



Department of State.

CERTIFICATE OF INCORPORATION

I, JAS H. YOUNG, 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 MILLS, INC.

was filed in the office of the Secretary of State on the Twenty-second day of August A.D. One Thousand Nine Hundred Fifty-eight and duly recorded on Film No. 103 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 Lewiston in the County of Nez Perce

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 22nd day of August, A.D., 1958.

Secretary of State.

ARTICLES OF INCORPORATION

OF

CLEARWATER MILLS, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all full-age citizens of the United States, have this day voluntarily associated ourselves together for the purpose of forming a new corporation under the laws of the State of Idaho, and for such purpose we hereby make, execute and adopt the following Articles of Incorporation.

ARTICLE ONE

Name

The name of this corporation shall be:

CLEARWATER MILLS, INC.

ARTICLE TWO

Purposes

The purposes for which said corporation is formed and organized are:

Anywhere in the United States and its territories, and particularly in the State of Idaho, to engage in and carry on any part or all of the following businesses, to-wit:

(1) To buy, sell, trade, manufacture, deal in, and deal with goods, wares, and merchandise of every kind and nature, and to carry on such business as wholesalers, retailers, importers and exporters; to acquire all such merchandise, supplies, materials, and other articles as shall be necessary or incidental to such business; to hold, acquire, mortgage, lease and convey real and personal property in any part of the

world, so far as necessary or expedient in conducting the business of the corporation; and to have any and all powers above set forth as fully as natural persons, whether as principals, agents, trustees, or otherwise.

(2) To purchase, lease, build, construct, alter, maintain, operate, rent and sell planing mills and, in connection therewith, to buy, sell or deal in, at wholesale and retail, merchandise, goods, wares, forest products and by-products, and commodities of every sort, kind or description, especially, but not limited to, timber, logs, lumber, moldings or other wood products or by-products thereof, and building materials.

(3) To engage in a general lumber, timber, kiln drying, milling, construction materials, and merchandise business; to manufacture, purchase or otherwise acquire, sell, or otherwise dispose of logs, lumber, wood products in a processed or unprocessed state, and by-products of wood or of said manufacturing operations, and building and construction supplies and merchandise, either at wholesale or retail.

(4) To engage in a general logging business, together with the building of such railroads, logging roads, and other things necessary in the full and complete operation thereof.

(5) To engage in the transportation of hauling and transporting logs, timber, lumber, lumber products and other freight, goods, wares and merchandise, for itself, or for others, for hire, or otherwise, by means of trucks, trailers, and other forms of automotive or other equipment, over public or private highways, or roads; and to do such other things as are incidental or necessary to the carrying on of such business.

(6) To contract and hire labor necessary or convenient to the conducting and operation of said businesses.

(7) Doing any and all things regularly, necessarily, properly or incidentally done or to be done in the conduct of any or all of the foregoing businesses.

To carry out such purposes, such corporation shall have the following enumerated powers, which enumerated powers shall not be exclusive but such corporation shall have all other lawful powers not inconsistent therewith, to-wit:

(a) To receive, acquire, hold, purchase, dispose of, convey, mortgage, and/or lease real and/or personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the corporation other than its franchise of being a corporation; and to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, pledge and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidences of indebtedness of other corporations, domestic or foreign;

(b) In the purchase or acquisition of property, business rights, or franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount, to incur debt and to raise, borrow, and secure the payment of money in any lawful manner, including the issue and sale, or other disposition, of bonds, debentures, obligations, negotiable and transfer instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust, trust receipt, conditional sale contract, or otherwise;

(c) To use and apply to surplus earnings or cumulative profits to the purchase or acquisition of its own capital stock from time to time, and to such extent and in such manner, and

upon such terms, as its board of directors shall determine;

(d) To appoint such officers, employees, and agents as the business of the corporation may require, and to allow them compensation;

(e) To make by-laws not inconsistent with any existing law for the management of its business and property, the regulation and conduct of its affairs, and the certification and transfer of its stock;

(f) To enter into contracts or obligations of any type or kind essential, necessary or proper to the transaction of its ordinary affairs or for the purposes of the corporation;

(g) To invest surplus funds from time to time at the discretion of the board of directors of the corporation;

(h) To have one or more offices and places of business in and out of the State of Idaho and to acquire, receive, hold, purchase, lease, mortgage, dispose of, and/or convey real and personal property situate in or outside of the State.

(i) To do all lawful acts as are necessary and expedient to accomplish the stated purposes of this corporation.

ARTICLE THREE

Existence

The corporation shall have a perpetual existence.

ARTICLE FOUR

Location

The principal office and place of business of this corporation shall be at Lewiston, in the County of Nez Perce, State of Idaho, but the corporation office address may be changed by the Board of Directors, and branch offices or places of business may be located or established by the corporation

at such other places within or without the State of Idaho as the Board of Directors may decide upon and meetings of the Board of Directors may be held at any such branch offices or places of business of the corporation and the business of the corporation transacted there.

ARTICLE FIVE

Capital Stock

The capital stock of this corporation shall be divided into 2000 shares of common stock; and 72 shares of preferred stock.

The common stock shall be of no par value. All or any part of the shares of common stock may be issued by the corporation from time to time and for such consideration as may be determined upon and fixed by the board of directors, as provided by law, with due regard to the interest of the existing shareholders, and when such consideration has been received by the corporation, such shares shall be deemed fully paid. The common no par value stock shall have full voting rights.

The preferred stock shall have a par value of \$500.00 a share. The holders of the preferred stock shall be entitled to receive in each year out of the surplus net profits of the corporation a fixed yearly dividend of 7% payable as authorized by the directors, before any dividend shall be set apart or paid upon the common stock. Dividends on the common stock also may be declared payable as authorized by the directors, but only out of surplus net profits of the corporation for any fiscal year remaining after the payment of the full yearly dividend on the preferred stock for such year as well as of all dividends previously accrued and remaining unpaid thereon. The holders of preferred stock shall not be entitled to any further dividend

or share of profits beyond the said cumulative yearly dividend of 7%; and the holders of common stock shall be entitled to receive all moneys appropriated to dividends, after the cumulative dividends of 7% on the preferred stock shall have been paid in full.

The holders of the preferred stock shall have no voting rights.

The preferred stock may at any time be redeemed in the whole or any part thereof at the option of the board of directors upon not less than ten days prior notice to the holders of record of the preferred stock given in such manner and form and on such terms and conditions as may be prescribed by the by-laws or by resolution of the board of directors. It may be redeemed by payment in cash, for each share of preferred stock to be redeemed, at 100% of the par amount thereof, and in addition thereto all unpaid dividends accrued on such share.

In the event of any liquidation, dissolution, or winding up of the corporation, the holders of the preferred stock shall be entitled to be paid in full the par value thereof, and all accrued unpaid dividends thereon, before any sum shall be paid to or any assets distributed among the holders of the common stock, but after payment to the holders of the preferred stock of the amounts payable to them as hereinbefore provided, the remaining assets and funds of the corporation shall be paid to and distributed among the holders of the common stock.

ARTICLE SIX

Incorporators.

The names and post-office addresses of the incorporators of this corporation, and the number of shares of stock of

the corporation for which each has described are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares Common</u> <u>No Par Value Stock</u>
Axel Bohman	Lewiston, Idaho	1
Walter Tubby	Clarkston, Washington	1
Morris F. Bohman	Lewiston, Idaho	1

ARTICLE SEVEN

Directors

The number of directors of this corporation shall be not less than three nor more than seven; and the number of qualifications, terms of office, manner of election, time and place of meetings, and powers of directors, and their duties, shall be such as are prescribed by the by-laws of this corporation.

ARTICLE EIGHT

By-Laws

The board of directors of this corporation shall have the power to adopt all by-laws, and the same may be modified or amended by the Board of Directors, subject, however, to the power of the shareholders to change or repeal such by-laws.

IN WITNESS WHEREOF, the said incorporators have hereunto set their hands and seals and executed the foregoing Articles of Incorporation in triplicate this ____ day of August, 1950.

Walter Tubby (SEAL)
Axel Bohman (SEAL)
Morris F. Bohman (SEAL)

STATE OF IDAHO)
 : ss
COUNTY OF NEZ PERCE)

On this 27 day of August, 1958, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared AXEL BUCHAN, WALTER TUBBY and MORRIS P. BUCHAN, known to me to be the persons whose names are subscribed to the within and foregoing instrument and acknowledged to me that they executed the same.

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

William J. Jones
Notary Public in and for the State of
Idaho, residing at Lewiston, therein.