



## Department of State.

### CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

**WESTERN HIGH LANDS, INC.**

was filed in the office of the Secretary of State on the **30th** day of **November** A.D., One Thousand Nine Hundred **Seventy** and **will be** / duly recorded on ~~the file~~ **in the file** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-108, 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

**Laviston**

in the County of

**Butte**

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 **30th** day of **November** A.D., 19 **70**

Pete T. Cenarrusa

Secretary of State.

\_\_\_\_\_  
Asst. Corporation Clerk.

ARTICLES OF INCORPORATION

OF

WESTERN HIGH LANDS, INC.

KNOW ALL MEN BY THESE PRESENTS: That JAMES S. DELEHANTY, PATRICK H. SHELLDY and JACK J. STREIBICK, being citizens of the United States over the age of twenty-one (21) years, and for the purpose of forming a corporation under the Laws of the State of Idaho, hereby certify and adopt in triplicate the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be WESTERN HIGH LANDS, INC. and its existence shall be perpetual.

ARTICLE II

The purpose and objects of the corporation are as follows:

1. To acquire by purchase or lease, or otherwise, lands and interests in lands, and to own, hold, improve, develop and manage any real estate so acquired and to erect or cause to be erected on any lands owned, held or occupied by the Corporation, buildings or other structures with their appertenances, and to rebuild, enlarge alter, or improve any buildings or other structures now or hereafter erected on any lands so owned, held, or occupied, and to mortgage, sell, lease, or otherwise dispose of any lands or interest in lands and in buildings or other structures, and any stores, shops, suites, rooms, or parts of any buildings or other structures at any time owned or held by the Corporation.
2. To buy, sell, exchange, and generally deal in real properties, improved and unimproved, and buildings of every class and description; to improve, manage, operate, sell, buy, mortgage, lease, or otherwise acquire or dispose of any property, real or personal, and take mortgages and assignments of mortgages upon the same; to make and obtain loans upon real estate, improved or unimproved, and upon personal property, giving or taking evidences of indebtedness and securing the

payment thereof by mortgage, trustee, pledge or otherwise; to buy and sell mortgages, trust deeds, contracts, and evidences of indebtedness; to purchase or otherwise acquire, for the purpose of holding or disposing of the same, real or personal property of any person, firm, association, or corporation, paying for the same in cash, stock, or bonds of this Corporation; to draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments, or obligations of the corporation, from time to time, or any of the objects or purposes of the corporation; to carry on all or any of its operations without restriction or limit as to amount; to purchase, acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any state, territory, colony, or foreign country subject to the laws of such state, territory or foreign country.

3. To carry on any business whatsoever which the Corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated, directly or indirectly, to promote the interests of the Corporation or to enhance the value of its property.

4. To enable this Corporation to carry out the purposes for which it is organized, it shall have all the corporate powers herein set forth and as provided under the Idaho Law, and in addition thereto and not in diminution thereof, have the following powers:

- (a) To make application for, to acquire, own, hold, use and administer all manner or patent rights, copy rights, trade marks, trade names, and any interest therein, and to sell, assign, license or otherwise dispose of the same.
- (b) To make any guarantee respecting stocks, dividends, securities, indebtedness, interest, contracts, or other obligations created by an individual, partnerships, associations, corporation, or other entity.

(c) To purchase, hold and reissue any shares of its capital stock, and other evidence of interest in this Corporation, all as provided by law and the By-laws of the Corporation.

5. This corporation shall have the power to act in its own name as principal or agent; to contract with suppliers, distributors, marketers, manufacturers, brokers, wholesalers or other, both in the United States and in foreign countries; to establish its own branches anywhere at any time; to act as joint agency or as representative of other corporations, associations, partnerships, and individuals; to become a stockholder or member of other corporations and associations.

6. The foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation. That said Corporation shall have all the privileges and immunities granted by the acts of Congress of the United States, and the laws of the State of Idaho relating to corporations and be subject only to such restrictions and limitations as may be contained in said act of Congress and the laws of the State of Idaho. It is further expressly provided that this Corporation shall have full, complete and ample power to engage in and transact any lawful business whatsoever, and to do any and all things necessary therefore to the same extent as any natural person might or could do as principal, agent, contractor, or otherwise, alone or in the company of others, except as such powers may be restricted or denied by the acts of Congress of the United States or the laws of the State of Idaho hereinabove referred to.

### ARTICLE III

The principal office and place of business of this Corporation shall be at 2021 Carol Drive, Lewiston, Idaho, 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 such branch offices or places of business of the corporation and the business of the corporation transacted there.

#### ARTICLE IV

1. The total number of shares of stock authorized and which may be issued by this corporation is 1,000 shares, which shall consist of one class of common stock and all stock shall be voting stock and each share of stock shall be entitled to one vote. Such shares are to be without par value.

#### ARTICLE V

The amount of paid-in capital with which the corporation will begin business is \$300.00.

#### ARTICLE VI

1. The number of directors of the corporation shall be fixed as provided in the By-laws, and may be changed from time to time by amending the By-laws as therein provided, but the number of directors shall not be less than three nor more than seven and in no event shall be an even number.

2. In furtherance of and not in limitation of the powers conferred by the laws of the State of Idaho, the Board of Directors is expressly authorized to make, alter and repeal the By-laws of the corporation, subject to the power of the stock-holders of the corporation to change or repeal such By-laws.

3. The corporation may enter into contracts and otherwise transact business as vendor, purchaser, or otherwise, with its directors, officers, shareholders, members or otherwise, as freely as though such adverse interests did not exist, even though the vote, action or presence of such director, officer or stockholder may be necessary to obligate the corporation upon contracts or transactions; and in the absence of fraud no such contract or transaction shall be avoided and no such director, officer or stockholder shall be held

liable to account to the corporation, by reason of such adverse interests or by reasons of any fiduciary relationship to the corporation arising out of such office or stock ownership, for any profit or benefit realized by him through any such contract or transaction; provided that in the case of directors and officers of the corporation (but not in the case of stockholders who are not directors or officers) the nature of the interest of such director or officer, though not necessarily the details or extent thereof, be disclosed or known to the Board of Directors of the corporation, at the meeting thereof at which such contract or transaction is authorized or confirmed. A general notice that a director or officer of the corporation, association, firm or entity shall be sufficient disclosure as to such director or officer with respect to all contracts and transactions with that corporation, association, firm or entity.

4. Any contract, transaction, or act of the corporation or of the directors or of any officers of the corporation which shall be ratified by a majority of a quorum of the stockholders of the corporation at any annual meeting or any special meeting called for such purpose, shall insofar as permitted by law, be as valid and as binding as though ratified by every stockholder of the corporation.

5. The first directors of this corporation shall be three in number and their post office addresses are as follows:

JAMES S. DELEHANTY, 1704 Bonanza, Spokane, Washington 99203  
PATRICK H. SHELLDY, 319 Peyton Building, Spokane, Wn. 99201  
JACK J. STREIBICK, 2021 Carol Drive, Lewiston, Idaho 83501

The term of the first directors shall be until the first annual meeting of the stockholders of the corporation which will be held in October, 1971.

#### ARTICLE VII

The names and places of residence of each of the incorporators and a statement of the number of shares subscribed by each are as follows:

