

# State of Idaho

## Department of State.

### CERTIFICATE OF INCORPORATION OF

NORTHWEST LAND MANAGEMENT COMPANY

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

NORTHWEST LAND MANAGEMENT COMPANY

duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: *March 27, 1984*



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Denise Kliner*

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ARTICLES OF INCORPORATION

SECRETARY OF  
STATE  
NORTHWEST LAND MANAGEMENT COMPANY

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE 1.

The name of the corporation is NORTHWEST LAND MANAGEMENT COMPANY.

ARTICLE 2.

The period of its duration is perpetual.

ARTICLE 3.

The purpose for which the corporation is organized is the transaction of any or all lawful business for which the corporation may be incorporated under the Idaho Business Corporation Act.

ARTICLE 4.

The aggregate number of shares which the corporation shall have authority to issue is 25,000 with a par value of \$1.00 per share.

ARTICLE 5.

Shareholders shall have a preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares, except as provided in the Idaho Business Corporation Act.

ARTICLE 6.

Except as expressly authorized or ratified by resolution duly adopted by a unanimous vote of the corporation's shareholders (or by their unanimous written consent), neither the directors nor the officers of the corporation shall have any power or authority:

- (a) To borrow money, incur liabilities, or issue notes, bonds or obligations;

- (b) To increase the balance owing by the corporation or its guarantors on any line of credit established for the corporation; or
- (c) To mortgage or pledge any corporate property or income as security for any obligation.

#### ARTICLE 7.

The location of the initial registered office of the corporation is Suite 110, IB&T Center, 802 W. Bannock Street, Boise, Idaho 83702, and the name of its initial registered agent at such address is Linda N. Dossey.

#### ARTICLE 8.

The number of directors constituting the initial board of directors is four (4), and the names and addresses of the persons who are to serve until the first annual meeting of the shareholders and until their successors are elected and qualified (unless they resign or are removed) are:

<u>NAME</u>	<u>ADDRESS</u>
Pete Eliopulos	Suite 110, IB&T Center 802 W. Bannock Boise, Idaho 83702
Jerrold R. Bookwalter	Suite 110, IB&T Center 802 W. Bannock Street Boise, Idaho 83702
William E. Broich	Suite 110, IB&T Center 802 W. Bannock Street Boise, Idaho 83702
Linda N. Dossey	Suite 110, IB&T Center 802 W. Bannock Street Boise, Idaho 83702

#### ARTICLE 9.

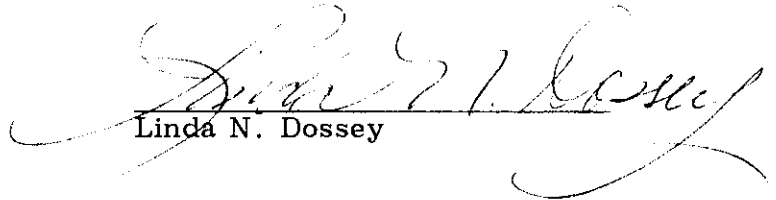
The name and address of the incorporator are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Linda N. Dossey	Suite 110, IB&T Center 802 W. Bannock Street Boise, Idaho 83702

ARTICLE 10.

The power to alter, amend or repeal the bylaws of the corporation and to adopt new bylaws is reserved to the shareholders.

24 / IN WITNESS WHEREOF, I have hereunto set my hand and seal this  
day of March, 1984.

  
Linda N. Dossey