

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

CLEARWATER PROGRESS, INC.

was filed in the office of the Secretary of State on the **Twenty-seventh** day
of **July,** A.D. One Thousand Nine Hundred **Sixty-one** and
duly recorded on Film No. **114** 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

Kamiah

in the County of

Lewis

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 **27th** day of **July**,
A.D., 19**61**.

Secretary of State.

ARTICLES OF INCORPORATION
of
CLEARWATER PROGRESS, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, natural persons of the age of twenty-one (21) years, or more, and all being citizens of the United States of America, and residents thereof, and the undersigned F. C. Jeffries and Berniece Jeffries being residents of the State of Washington, and the undersigned Lawrence McIntosh and Judith McIntosh being residents of the State of Idaho, do hereby voluntarily associate ourselves together for the purposes of forming a corporation, in conformity with the laws of the State of Idaho, and for the purposes hereinafter set forth, do hereby adopt Articles of Incorporation as follows:

ARTICLE I

Name

The name of the corporation shall be CLEARWATER PROGRESS, INC.

ARTICLE II

Location and Post Office Address

The location and Post Office address of the registered office of the corporation in the State of Idaho is Kamiah, in the County of Lewis, State of Idaho.

ARTICLE III

Duration

The term of existence of this corporation shall be perpetual from the date of filing the Articles of Incorporation in the Office of the Secretary of State of the State of Idaho.

ARTICLE IV

Purposes

1. To engage in the general printing business, including the gathering of news; printing news; publishing news; distributing newspapers; selling newspapers, either at wholesale or retail; to purchase supplies for the purposes of accomplishing the aforementioned; and to do all other things connected therewith.
2. To advertise, solicit advertising, publish advertising, distribute advertising, and do all other matters connected with the general advertising business.
3. To do job printing of all kinds, types, and nature; to sub-let job printing, newspaper printing, advertising printing or to contract the same, to publish legal notices or cause the same to be published, and to do all other things connected therewith.
4. To engage in the general newspaper business in Kamiah, Idaho, or at such other, further, and additional places as the Board of Directors, in their discretion, may determine from time to time.
5. To buy and sell, to export, import, to lease, exchange, and generally deal in machinery and equipment of all kinds and descriptions and to act as agents for others for all or any of said purposes.
6. To manufacture, produce or otherwise acquire, to import, export, lease, sell or otherwise dispose of, to alter, repair, improve, and generally deal in printing equipment, including paper products of all kinds and descriptions, together with office supplies and equipment of every type or character and all types of

apparatus of every description incidental to or related to the foregoing, or to any one or all of them, with all of the supplies and accessories pertaining thereto, and to any of the foregoing, or any business relating thereto, or any part thereof.

7. To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, to invest, trade, deal in and deal with goods, wares, and merchandise, and real and personal property of every class and description.

8. To make, perform and carry out contracts of every kind and description pertaining to the purposes of this corporation and for every lawful purpose necessary and expedient thereto with any person, firm, association, or corporation, including municipal corporations, together with the State of Idaho, United States Government, any County or other political subdivision of the State of Idaho, to borrow or raise money without limit as to amounts by negotiable or transferrable instruments or otherwise; to make and perform contracts of every kind and description, and in carrying on its business or for the purposes of attaining or furthering any of its objectives.

ARTICLE V

Amount of Capital Stock

The total authorized number of par value shares of stock is twenty five thousand (25,000). Aggregate par value of the total authorized number of par value shares of stock is Twenty Five Thousand Dollars (\$25,000.00). Each share shall have one (1) vote. Such share shall be considered common stock and there shall be no preferred stock.

ARTICLE VI

Names and address of Incorporators

The name and Post Office address of each of the incorporators and the number of shares of such stock subscribed to by each are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
F. C. Jeffries	213 North Farr, Spokane, Washington	1,500
Lawrence McIntosh	Kamiah, Idaho	2,600
Berniece Jeffries	213 North Farr, Spokane, Washington	1,500
Judith McIntosh	Kamiah, Idaho	2,600

ARTICLE VII

Directors

This corporation shall have four (4) directors, who shall at all times be citizens of the United States of America; the names and residences of the said directors who shall manage the business of the corporation until the first shareholder's meeting are:

<u>Name</u>	<u>Address</u>
F. C. Jeffries	213 North Farr, Spokane, Washington
Lawrence McIntosh	Kamiah, Idaho
Berniece Jeffries	213 North Farr, Spokane, Washington
Judith McIntosh	Kamiah, Idaho

ARTICLE VIII

Provision for By-laws

The corporation shall be governed by a duly adopted Code of By-laws, which By-laws shall not be inconsistent with the provisions of these Articles of Incorporation, nor inconsistent with

the laws of the State of Idaho; a meeting of the corporation shall be held and the said By-laws shall be adopted in accordance with the provisions of the laws of the State of Idaho after the issuance by the Secretary of State of the said State of Idaho of the Certificate of Incorporation.

ARTICLE IX

Amendment of Articles of Incorporation

These Articles of Incorporation may be amended by a majority vote of the stock issued at any regular meeting or at a special meeting called for that purpose by a majority of the Board of Directors after thirty (30) days notice to all holders of stock, which notices shall be in conformance with the statutes of the State of Idaho made and provided therefor.

IN WITNESS WHEREOF, We, the undersigned, being all of the incorporators hereinabove named, have hereunto set our hands and seals as of the 7th day of July, 1961.

F. C. Jeffries
F. C. Jeffries

Berniece Jeffries
Berniece Jeffries

Lawrence McIntosh
Lawrence McIntosh

Judith McIntosh
Judith McIntosh

STATE OF IDAHO

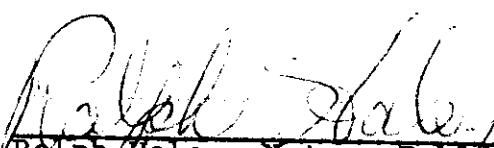
County of Clearwater

)
)
) ss.

On this 7th day of July, in the year 1961,
before me, the undersigned, a Notary Public in and for the State
of Idaho, personally appeared F. C. JEFFRIES, BERNIECE JEFFRIES,
LAWRENCE McINTOSH and JUDITH ~~McINTOSH~~, known to me to be the
persons whose names are subscribed to the within instrument, and
acknowledged to me that they executed the same.

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

(SEAL)


Ralph Haley, Notary Public in and
for the State of Idaho, residing
at Orofino, therein.
Comm. expires: June 16, 1962.

WAIVER OF NOTICE OF TIME SET
FOR FIRST MEETING OF STOCKHOLDERS OF CORPORATION

We, the undersigned, being all of the stockholders of Clearwater Progress, Inc., do hereby waive notice of the time set for the first meeting of the stockholders to be held in the offices of Ralph H. Haley, Orofino, Idaho, on the 7th day of July, 1961, for the purposes of organizing the corporation, adopting By-laws, electing directors, providing for the borrowing of money by the President of the corporation and the signing of checks by the corporation's officers, and for such other business as may properly come before the meeting.

DATED this 7th day of July, 1961.

F. C. Jeffries
F. C. Jeffries

Lawrence McIntosh
Lawrence McIntosh

Berniece Jeffries
Berniece Jeffries

Judith McIntosh
Judith McIntosh

MINUTES OF THE FIRST MEETING OF STOCKHOLDERS

All of the stockholders of Clearwater Progress, Inc., met, in pursuance to an executed Waiver of Notice of Time Set, for the first meeting of stockholders at the Offices of Ralph H. Haley, Orofino, Idaho, on the 7th day of July, 1961.

Present were: F. C. Jeffries, Berniece Jeffries, Lawrence McIntosh, and Judith McIntosh. F. C. Jeffries presided as President and Judith McIntosh acted as Secretary.

The proposed By-laws of the new corporation were presented, read, section by section, and upon due motion made and seconded, the same were unanimously adopted.

An election was held for four (4) directors, and the following directors were duly nominated and unanimously elected: F. C. Jeffries, Berniece Jeffries, Lawrence McIntosh, and Judith McIntosh.

On motion duly made, seconded and passed, F. C. Jeffries was unanimously elected President of the corporation; Lawrence McIntosh was elected Vice President; Berniece Jeffries was elected Treasurer; and, Judith McIntosh was elected Secretary.

On motion duly made, seconded, and unanimously passed, the stockholders authorized Lawrence McIntosh and Judith McIntosh to execute checks drawn on the bank account of the corporation, the signatures of both to appear on a check before the same be honored by the bank in which the funds of the corporation are to be deposited. On motion duly made, seconded and unanimously passed, it was determined that the funds of the corporation were to be deposited in the First Security Bank of Idaho, located at Kamiah, Idaho.


On motion duly made, seconded and passed, by resolution, the stockholders authorized the President and the Vice President, acting together, with the signature of each to appear on any instrument, binding on the corporation, to borrow from time to time, such sums of money from banks and other institutions as shall be required to operate the corporation, and to give Promissory Notes therefore, and to agree on the terms of such loans with respect to time, amount and rate of interest and to execute such mortgages and other guarantees as shall be required in the name of the corporation for the borrowing of such money to secure the repayment thereof.

Upon motion duly made, seconded and unanimously passed, a Bill of Sale was accepted from F. C. Jeffries, Berniece Jeffries, Lawrence McIntosh and Judith McIntosh of the assets of the business heretofore known as the Clearwater Progress and Progress Printing Company which assets the said F. C. Jeffries transferred to the corporation in return for One Thousand, Five Hundred (1,500) shares of the capital stock of the corporation; the said Berniece Jeffries transferred to the corporation in return for One Thousand, Five Hundred (1,500) shares of the capital stock of the corporation; the said Lawrence McIntosh transferred to the corporation in return for Two Thousand, Six Hundred (2,600) shares of the capital stock of the corporation; and Judith McIntosh transferred to the corporation in return for Two Thousand, Six Hundred (2,600) shares of the capital stock of the corporation.

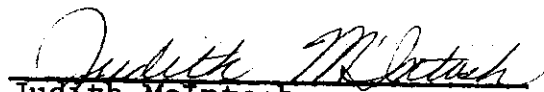
By motion duly made, seconded and unanimously passed, the stockholders authorized the officers of the corporation to employ Lawrence McIntosh and Judith McIntosh as full time employees of the corporation, and authorized the Board of Directors to set such pay as in their discretion shall be proper for services rendered by the said Lawrence McIntosh and Judith McIntosh to the corpora-

tion, and further provided that the Board of Directors shall be authorized to hire such other persons as shall be required from time to time in the opinion of the Board of Directors, to carry on the business of the corporation.

There being no further business to come before the stockholders, the meeting was adjourned.


F. C. Jeffries,
President.

Attest:


Judith McIntosh,
Secretary.

MINUTES OF THE FIRST MEETING OF THE
BOARD OF DIRECTORS OF CLEARWATER PROGRESS, INC.


Immediately after the meeting of the stockholders of the said corporation, at the Offices of Ralph H. Haley, Orofino, Idaho, on the 7th day of July, 1961, the Board of Directors of the corporation met. On motion duly made, seconded and passed, the directors elected F. C. Jeffries President; Lawrence McIntosh, Vice President; Berniece Jeffries, Treasurer; and Judith McIntosh, Secretary, of the corporation.

The directors determined to employ Lawrence McIntosh and

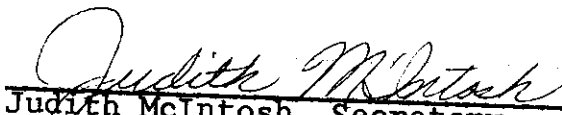
Judith McIntosh as full time employees of the corporation at a salary, temporarily determined, at the sum of (Total for both employees) Five Hundred and no/100----Dollars (\$ 500.00) per month, and determined to cover said employees with Industrial Accident Insurance and such other coverage as in the discretion of the President and the Secretary were deemed appropriate.

The directors took possession of the physical assets transferred to the corporation by F. C. Jeffries, Berniece Jeffries, Lawrence McIntosh, and Judith McIntosh as represented by a Bill of Sale delivered to the corporation.

There being no further business to come before the Board of Directors, the meeting was adjourned.


F. C. Jeffries, President

Attest:


Judith McIntosh, Secretary