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# ARTICLES OF INCORPORATION

OF

# CORNERSTONE PANEL & TRUSS, INC ..

## ARTICLE I

The name of the corporation shall be Cornerstone Panel & Truss, Inc.

#### ARTICLE II

This corporation shall have perpetual existence.

#### ARTICLE III

The purpose or purposes for which this corporation is organized are:

- 1. To own and operate a business for the design, invention, fabrication, construction, manufacture, and production of construction products and materials.
- 2. To own property, real and personal, and enter into leases and contracts and engage in all other activities necessary for such purpose.
- 3. To engage in any other lawful business or activity whatsoever which may hereafter from time to time be authorized by the Board of Directors.

#### ARTICLE IV

The mailing address of the registered office of the corporation is: P.O. Box 1072

Hayden, ID 83835. The street address is 51855 N., Old Highway 95, Hayden Lake, Idaho 83835.

The name of the registered agent at such address is:

Christopher R. Mesenbrink

Articles of Incorporation for Cornerstone Panel & Truss, Inc.

## ARTICLE V

- 1. The total authorized number of shares of the corporation is Five Hundred Thousand Shares (500,000) without par value.
- 2. These Articles of Incorporation constitute the adoption of a plan by this corporation pursuant to the provisions of Section 1244 of the Internal Revenue Code of 1954 to offer the authorized shares of its capital stock to be issued within two years from the approval of such Articles of Incorporation by the Secretary of State and to be known as "Section 1244 Stock."

#### **ARTICLE VI**

The amount of paid-in capital with which the corporation will begin business is FIVE HUNDRED DOLLARS AND NO CENTS (\$500.00) and the corporation will not commence business until consideration of that value has been received for issuance of its shares.

## ARTICLE VII

Shareholders of this corporation shall have preemptive rights to acquire additional shares issued by the corporation.

# ARTICLE VIII

The corporation shall have two (2) directors or such smaller or greater number of directors as shall now or hereafter be specified in the Bylaws of the corporation. The first directors shall be:

Christopher R. Mesenbrink P.O. Box 1072 Hayden, ID 83835 Valerie Mesenbrink P.O. Box 1072 Hayden, ID 83835

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## ARTICLE IX

The name and address of the incorporator is:

Christopher R. Mesenbrink P.O. Box 1072 Hayden, ID 83835

## ARTICLE X

In all elections for directors, every shareholder shall have the right to vote in person or by proxy the number of shares of stock held by him for as many persons as there are directors to be elected. No cumulative voting for directors shall be permitted.

## ARTICLE XI

- 1. The directors of this corporation need not be residents of the State of Idaho or shareholders of the corporation.
- 2. The Board of Directors shall have authority to fix the compensation of the directors.
- 3. The Board of Directors is expressly authorized to make, alter, amend or repeal the Bylaws of this corporation, subject to the power of the shareholders having voting power to alter, amend or repeal such Bylaws.

#### ARTICLE XII

No contracts or other transactions between the corporation and any other corporation shall in any way be affected or invalidated by the fact that any director of the corporation is pecuniarily or otherwise interested in, or is a director or officer 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 contracts or transactions of the corporation, provided that the fact that he or such firm is so interested shall be

Articles of Incorporation for Cornerstone Panel & Truss, Inc. disclosed or shall have been known to the Board of Directors or a majority thereof. 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 contracts or transactions with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

## ARTICLE XIII

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on shareholders and directors are subject to this reserve power.

IN WITNESS WHEREOF, the incorporator hereinabove named has hereunto set his hand in duplicate this 15th day of October, 2004.

CHRISTOPHER R. MESENBRINK Incorporator for Cornerstone Panel & Truss, Inc.

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