

State of Idaho



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, **IRA H. MASTERS**, 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

COOK CEDAR COMPANY

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **fifteenth** day of **November** 1937,

original articles of amendment, as provided by Sections 29-145, 29-146, 29-147 and 29-148, Idaho Code, Annotated, decreasing the capital stock from \$100,000 to \$50,000, divided into 1000 shares @ \$50.00

and that the said articles of amendment contain the statement of facts required by law, and are recorded in Book A-51 of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the capital stock of the COOK CEDAR COMPANY has been reduced to \$50,000, divided into 1000 shares @ \$50.00

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 **15th** day
of **November**, in the year of our Lord
one thousand nine hundred thirtyseven,
and of the Independence of the United States of
America the One HundredSixty-second.

Secretary of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION,
AND DECREASING OF CAPITAL STOCK OF THE COOK CEDAR COM-
PANY, a corporation

We, the undersigned, Fulton Cook, president of the Cook Cedar Company, a corporation, and chairman of a shareholders meeting of said corporation, and D. E. Cornwall, secretary of the said corporation and secretary of a shareholders meeting of said corporation, said corporation being organized under the laws of the State of Idaho, and which meeting was held at the offices of said company, St. Maries, Idaho, in the Annis Building, on the 31st day of August, 1937, at the hour of 8:00 P. M. pursuant to notice given each shareholder by previous notice and said meeting being for the purpose of considering a decrease in the capital stock of said corporation and an amendment to paragraph six of the Articles of Incorporation, as amended on the 21st day of February, 1924, do hereby certify that on the 28th day of February, 1937, at a regular meeting of the Board of Directors of said corporation, a special meeting of the shareholders of said corporation was authorized and directed to be called for the purpose of amending the articles of incorporation so as to decrease the capital stock of said corporation from \$100,000.00 to \$50,000.00, the capital stock to be divided into 1000 shares of the par value of \$50.00 each, and that the articles of incorporation of said company be amended to provide for such decrease.

That, pursuant to the call of the board of directors of said corporation as above authorized and directed, a written notice was duly issued by the secretary of the corporation calling said special shareholders meeting, stating that the time and place of the holding of said meeting and the objects thereof, as hereinbefore set forth, a copy of said notice so given all the shareholders is attached hereto, marked Exhibit "A", incorporated herein and made a part of this proceedings, and said written notice was duly served on each of the shareholders of said corporation as provided by law for more than ten days prior to the date given for the meeting.

Pursuant to said notice, the shareholders met at the offices of the company at St. Maries, Idaho, on the 31st day of August, 1937, at eight o'clock P. M. The following shareholders were present in person: — D. E. Cornwall, representing 92 shares; E. G. Yates, representing 115 shares; Fulton Cook, representing 120 shares.

and the following shareholders were present, represented by proxy:
A. C. Wunderlich, 293 shares; Florence Cook, 173 shares and Tim B.
Donovan, 23 shares.

Whereupon, the notice calling the meeting was read and there being
capital stock outstanding, authorized, totaling \$92,100.00, represented
by 921 shares issued, and there being represented at said meeting above
set forth, 816 shares, the following proceedings were had, and following
is a copy of the minutes of said special shareholders' meeting, to-wit:

MINUTES OF SHAREHOLDERS MEETING OF THE COOK CEDAR COMPANY,
held at the offices of the company, St. Maries, Idaho, at
eight o'clock P. M. on Tuesday, the 31st day of August, 1937.

The meeting was called to order by Fulton Cook, President of
the Corporation, who presided. Thereupon, the secretary read
the call for said meeting, a copy of which is attached hereto,
and at said meeting there were present:

Name	No. of Shares
D. E. Cornwall	92
E. G. Yates	115
Fulton Cook	120

The following shareholders were represented by proxy:

Name	No. of Shares
Florence Cook by Fulton Cook	173
A. C. Wunderlich by Fulton Cook	273
Tim P. Donovan by M. C. Donovan	23

Stock Absent:	
J. A. Navarre	5
C. M. Sargent	25
J. B. Sargent	75

More than two-thirds of the capital stock was represented in
person or by proxy at the meeting.

Mr. D. E. Cornwall, a shareholder of said corporation thereupon
introduced the following resolution and moved its adoption:

"RESOLVED that the capital stock of the Cook Cedar Company be
and the same hereby is decreased from \$100,000.00 to \$50,000.00
to be divided into 1000 shares of the par value of \$50.00 each."

and that paragraph six of the articles of incorporation as
amended on the 21st day of February, 1924, be amended to read
as follows:

"that the amount of capital stock of the corporation shall be
\$50,000.00, divided into 1000 shares of the par value of \$50.00
each."

Shareholder E. G. Yates seconded the motion and said resolution
was unanimously carried by the shareholders represented in
person and by proxy as follows:

Fulton Cook voted 586 shares "yes"
D. E. Cornwall voted 92 shares "yes"
E. G. Yates voted 115 shares "yes"
M C. Donovan representing Tim P. Donovan voted 23 shares "yes"

Total shares voting "yes" being 816.

Novotes were cast against said motion and resolution and said resolution was by the chairman declared to be unanimously carried by the shareholders present, and represented by proxy.

There being no further business to come before the meeting, the meeting adjourned.

Dated this 31st day of August, 1937.

(Signed) Fulton Cook Chairman

(Seal)

D.E. Cornwall Secretary

We, therefore, certify that the motion for the adoption of said resolution was carried by a vote of more than two-thirds of the entire capital stock of said corporation, authorized, issued and outstanding, and that the articles of incorporation of said company were amended as herein set forth.

IN WITNESS WHEREOF, we the undersigned, president and chairman, of the Company, and secretary of the Company respectively, hereby certify that at said shareholders' meeting, the proceedings as hereinbefore stated were had and held in the manner and form as herein set forth, and same constitutes an accurate record of the proceedings had and held at said shareholders' meeting as aforesaid.

Dated this 1st day of September, 1937.

Fulton Cook
President and Chairman

(SEAL)

Attest:

D.E. Cornwall ✓
Secretary

STATE OF IDAHO)
) ss
County of Benewah)

On this 1st day of September, 1937, before me, William F. Sargent, a Notary Public for the State of Idaho, residing at St. Maries, Idaho, personally came and appeared, Fulton Cook, know to me to be the president of the Cook Cedar Company, and D. E. Cornwall, known by me to be the secretary of the Cook Cedar Company, a corporation, and

each being by me first duly sworn, deposes and each on his oath for himself, says: that he has read the foregoing aertificate of decrease of capital stock of the Cook Cedar Company, and proceedings had and taken to that end, and knows the contents thereof and the facts above stated are true.

Arthur Cook
DeLamwall ✓

Subscribed and sworn to before me this 1st day of September, 1937.

William Sargent
Notary Public for the State of
Idaho, residing at St. Maries,
Idaho

We certify that the foregoing is a full, true and correct statement of the proceedings had toward the amending of the articles of Incorporation of the Cook Cedar Company, a corporation.

Arthur Cook
W. H. Sargent
W. Sargent ✓
J. B. Sargent ✓
DeLamwall ✓

Board of Directors.

Exhibit "A"

Offices of Cook Cedar Co.
a corporation,
St. Maries, Idaho,
August 10, 1937,

NOTICE, to the Shareholders and/or the Stockholders of the Cook Cedar Company, a corporation.

Notice is hereby given that pursuant to a resolution of the Board of Directors of the Cook Cedar Company, a corporation, that a special meeting of the shareholders of the Cook Cedar Company, a corporation will be held at its offices in the Annis Building, at the corner of eighth and Main, St. Maries, Idaho, on Tuesday, the 31st day of August, 1937, at the hour of eight o'clock, P. M. in pursuance of a resolution adopted by the board of directors for the purpose of voting upon a proposition of decreasing the capital stock of said corporation from \$100,000.00 to \$50,000.00, and reducing the value of the shares from \$100.00 to \$50.00 each, the specific proposition to vote on being: Shall paragraph six of the Articles of Incorporation as amended on the 21st day of February, 1924, be amended to read as follows: "that the amount of the capital stock of the corporation shall be \$50,000.00 divided into 1000 shares of the par value of \$50.00 each," at which time and place all shareholders of the corporation are notified to be present in person or by proxy, and vote either approving or rejecting the said amendment.



Secretary