

CERTIFICATE OF INCORPORATION

ARNOLD WILLIAMS
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

CLAREMONT VALLEY CHRISTMAS TREE GROWERS, INCORPORATED

was filed in the office of the Secretary of State on the **Fifth** day of **October**,
A.D. One Thousand Nine Hundred **Sixty-four** and is duly recorded on
Film No. **130** of Record of Domestic Corporations, of the State of Idaho, and that the
said articles contain the statement of facts required by Section 22-2608, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and
successors are hereby constituted a corporation by the name stated in the articles for
Fifty years from the date hereof, with its registered office in this State located at
Orofino in the County of **Clearwater**, Idaho, and as such are entitled
to all the rights and privileges granted to, and subject to the limitations and requirements of
a Cooperative Marketing Association, as provided in said Chapter 26 of Title 22, Idaho Code.

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 **5th** day of **October**,
A. D., 19 **64**.

Secretary of State.

Cooperative Marketing Association

ARTICLES OF INCORPORATION
OF

CLEARWATER VALLEY CHRISTMAS TREE GROWERS, INCORPORATED

We, the undersigned, hereby mutually agree to unite and associate ourselves as a cooperative marketing association and for such purpose, we hereby make, execute and adopt the following Articles of Incorporation, pursuant to the Cooperative Marketing Act, Chapter 26, Title 22, Idaho Code.

ARTICLE I.

(NAME)

The name of this corporation shall be the CLEARWATER VALLEY CHRISTMAS TREE GROWERS, INCORPORATED.

ARTICLE II.

(DURATION)

The period of duration of the life of this corporation shall be fifty (50) years.

ARTICLE III.

(LOCATION)

The principal office and place of business of this corporation shall be the City of Orofino, County of Clearwater, State of Idaho.

ARTICLE IV.

(MEMBERSHIP)

This corporation shall be organized without capital stock and the property rights of each member shall be equal in all

respects, and each member shall have one vote.

The Association shall have the power to admit new members who shall be entitled to share in the property of this Association of the old members, but upon such terms and in accordance with such rules as may be laid down by the Board of Directors of this corporation designed to equalize the contribution of each member for his interest in the assets of the corporation.

ARTICLE V

(PURPOSE)

The business and purpose for which this corporation is formed are:

(a) To engage in any activity in connection with the production, marketing, selling, harvesting, preserving, drying, processing, packing, storing, handling or utilization of Christmas trees and allied forest products produced or delivered to it by its members and the manufacturing or processing of any of the by-products thereof, or in connection with the purchasing, hiring, manufacturing, selling or use by or for its members of supplies, machinery, equipment, or in the financing of any of such activities; to borrow money and to make advances to members.

(b) To act as agent or representative of any member or members in any of the above mentioned activities.

(c) To purchase or otherwise acquire, hold, own and exercise all the rights of membership in and to sell, transfer, pledge shares of stock of the capital stock or bonds of any corporation or association engaged in related activity or in the handling or marketing

of any of the products handled by the Association.

(d) To establish, preserve and to invest the funds thereof in bonds or other such property as may be provided by the by-laws.

(e) To buy, hold, or exercise all the rights of ownership over such real and personal property as may be necessary, convenient for the conducting of the operation of any of the business of this Association, or incidental thereto.

(f) To do each and everything necessary to be suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or conducive or expedient for the interests or benefit of the Association and to contract accordingly and in addition, to exercise and possess all the powers, rights and privileges necessary or incidental to the purposes for which this Association is organized or to the activities in which it is engaged; and in addition any other rights, powers or privileges granted by the laws of the State to the ordinary corporations except such as inconsistent with the express provisions of law and to do any of such things anywhere.

ARTICLE VI

(DIRECTORS AND INCORPORATORS)

This corporation shall have not less than five (5) nor more than thirteen (13) directors who shall, at all times, be citizens of the United States. The names and residences of the directors who shall manage the business for this corporation at the first regular meeting of the membership are:

Glenn Simler, Kamiah, Idaho
Helen Waldemar, Pierce, Idaho
Robert Marsh, Orofino, Idaho
Don McManamon, Orofino, Idaho
and
Neil Sampson, Orofino, Idaho

The names, and post office address of each of the incorporators
who each hold one membership are:

Glenn Simler, Kamiah, Idaho
Helen Waldemar, Pierce, Idaho
Robert Marsh, Orofino, Idaho
Don McManamon, Orofino, Idaho
and
Neil Sampson, Orofino, Idaho

ARTICLE VII

(AMENDMENT OF ARTICLES OF INCORPORATION)

These Articles of Incorporation may be amended by a 2/3rd
majority vote of ~~the~~ ^{the directors and of} the membership at any regular meeting, or at a
special meeting called by a majority of the board of directors
after thirty (30) days notice to the membership of record in the
corporate books.

IN WITNESS WHEREOF, we, the undersigned, being of full age
and citizens of the United States of America, have hereunto set
our hands and seals this 28th day of September, 1964.

Glenn Simler
Glenn Simler

Helen Waldemar
Helen Waldemar

Robert Marsh
Robert Marsh

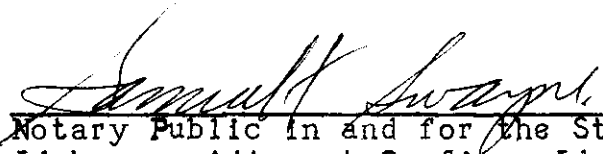
Don McManamon
Don McManamon

Neil Sampson
Neil Sampson

STATE OF IDAHO }
County of Clearwater } ss.

On this 28 day of September, 1964, before me, the undersigned, a notary public in and for the State of Idaho, personally appeared GLENN SIMLER, HELEN WALDEMAR, ROBERT MARSH, DON McMANAMON and NEIL SAMPSON, 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.


Notary Public in and for the State of
Idaho, residing at Orofino, Idaho