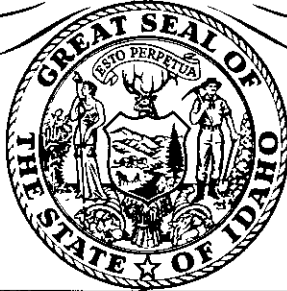


# State of Idaho



## 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

#### **IDAHO SAWMILLS, INC.**

was filed in the office of the Secretary of State on the **Thirteenth** day of **March,** A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **123** 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

**Potlatch**

in the County of

**Latah**

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 **13th** day of **March**, A.D., **1963**.

Secretary of State.

ARTICLE OF INCORPORATION  
OF  
IDAHO SAWMILLS, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all of whom are citizens of the United States of America, and over the age of twenty-one years, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and in the pursuance thereof do hereby sign and acknowledge the following Articles of Incorporation, in triplicate originals, and state as follows:

Article I

That the name of this corporation shall be Idaho Sawmills, Inc.

Article II

The general nature of the business of the corporation and the objects and purposes proposed to be transacted, promoted, and carried on by it, are as follows:

1. To manufacture, purchase, acquire, prepare, produce, own, hold, store, process, prepare for market, preserve, package, deal in, trade in, sell, distribute, mortgage, pledge and dispose of lumber and lumber products of all kinds, and any articles, materials, ingredients, goods, wares, merchandise, products, machinery, equipment and property related or incidental thereto or useful, necessary or convenient in connection therewith.

2. To engage in, carry on, or otherwise conduct, or employ others to conduct, general research or investigation for the development of new or improved products or by-products and the use of such products or by-products as lumber, and for improving the ease or efficiency of the products, operations

and procedures of the corporation or for other purposes.

3. To establish, build, purchase, lease, acquire, own, hold, maintain, improve, equip, manage, use, occupy and operate stores, shops, departments, storage facilities, offices, factories, buildings, structures, improvements and properties, useful, necessary or convenient in connection with any of the purposes of the corporation or related or incidental thereto.

4. To purchase or otherwise acquire so far as permitted by law, the whole or any part of the undertaking and business of any person, firm, or corporation engaged in any business or endeavor, and the property and liabilities, including the good will, assets and stock in trade thereof, and to pay for the same either in cash or in shares, or partly cash and partly in shares.

5. To pay the expenses of and preliminary and incidental to the formation, establishment and registration of this corporation.

6. To purchase, sell, trade, or otherwise acquire, lease, hold, use or operate automobiles, trucks, trailers, airplanes or other motor vehicles of mobile equipment and to buy, sell, trade, deal in and with supplies and equipment of all kinds and description, whether new or used, useful, necessary and incidental to the operation, maintenance and carrying on the business or purposes of this corporation.

7. To the same extent as natural persons might or could do, to purchase or otherwise acquire and to hold, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage, or otherwise dispose of and deal in, lands and lease holds and any interest, estate and rights in real property and any franchises, exclusive or nonexclusive distributorships, easements, rights, patents, patent rights, inventions, improvements, processes, licenses, trade marks, trade names, business or privileges necessary, convenient, useful or

appropriate for any of the purposes herein expressed.

8. To acquire by purchase, subscription or otherwise, and to hold for investment or otherwise, and to use, sell, assign, transfer, mortgage, pledge or otherwise encumber, deal with or dispose of stocks, bonds, or any obligations or securities of any corporation or corporations, public or private; and to merge or consolidate with any corporation in such manner as may be provided by law.

9. To borrow money, and to make issue notes, bonds, debentures, obligations and evidences of indebtedness of all kinds, whether secured by mortgage pledge or otherwise, without limit as to amount, except as may be prohibited by statute, and to secure same by mortgage, pledge or otherwise, and generally to make and perform agreements and contracts of every kind and description.

10. To conduct and carry on its business, or any part thereof, and to have one or more offices, and to exercise all or any of its corporate powers and rights in the State of Idaho, and in the various States, territories, colonies, possessions and dependencies of the United States, in the District of Columbia, and in all foreign countries or country.

11. To do all and everything necessary, suitable and proper for the accomplishments of any of the purposes, or the attainment of any of the objects, or the futherance of any of the powers herein above set forth, either alone or in association with other corporations, firms or individuals, and to every act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid or powers, or any part or parts thereof; provided, the same not be inconsistent with the laws under which the corporation is organized.

### Article III

The corporation is to have perpetual existence.

### Article IV

The registered office of the corporation shall be located at Route #1, Potlatch, Latah County, Idaho.

### Article V

The authorized capital stock of the corporation shall be Twenty five Thousand Dollars (\$25,000.00), consisting of Two Thousand Five Hundred shares having a par value of Ten Dollars each: That all the shares of said corporation shall be equal and have equal voting power with the right of cumulative voting.

### Article VI

The amount of paid in capital with which this corporation will begin business is the sum of Five Hundred Dollars (\$500.00).

### Article VII

The management of the corporation shall be vested in a Board of Directors; the number of directors shall be three or more, their number, qualifications, terms of office, manner of election, time and place of meeting and powers and duties shall be such as are prescribed by the By-laws of the corporation. The directors who are to serve for the first corporate year shall be selected by the incorporators and shall serve until the election and qualification of their successors.

### Article VIII

The authority to make By-laws for the corporation is hereby expressly vested in the stockholders of this corporation, and the stockholders shall at any regular or special meeting have power and authority to repeal and/or amend any or all of the By-laws of this corporation, and/or to adopt new By-laws, a majority of said stockholders being required for the exercise of

such power.

#### Article IX

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 statute, and all rights conferred on the stockholders herein are granted subject to this reservation.

#### Article X

The board of Directors of this corporation shall have power and authority from time to time to authorize the sale of, and to sell, for each or otherwise, all or any portion of the unissued and/or treasury stock of this corporation. In the event that any unissued or treasury stock is offered for sale or any shareholder shall desire to sell any of his shares of stock the stock must first be offered for sale by written notice to the existing stockholders of said corporation, who shall have thirty days within which to purchase said stock at the fair market value thereof, it being the intention hereof to give the shareholders a preference in the purchase of the shares, and any attempted sale in violation of this provision shall be null and void.

#### Article XI

The name and post office address of each of the incorporators of this corporation and the number of shares of this corporation which have been subscribed for by each of said incorporators, are as follows, to wit:

<u>Name of Incorporator</u>	<u>Post Office Address</u>	<u>Number of Shares</u>
Robert Fullerton	1421 West 9th Ave Spokane, Washington	25
Victor V. Wakefield	1117 West 26th Ave Spokane, Washington	1
Donald Fiscus	Route #1 Potlatch, Idaho	50

Article XII

The names and post office addresses of the first directors and their term of office are as follows:

<u>Name of Director</u>	<u>Post Office Address</u>	<u>Term of Office</u>
Robert Fullerton	1421 West 9th Ave Spokane, Washington	From date hereof until first annual meeting.
Victor V. Wakefield	1117 West 26th Ave. Spokane, Washington	" " "
Donald Fiscus	Route #1 Potlatch, Idaho	" " "

IN WITNESS WHEREOF, we have hereunto set our hands this 10<sup>th</sup> day of March, 1963.

*Robert Fullerton*  
*Victor V. Wakefield*  
*Donald Fiscus*

State of Idaho )  
County of Spokane )

This is to certify that on this 10 day of March, 1963, there appeared personally before me, ROBERT FULLERTON, VICTOR V. WAKEFIELD, DONALD FISCUS, to me personally known to be the person described in and who executed the foregoing Articles of Incorporation, and they and each of them did acknowledge and declare to me that they executed the same freely and voluntarily for the uses and purposes therein mentioned.

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

*Leonard C. Dickie*  
Notary Public in and for the State of Idaho.