

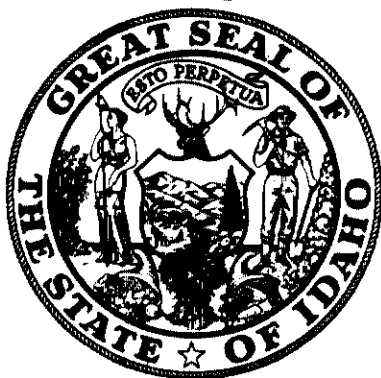
**CERTIFICATE OF INCORPORATION
OF**

GMC LOGGING, INC.

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 the above named corporation, 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: **January 26, 1989**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *James I. Chick*

ARTICLES OF INCORPORATION

OF

GMC LOGGING, INC.

JAN 26 1 00 PM '89

SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned person, a bonafied resident and citizen of the United States of America, and being a person of full legal age, and being a resident of the State of Idaho, have this day voluntarily formed a corporation under and pursuant to the laws of the State of Idaho, and I hereby certify as follows:

ARTICLE I

Name: That the name of this corporation shall be GMC LOGGING, INC.

ARTICLE II

Duration: The corporation shall have perpetual existence, unless sooner dissolved by action of the stockholder or stockholders or by operation of law.

ARTICLE III

Purposes: The purposes for which this corporation is formed shall be as follows:

a) To perform or act in any part of the world any and everything herein set forth, to the same extent as a natural person might or could do, as either principal or agent.

b) To carry on the business of logging, mining, manufacturing, processing, operating, leasing, selling, maintaining, repairing or handling in any manner ores, petroleum, metals, minerals, machinery, goods or services used or which may be used in any mining, milling, manufacturing, service or retail business.

c) To enter into, make, perform and carry out contracts of every kind, amount and character, with any person, firm, association or corporation.

d) To purchase, own, sell, convey, mortgage, pledge, exchange, acquire by operation of law or otherwise, real and personal property of every kind and character, including debts, dues, demands or choses in action, evidence of debts, bonds, and stocks of corporations, public or private.

e) To borrow and lend money from and to any person, firm, association, and to make, take and execute notes, mortgages, bonds, deeds of trust, or other evidence of debt or security; or by any other lawful manner or means to take and receive notes, bonds, mortgages, deeds of trust, or other evidence of indebtedness; for the use and benefit of said corporation.

f) To own, hold, lease, sublet, buy or sell, on its own account, or for any person, firm, association or corporation, all and every kind of merchandise or commodities.

g) To build any and all shops, buildings, warehouses and structures, at any place proper or convenient to carry on any or all of the purposes of the business of this corporation.

h) To purchase or otherwise acquire and own the corporate and common or preferred stock and bonds of any other corporation; and to purchase and acquire its own common stock, other than prevented by the law of Idaho.

i) To issue corporate bonds or debentures; form subsidiary corporations; enter joint ventures or form partnerships, with any person, form or corporation.

j) In addition to the foregoing powers, also to have all authority, powers and rights granted by the laws of the State of Idaho, particularly Section 30-114, Idaho Code, and any amendments thereof.

k) To transact and do all such things as or may be considered as conducive or incidental to each and every purpose above set-forth; and to conduct and carry on the business for which this corporation is organized alone, and or with others; it being expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers of the corporation.

ARTICLE IV

Registered Office & Agent: The registered office of this corporation and the principal place for transaction of its business is designated as: P.O. Box 462, Riggins, ID 83549, but the corporation may maintain an office in such towns, cities and places outside the State of Idaho as the Board of Directors may from time to time determine, or as may be designated by the By-Laws of said

corporation. The registered agent shall be: Guy M. Carlson, II, P.O. Box 462, Riggins, ID 83549.

ARTICLE V

Capital Stock: The capital stock of this corporation shall be nonassessable; and the private property of the shareholders of this corporation, and each of them, shall not be subject to assessment or be liable for the debts, obligations, or liabilities of this corporation.

The total number of shares of all classes of stock which the corporation shall have authority to issue is 100,000 of which 60,000 shares of a par value of \$1.00 are to be designated Common Stock, and 40,000 shares of a par value of \$1.00 are to be of a class designated Cumulative Preferred Stock.

Cumulative Preferred Stock (herinafter called CPS) shall be entitled to receive dividends at the rate of 8% per annum, cumulative, payable annually out of the earnings of the corporation, and in preference to any dividends upon the Common Stock, and no cash dividends shall be paid upon the Common Stock if the payment of dividends on the preferred stock shall be in arrears. In case of the liquidation or dissolution of the corporation, the holders of such preferred stock shall be entitled to be paid in full, both the par value of such shares and any dividends accrued but unpaid, before any amount shall be paid to the owners of the common stock.

ARTICLE VI


Directors: Until the organizational meeting of the stockholders and formal election under the By-Laws of this corporation the undersigned and named incorporator shall be the Director of the corporation. The organized Board of Directors shall consist of not less than one person and no more than seven, as the stockholder may determine at the organizational meeting or at any annual or special meeting. Directors shall have the qualifications of stockholders, but shall not be required to be stockholders in order to serve.

ARTICLE VII

Incorporator: The name and address of the incorporator signing these Articles is as follows:

Guy M. Carlson, II
P.O. Box 462
Riggins, ID 83549

IN WITNESS WHEREOF, For the purpose of forming this corporation under the statutes of the State of Idaho, I, the undersigned, constituting the incorporator of this corporation, have executed these Articles of Incorporation this ____th day of January, 1989.



GUY M. CARLSON, II

STATE OF IDAHO)
) ss.
County of Ada)

On this ____th day of Janaury, 1989, before me, the undersigned, a Notary Public in and for the State, personally appeared GUY M. CARLSON, II, known to me to be the person whose name is subscribed to the within Articles of Incorporation, and acknowledged to me that he executed the same.

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

Notary Public for Idaho
Residing at _____, Idaho.