

# State of Idaho

## Department of State.

### CERTIFICATE OF INCORPORATION OF

MAGALLON 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 \_\_\_\_\_

MAGALLON LOGGING, INC.

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.

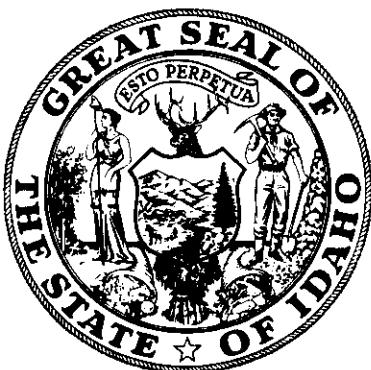
ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of  
Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated July 1, 19 81.

*Pete T. Cenarrusa*

SECRETARY OF STATE

Corporation Clerk



## ARTICLES OF INCORPORATION

2 OF

3 MAGALLON LOGGING, INC.

4 The undersigned subscriber to these Articles of Incorpora-  
5 tion, a natural person competent to contract, hereby forms a cor-  
6 poration under the laws of the State of Idaho.  
7

## 8 ARTICLE I. NAME

9 The name of this corporation is MAGALLON LOGGING, INC.

## 10 ARTICLE II. NATURE OF BUSINESS

11 The general nature of the business to be transacted by  
12 this corporation is:

13 To purchase, lease, or otherwise acquire lands and build-  
14 ings in this state or elsewhere, for the erection and establishment  
15 of a manufactory or manufactories and workshops with suitable plant,  
16 engines, motors, machinery, and equipment with a view to manufacture,  
17 buy, sell, import, and export, or otherwise deal in or with, as dis-  
18 tributors and retailers, any of the wares, merchandise, or goods  
19 which this company may lawfully manufacture or deal in.

20 The purposes of this corporation shall include but not be  
21 limited to engage in the general logging and lumber business, in-  
22 cluding, but without limitation, the harvesting, manufacture and  
23 sale of lumber and lumber products of all kinds.

24 To conduct and carry on its business or any branch there-  
25 of in any state or territory of the United States or in any foreign  
26 country in conforming with the laws of said state, territory, or  
27 foreign country, and to have and maintain in any state, territory,  
28 or foreign country a business office, plant, or store.

29 The investment of funds in real estate, mortgages, stocks  
30 bonds or any type of other investments.

31 To contract debts and borrow money, issue and sell or  
32 pledge bonds, debentures, notes and other evidences of indebtedness.

1 and execute such mortgages, transfers of corporate property, or  
2 other instruments to secure the payment of corporate indebtedness  
3 as required.

4 To purchase the corporate assets of, merge, or consolidate  
5 with any other domestic corporation engaged in the same character of  
6 business.

7 The redemption, purchase, retention, sale and transfer of  
8 its own capital stock.

9 The creation of employee benefit plans and trusts inci-  
10 dental thereto.

11 The transaction of any or all lawful business for which  
12 corporations may be incorporated under Idaho Code 30-1-4, et seq.,  
13 as amended.

14 **ARTICLE III. CAPITAL STOCK**

15 The maximum number of shares of stock that this corpora-  
16 tion is authorized to have outstanding at any one time is:

17 One Thousand (1,000) shares of common stock having a  
18 nominal or par value of One Hundred Dollars (\$100.00) per share.

19 **ARTICLE IV. TERM OF EXISTENCE**

20 This corporation is to exist perpetually from and after  
21 July 1, 1981.

22 **ARTICLE V. ADDRESS**

23 The initial post office address of the principal and reg-  
24 istered office of this corporation in the State of Idaho is Box 295,  
25 Fernwood, Idaho 83830. The Board of Directors may, from time to  
26 time, move the principal office to any other address in Idaho. The  
27 name of the registered agent at such address is Donald Wayne  
28 Magallon.

29 **ARTICLE VI. DIRECTORS**

30 This corporation shall have two (2) directors, initially.  
31 The number of directors may be increased or diminished from time to

1 time, by By-Laws adopted by the stockholders, but shall never be  
2 less than one (1).

## ARTICLE VII. INITIAL DIRECTORS

4 The name and post office address of the members of the  
5 first Board of Directors are:

Donald Wayne Magallon      Orville John Magallon  
Box 295                      Box 271  
Fernwood, Idaho 83830      Fernwood, Idaho 83830

## ARTICLE VIII. SUBSCRIBERS

9                   The name and post office address of each subscriber of  
10                  these Articles of Incorporation, the number of shares of stock each  
11                  agrees to take and the value of the consideration therefor are:

Donald Wayne Magallon Box 295 Fernwood, Idaho 83830	Two Hundred Shares (200)	\$20,000.00
Orville John Magallon Box 271 Fernwood, Idaho 83830	Two Hundred Shares (200)	\$20,000.00

## ARTICLE IX. AMENDMENT

17        These Articles of Incorporation may be amended in the  
18        manner provided by law. Every amendment shall be approved by the  
19        Board of Directors, proposed by them to the stockholders, and ap-  
20        proved at a stockholders' meeting by sixty-six and two-thirds per-  
21        cent (66-2/3%) of the stock entitled to vote thereon, unless all  
22        the directors and all the stockholders sign a written statement  
23        manifesting their intention that a certain amendment of these  
24        Articles of Incorporation be made.

## ARTICLE X. TRANSFER OF CAPITAL STOCK

26                   No stockholder shall sell or transfer his stock in the  
27 corporation without the unanimous approval, at a stockholders'  
28 meeting specifically called for such purpose, of all stockholders  
29 of the corporation; provided, however, that the shareholders may  
30 adopt By-Laws providing for the purchase or redemption by the  
31 corporation of its shares.

Donald Wayne Magallan  
Donald Wayne Magallan

Orville John Magallon  
Orville John Magallon

5 STATE OF IDAHO )  
6 County of Benewah ) ss.

7 I HEREBY CERTIFY that on this day, before me, a Notary  
8 Public, duly authorized in the State and County named above to take  
9 acknowledgments, personally appeared DONALD WAYNE MAGALLON and  
10 ORVILLE JOHN MAGALLON, known to be the persons described as sub-  
11 scribes in and who executed the foregoing Articles of Incorpora-  
12 tion, and acknowledged before me that they subscribed to those  
13 Articles of Incorporation.

14 WITNESS my hand and official seal in the County and  
15 State named above this 19<sup>th</sup> day of June, 1981.

John M. Thompson  
Notary Public for Idaho,  
Residing in Benewah County.