.

SECOND

The purposes and objects for which the corporation is formed are:

(a) Manufacturing of specialty wood products, plus all activities related thereto.

(b) To buy, sell, acquire, hold, own, dispose of, convey, mortgage, pledge, lease, assign, transfer, trade and deal in and with all kinds of personal property, franchises, privileges, rights, goods, wares, and merchandise of every kind, nature and description;

(c) To buy, sell, convey, lease, let, mortgage, exchange or otherwise acquire or dispose of lands, lots, houses, buildings and real property, hereditaments and appurtenances of all kinds to the same extent as natural persons might or could do, and without limit as to amount;

(d) To acquire by purchase, subscription, or otherwise, and to own, hold, sell, negotiate, assign, deal in, exchange, transfer, mortgage, pledge or otherwise dispose of, any shares of capital stock, scrip, bonds, mortgages, securities, or evidences of indebtedness, issued or created by any other corporation, joint stock company or association, public or private, or by whomsoever issued, and while the holder or owner thereof to possess and exercise in respect thereof any and all rights, powers and privileges of ownership; including the right to vote thereon;

(e) To make, perform and carry out contracts of every kind and description made for any lawful purpose, without limit as to

amount, with any person, firm, association or corporation, either public or private, or with any territory or government or any agency thereof;

(f) To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes, and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage, and/or pledge all or any part of the property or assets, real or personal, at any time owned or held by this corporation, upon such terms and conditions as the Board of Directors shall authorize, and as they be permitted by law;

(g) To acquire, hold, sell, reissue, or cancel any shares of its own capital stock, provided, however, that this corporation may not use any of its funds or property to the purchase of its own common stock when such use would cause any impairment of the capital of this corporation, and provided, further, that the shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly;

(h) To purchase or otherwise acquire the whole or any part of the property, assets, business and good will of any other person, firm, corporation or association, and to conduct in any lawful manner the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business;

(i) To organize, promote, incorporate or reorganize subsidiary corporations and joint stock companies and associations for any purpose permitted by law;

(j) To have one or more offices to carry out on all or any part of its operations and business, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and which now or hereafter may be authorized by law, and this to same extent and as fully as natural persons might or could do, or principals, agents, contractors, trustees, or otherwise, and either alone or in connection with any person, firm, association, or corporation;

(k) To have and to exercise any and all powers and privileges now or hereafter conferred by laws of the State of Idaho upon corporations formed under the general corporation laws of said State, or under any Act amendatory thereof or supplemental thereto or substituted therefor;

The foregoing clauses are to be construed both as objects and

powers; and it is hereby expressly provided that enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation; provided, however, that nothing contained herein shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do any act which a corporation formed under the Act hereinbefore referred to, or any amendment thereof or supplement thereto, or substitute therefor, may not at the time lawfully carry on or do. It is the intention that the purposes, objects and powers specified in each of the subparagraphs (a) to (k) inclusive, of paragraph Second of these Articles of Incorporation, shall, except as otherwise expressly provided, in no wise be limited or restricted by reference to or inference from, the terms of any other subparagraph, clause or paragraph of these Articles of Incorporation.

THIRD

The corporation is to have perpetual existence.

FOURTH

The location and post office address of the registered office of the corporation is **743 E. Linkershim, Meridian, Idaho 83642**. The name of the Registered Agent is **STEVE HEFFNER**.

FIFTH

The amount of the capital stock of this corporation is \$500,000.00, divided into 500,000 equal shares of \$1.00 par value.

SIXTH

The name and address of the incorporator is:

**Steve Heffner
743 E. Linkershim
Meridian, Idaho 83642**

The number of directors constituting the initial board of directors shall be two. The names and addresses of the initial directors are:

**Steve Heffner
743 E. Linkershim
Meridian, Idaho 83642**

**Gary Westerbrook
5202 Anthony
Garden Grove, CA 92645**

SEVENTH

The private property of the stockholder of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the corporation.

EIGHTH

The number of directors of the corporation shall be as specified in the By-laws and such number may from time to time be increased or decreased in such manner as may be prescribed in the By-laws, provided the number of directors of the corporation shall not be less than one (1). In case of any increase in the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

NINTH

Stockholders of the corporation shall have preemptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, or to obligations of the corporation convertible into stock. Any stock or obligations issued by the corporation shall first be offered to the stockholders of the corporation.

TENTH

A voluntary sale, lease or exchange of all of the property and assets of the corporation, including its good will and its corporate franchises, may be made by the shareholders upon such terms and conditions as it may deem expedient and for the best interests of the corporation.

ELEVENTH

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so

interested shall be disclosed or shall have been known to the board of directors or a majority thereof; and any director of the corporation who is also a director or officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the board of directors of the corporation which shall authorize any such contract or of such transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

TWELFTH

The board of directors is expressly authorized to repeal and amend the By-laws of the corporation and to adopt new By-laws, subject to repeal or change by action of the shareholders, and the corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, by a majority vote of the stockholders, represented in person or by proxy, at any annual meeting of the stockholders or at any meeting duly called for that purpose, except where the laws of the said State of Idaho otherwise provide.

IN WITNESS WHEREOF, I have hereunto set my hand this 4 day of November, 1991.




STEVE HEFFNER

STATE OF IDAHO)
 : ss.
County of Ada)

On this 4TH day of NOVEMBER, 1991, before me, the undersigned Notary Public for Idaho, personally appeared **STEVE HEFFNER**, known to me to be the person whose name is subscribed to the within and foregoing Articles of Incorporation and acknowledged to me that he executed the same, and that he is a person over the age of twenty-one (21) years and a citizen of the United States of America.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official notarial seal the day and year first in this certificate written.



Notary Public for Idaho
Residing at Boise
Commission Expires: 12-23-93