



**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

**STAND-GUARD, INC.**

was filed in the office of the Secretary of State on the **Twenty-eighth** 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 **Grangeville** in the County of **Idaho**.

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 **28th** day of **September**, A.D., 19 **64**.

Secretary of State.

1 ARTICLES OF INCORPORATION  
2 OF  
3 STAND-GUARD, INC.

4 KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned,  
5 NEUTON D. POLLAN, STUART BOWLES, and GENE . SHIRA, each being  
6 a natural person of full age, and a citizen of the United States  
7 of America, have voluntarily and do hereby associate ourselves  
8 together for the purpose of forming a corporation under the laws  
9 of the State of Idaho, and we do hereby certify, declare and  
10 adopt the following Articles of Incorporation:

11 I.

12 The name of the Corporation shall be STAND-GUARD, INC.  
13 \_\_\_\_\_.

14 II.

15 The period of existance and duration of the life of this  
16 Corporation shall be perpetual.

17 III.

18 The location of the registered office of Corporation shall be  
19 Grangeville, Idaho County, State of Idaho, and the address of the  
20 registered office of the Corporation shall be Grangeville, Idaho.

21 IV.

22 That the nature of the business and the objectives and purposes  
23 to be transacted, promoted and carried out are to do any or all  
24 things herein mentioned as fully and to the same extent as natural  
25 persons might or could do, and in any part of the world, viz:

26 To engage in a general lumber, timber, kiln drying, milling,  
27 construction materials, and merchandise business, together with  
28 logging business; to manufacture, purchase, or otherwise acquire,  
29 sell, or otherwise dispose of logs, lumber, wood products in a  
30 processed or unprocessed state, and by-products of wood or of said  
31 manufacturing operations, and building and construction supplies  
32 and merchandise, either at wholesale, or retail.

1 To plan, design, and construct buildings and the facilities for  
2 such purposes and to buy, sell, and acquire the same; to operate,  
3 conduct and carry on such business and accommodations necessary or  
4 desirable to accomplish such purposes;

5 To undertake and carry on any business transactions or operations  
6 commonly undertaken or carried on by such businesses and generally  
7 to institute, enter into, assist, promote and participate in any  
8 such business or operation.

9 To acquire by lease, purchase, gift, devise, contract,  
10 concession, or otherwise, and to hold, own, develop, explore,  
11 exploit, improve, operate, lease enjoy, control, manage or  
12 otherwise dispose of, wherever situated, within or without the  
13 State of Idaho, any and all real property, lands, options,  
14 concessions, grants, land patents, franchise, or rights,  
15 privileges, easements, tenements, estates, hereditaments, interests  
16 in property of every kind, nature and description whatsoever.

17 To enter into, make and perform contracts of every kind,  
18 nature and description with any person, firm, association or  
19 corporation, municipality, body politic, county, territory,  
20 state, government or colony or dependency thereof.

21 To acquire, and to make payment thereof, in cash, or the stocks  
22 or bonds of this corporation, or by undertaking or assuming the  
23 obligations and liabilities of the transferrer, and to undertake  
24 or assume the liabilities, or, any person, firm, association or  
25 corporation; to hold or in any manner dispose of the whole or  
26 any part of the properties so purchased; to conduct in any lawful  
27 manner the whole or any part of the business so acquired and to  
28 exercise all the powers necessary or convenient for the  
29 conduct and management thereof.

30 To adopt, apply for, obtain, register, produce, take, purchase,  
31 exchange, lease, hire, acquire, own, hold, use, operate, contract  
32 or negotiate for, take licenses or other rights in respect of,  
manufacture under, introduce, sell, assign, collect the royalties

1 on, mortgage, pledge, create liens upon, or otherwise dispose of,  
2 deal in, and turn to account, letters patent, patents, patent  
3 rights, patents applied for, or to be applied for, trade marks,  
4 and symbols, distinctive marks, and indications or origin or  
5 ownership, copyrights, syndicate rights, inventions, discoveries,  
6 devices, machines, improvements, licenses, processes, data and  
7 formulae of any and all kinds, granted by or recognized under or  
8 pursuant to the laws of the United States of America, or of any  
9 other country or countries whatsoever and with a view to the  
10 workings and development of the same, to carry on any business,  
11 whether manufacturing or otherwise, which the corporation may  
12 think calculated, directly or indirectly, to effectuate these  
13 objectives.

14 To underwrite, subscribe for, purchase, invest in, or reinvest,  
15 acquire, hold, pledge, hypothecate, exchange, sell, deal in and  
16 dispose of, alone or in syndicates, or otherwise in conjunction with  
17 the others, stocks, bonds, debentures, mortgages and other evidences  
18 of indebtedness and obligations of any corporation, association,  
19 partnership, syndicate, entity, person or governmental, municipal  
20 or public authority, domestic or foreign, and evidences of any  
21 interests in respect to any such stocks, bonds, or other evidences  
22 or indebtedness and obligations and while the owner or holder of  
23 any such, to exercise all the rights, powers and privileges of  
24 ownership in respect thereof, and, to the extent now or hereafter  
25 permitted by law, to aid by loan, subsidy, guarantee or other-  
26 wise, those issuing, creating or responsible for any such stocks,  
27 bonds, or other evidences of indebtedness or obligations or  
28 evidences of any interest in respect thereof.

29 To borrow or raise money for any purposes of the corporation,  
30 without limit as to amount, and in connection therewith, to grant  
31 collateral or other security alone or jointly with any other person,  
32

1 firm or corporation, and to make execute, draw, accept, endorse,  
2 discount, pledge, issue, sell or otherwise dispose of promissory  
3 notes, drafts, bills of exchange, warrants, bonds, debentures,  
4 and any other evidences of indebtedness, negotiable or non-negot-  
5 iable, transferrable or non-transferrable, and to confer upon the  
6 holders of any of its obligations such powers, rights and privileges  
7 as from time to time may be deemed advisable by the Board of  
8 Directors, to the extent permitted under the General Corporations  
9 Laws of the State of Idaho or the laws of any governmental unit  
10 applicable; to lend and advance money, extend credit, take notes,  
11 open accounts of every kind and nature or evidence of any  
12 indebtedness and collateral security in connection therewith.

13 To purchase or otherwise acquire, hold, sell, pledge, transfer  
14 or otherwise dispose of shares of its own capital stock, provided  
15 that the funds or property of the corporation shall not be used  
16 for the purchase of its own shares of capital stock when such  
17 would cause an impairment of the capital of the corporation, and  
18 provided further, that the shares of its own capital stock belonging  
19 to the corporation shall not be voted upon directly or indirectly.

20 It is the intention that each of the objects, purposes and  
21 powers specified in each of the paragraphs of the fourth article  
22 of this certificate of incorporation shall, except where other-  
23 wise specified, be nowise limited or restricted by reference to or  
24 inference from the terms of any other paragraph or of any other  
25 article in these articles, but that the objectives, purposes and  
26 powers specified in this article and each of the articles or  
27 paragraphs of this certificate shall be regarded as independent  
28 objectives, purposes and powers, and the enumeration of specific  
29 purposes and powers shall not be construed to restrict in any  
30 manner the general terms and powers of this corporation nor shall  
31 the expression of one thing be deemed to include another,  
32 although it be of like nature. The enumeration of objectives or

1 purposes herein shall not be deemed to exclude nor in any way  
2 limit by inference any powers, or objectives or purposes which  
3 this corporation is empowered to exercise, whether expressly by  
4 force of the laws of the State of Idaho, now or hereafter in  
5 effect, or impliedly by any reasonable construction of said laws  
6 or the laws of any other governmental unit.

7 V.

8 In furtherance, and not in limitation of the powers conferred  
9 by statute, the Board of Directors is expressly authorized:

10 1. To make and alter the By-laws of this corporation, to fix  
11 the amount to be reserved as working capital over and above its  
12 capital stock paid in, and to authorize and cause to be executed  
13 mortgages and liens upon real property and personal property of  
14 this corporation.

15 2. If the By-Laws so provide, to designate two or three of  
16 its members to constitute an executive committee, which committee  
17 shall, for the time being, as provided in said resolution of the  
18 Board or in the By-Laws of this corporation, have and exercise  
19 any and all of the powers of the Board of Directors in the  
20 management of the business and affairs of this corporation, and  
21 to have power to authorize the seal of this corporation to be  
22 affixed on all papers which may require it.

23 3. Pursuant to the affirmative vote of the holders of at  
24 least the majority of the stock issued and outstanding, having  
25 voting power, given at a stock holders' meeting duly called for  
26 this purpose, or when authorized by the written consent of at least  
27 a majority of the holders of the voting stock issued and out-  
28 standing the Board of Directors shall have the power and authority  
29 at any meeting to sell, lease, or exchange all of the property  
30 and assets of this corporation, or any part thereof, including its  
31 good will and its corporate franchises, upon such terms and  
32 conditions as its Board of Directors deems expedient and for the

1 best interest of the corporation.

2 4. This corporation may, in its By-Laws, confer powers upon  
3 its directors in addition to the foregoing, and in addition to  
4 the powers and authority expressly conferred upon them by law.

5 VI.

6 The Capital Stock of this corporation shall be TWENTY-FIVE  
7 THOUSAND DOLLARS (\$25,000.00) divided into twenty-five thousand  
8 shares (25,000) as stock at a par value of ONE DOLLAR (\$1.00)  
9 each. No distinction shall exist between the shares of this  
10 corporation and all such shares shall have the same right in the  
11 corporation.

12 VII.

13 All or any portion of the capital stock may be issued for  
14 cash or in payment for real or personal property, services, or  
15 any other right or thing of value, for the uses and purposes of  
16 the corporation, and when so issued, shall become and be fully  
17 paid, the same as though paid for in cash at par; and the Directors  
18 shall be the sole judges of the value of any property, right or  
19 thing acquired in exchange for capital stock.

20  
21 VIII.

22 From time to time the capital stock may be increased according  
23 to law, and may be issued in such amounts and proportions as  
24 shall be determined by the Board of Directors and may be permitted  
25 by the law.

26 IX.

27 The name and post office address of each of the incorporators  
28 and the statement of the number of shares subscribed for by each  
29 is as follows, to-wit:

- 30 1. Neuton D. Pollan, Grangeville, Idaho, One (1) share.  
31 2. Stuart Bowles, Grangeville, Idaho, One (1) share.  
32 3. Gene Shira, Grangeville, Idaho, One (1) share.

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X.

This corporation reserves the right to amend, alter, change or repeal any of the provisions contained in this certificate of incorporation in the manner now or hereafter preserved or prescribed by the applicable statutes, and all rights conferred on stockholders herein are granted, subject to this reservation.

XI.

The private property of the stockholders shall not be subject to any payment of corporate debts to any extent whatsoever.

We, the undersigned being, each one of the original subscribers to the capital stock hereinafter named for the purpose of forming a corporation to do business both within and without the State of Idaho, and in pursuance of the laws of the State of Idaho, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true, and we respectfully agree to take the number of shares hereinbefore set opposite our names and accordingly have hereunto set our hands and seals this 22nd day of September, 1964.

Gene Shira  
Gene Shira

Neuton D. Pollan  
Neuton D. Pollan

Stuart Bowles  
Stuart Bowles

STATE OF IDAHO

County of Idaho -- ss

On this 22 day of September, 1964, before me, the undersigned, a Notary Public in and for said county and state personally appeared GENE SHIRA, NEUTON D. POLLAN, and STUART BOWLES, known to me to be the persons whose names are subscribed to the above and foregoing instrument and they acknowledged to me that they executed the same.

William B Taylor

Notary Public for Idaho  
Residing at Grangeville, Idaho

My commission expires on the 16 day of November, 1965.