

Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

THE WIRTH CORPORATION

was filed in the office of the Secretary of State on the **Twenty-third** day of **September,** A.D. One Thousand Nine Hundred **Sixty-four** and duly recorded on Film No. **130** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for

perpetual existence from the date hereof, with its registered office in this State located at

Caldwell

in the County of

Canyon.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **23rd** day of **September**, A.D., 19 **64**.

Secretary of State.

Articles of Incorporation

of

THE WIRTH CORPORATION

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, pursuant to the Business Corporation Act of the State of Idaho, do hereby certify as follows:

I.

The name of this corporation is:

THE WIRTH CORPORATION

II.

The purposes for which this corporation is formed are:

(a) To engage in a general manufacturing, fabricating, merchandising and development business.

(b) To acquire, own and operate any type of mercantile establishment and to purchase, acquire, manufacture, fabricate, exchange, sell, dispose of and deal in lumber, wood products, building materials, hardware and generally any type or kind of goods, wares and merchandise.

(c) To carry on any form or type of business as a merchant of timber, lumber and wood products, and to operate saw mills, planing mills, establishments for the fabrication and production of wood products in any form, and to purchase, acquire and deal in standing timber, logs, lumber, wood products and articles of every kind in the manufacture or fabrication of which timber or wood is used.

- (d) To acquire, own, lease (either as lessor or as lessee) real property, wherever located, including (without limitation to) timber lands, plant sites, business buildings, office buildings, residences, hotels, warehouses and structures of every kind or nature thereon; and to acquire, own, lease (either as lessor or as lessee) water and water rights, easements and rights-of-way and any other form of rights in real property; and to develop, plat, subdivide, improve and deal in real property or the appurtenances or improvements thereon.
- (e) To conduct timber removal, logging operations, planing mills, woodworking and wood fabrication plants and establishments of every kind or nature.
- (f) To acquire, own, lease (either as lessor or as lessee) machinery, equipment, tools, fixtures, furniture and generally personal property of every kind or nature and wherever located.
- (g) To acquire, own, lease (either as lessor or as lessee) and operate warehouses and storage facilities for the storage, repair, maintenance, manufacture and care of machinery, equipment, goods, wares, merchandise and supplies of every kind, form or character.
- (h) To acquire, own, lease (either as lessor or as lessee) and operate mines, mining rights, mineral rights, oil and gas rights and to mine, mill, process, refine, separate and generally deal in minerals, ores, oil, gas and other values and to perform any and all acts and to conduct any and all business incident thereto.
- (i) To acquire, own, lease (either as lessor or as lessee) and operate farm and ranch properties; and to grow, market, sell and generally deal in farm crops, farm products, dairy products, poultry products, fruit, meat and vegetables of every kind and description, and to operate and conduct plants or establishments to process or market any of such crops, products or other form of food items.
- (j) To acquire, own, lease (either as lessor or as lessee) and operate automotive equipment, truck lines, or any form or type of carrier of logs, timber, lumber, building materials, or any form of goods, wares and merchandise, and to obtain licenses and permits therefor.
- (k) To construct or to enter into contracts for the construction of roads, highways, buildings and structures of every kind or nature and wherever located.

(l) To lend money and negotiate loans of money, with or without security; and to lend, make available and provide credit for use in the acquisition of timber, lumber, building materials, supplies, goods, wares, merchandise and services; and to draw, accept, endorse, discount, purchase, acquire, sell or otherwise dispose of and deliver bills of exchange, promissory notes, bonds, debentures, coupons, securities, contractual obligations or any other form of negotiable instruments; and to handle on commission, subscribe for, take, acquire, hold, sell, exchange and deal in stocks, bonds, promissory notes, debentures and any other form of obligations or securities; and to form, promote, participate in and subsidize corporations, associations, syndicates, partnerships and joint ventures of every kind; and to give guarantees for the payment of monies or the performance of obligations or contracts; and to undertake, execute and carry out trusts of every kind or nature.

(m) To promote, cause to be organized, finance and aid by loan, subsidy, guaranty or otherwise, any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, any security of which is held either directly or indirectly by or for this corporation, or in the business, finance or welfare of which this corporation shall have any interest; and to guarantee or become surety for the performance of any obligation of any of the foregoing; and to guarantee by endorsement or otherwise, the principal of or dividends on, any such security, and generally to do any act or thing designed to protect, preserve, improve or enhance the value of any such security.

(n) To invest in or advance or lend money or negotiate loans upon the security of property, real, personal or mixed, or upon the security of accounts, policies of insurance, bonds, debentures, bills of exchange, notes, letters of credit or other contractual obligations, or upon mortgages, trust deeds, bills of sale, bills of lading, delivery orders, warehouse certificates, dock warrants, pledges, or other interests of title to or interests in property, real, personal or mixed, or goods, wares and merchandise, whether existing or to come into being in the future; and to do and perform all acts permitted by law for the assignment, transfer, collection or enforcement thereof.

(o) To act as agent or broker for insurance companies in soliciting and receiving applications for fire, casualty, plate glass, boiler, automobile, accident, health, burglary,

rent, marine, credit and life insurance, and all other insurance of every kind or nature; to collect premiums; and to do such other business as normally conducted or carried on by agents or brokers of insurance companies; and to conduct a general insurance business and to apply for and maintain any and all licenses required by the applicable statutes with respect thereto.

(p) To conduct a general brokerage, agency and commission business for others in the purchase, sale and management of real estate for others and the negotiation of loans thereon; to purchase and sell for others personal property, stocks, bonds and notes, and to negotiate loans thereon for others; to act as trustee in deeds of trust or mortgages on real or personal property or any evidences of value to secure them, and to act as agent for letting houses, lands, and the collection of rents and the payment of taxes.

(q) To foreclose, enforce and require performance of or sell real or personal property or any goods, wares or merchandise under any mortgage, deed of trust, chattel mortgage, pledge, contract of sale for purchase, or other instrument securing payment of an obligation to this corporation; and in any such proceeding, to purchase or otherwise acquire the property subject to any such form of security at a sale thereof, whether it be foreclosure sale, sheriff's sale, trustee's sale, private sale or otherwise.

(r) To borrow money for any purpose of this corporation without limit as to amounts, and to issue bonds, debentures, notes or other evidences of indebtedness, secured or unsecured, of this corporation for the monies so borrowed, or in payment for property acquired, or for other objects or purposes of this corporation or in connection with its business; and to secure payment of such debentures, notes or other obligations by mortgages or deeds of trust or pledges or other liens upon any or all of the property of this corporation, wheresoever located.

(s) To purchase, hold, sell and transfer the shares of its own capital stock, provided, however, it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided further, that the shares of its own capital stock owned by it shall not be voted upon directly or indirectly.

(t) To acquire and hold all or any part of the capital stock, assets or good will of any business, of any person, firm, association or corporation engaged in any business in whole or in part similar to that of this corporation, and to hold, utilize and in any manner dispose of the whole or any part of the stocks, assets, good will and rights so acquired, and to conduct in any lawful manner, in whole or in part, any business so acquired, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation engaged in the business so acquired.

(u) To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or desirable for the furtherance of the business of this corporation, with any persons, firms, corporations, associations, any state, territory or municipality of the United States or any foreign country, government or body politic.

(v) To adopt, apply for and register, purchase, lease or otherwise acquire, and to use, maintain, protect, and to sell, assign or grant licenses or other rights in respect to any trade marks, trade names, patents, patent rights, copyrights, inventions, formulas, processes and rights analogous thereto.

(w) To carry out all or any part of the foregoing objects or purposes as principal or agent or otherwise, either alone or in conjunction with any person, association or other corporation and in any part of the world; and in carrying on its business and for the purpose of attaining or furthering any of its objects or purposes to make and perform such contracts of any kind and description, to do such things and such acts and to exercise any and all such powers as a natural person could lawfully make, perform, do or exercise, provided that the same be not inconsistent with the objects or purposes of this corporation or of the statutes of the State of Idaho.

(x) To conduct its business in all or any of its branches in the State of Idaho and in any and all other States, territories, possessions, colonies and dependencies of the United States of America and in the District of Columbia, and in any or all other foreign countries, and to have one or more offices within or outside of the State of Idaho.

(y) The objects as specified herein shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause or paragraph of these Articles. The objects, purposes and powers specified in each of the clauses or paragraphs in these Articles shall be regarded as independent objects, purposes and powers.

The foregoing shall be construed as objects and powers and the enumeration thereof shall not be held to limit or restrain in any manner the general powers now or hereafter conferred on this corporation by the statutes of the State of Idaho.

III.

The period of existence and duration of the life of this corporation shall be perpetual.

IV.

The location and post office address of the registered office of this corporation in the State of Idaho shall be at Caldwell, in the County of Canyon, State of Idaho.

V.

(a) This corporation shall issue one class of shares of its capital stock to be designated as "common stock".

The total number of shares of common stock which this corporation shall be authorized to issue is 5,000. The aggregate par value of the common stock of this corporation shall be \$50,000.00. The par value of each share of the common stock of this corporation shall be \$10.00.

(b) The common stock of this corporation shall be non-assessable; and the private property of the shareholders of this corporation shall not be liable for the debts, obligations or liabilities of this corporation.

(c) A member of the Board of Directors of this corporation shall not be required to be a holder of any of the shares of the common stock issued by this corporation.


VI.

The names and post office addresses of each of the incorporators of this corporation and the number of shares of common capital stock subscribed by each of those incorporators are as follows:


<u>Name</u>	<u>Address</u>	<u>Shares Subscribed</u>
W. R. Wirth	P. O. Box 369 Caldwell, Idaho	One
Agatha C. Wirth	P. O. Box 369 Caldwell, Idaho	One
Daniel W. Wirth	P. O. Box 369 Caldwell, Idaho	One

Each of the persons above enumerated as incorporators is a natural person over the age of twenty-one years and is a citizen of the United States of America.

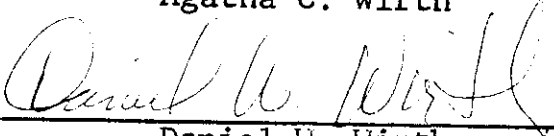
IN WITNESS WHEREOF, for the purpose of forming this corporation under the Business Corporation Act of the State of Idaho, we, the undersigned, constituting the incorporators of this corporation, have executed these Articles of Incorporation this 22nd day of August, 1964.



W. R. Wirth



Agatha C. Wirth



Daniel W. Wirth

STATE OF IDAHO)
County of CANYON } ss.

On this 22nd day of August, 1964, before me, a Notary Public in and for said State, personally appeared W. R. WIRTH, AGATHA C. WIRTH and DANIEL W. WIRTH, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same.

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

(SEAL)

Wendell L. Wirth
Notary Public for Idaho
Residence: Caldwell, Idaho