

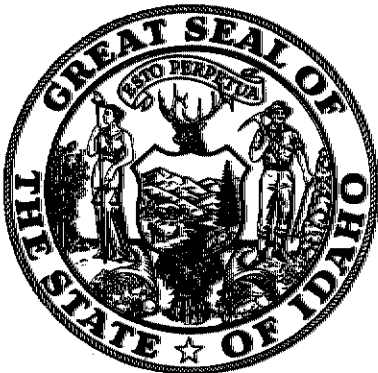
**CERTIFICATE OF INCORPORATION
OF**

CALVIN LOGGING AND MINING, 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 the above named corporation, 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: November 21, 1989



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Zepala*

ARTICLES OF INCORPORATION
OF

Mar 21 12 41 PM '89
SECRETARY OF STATE

CALVIN LOGGING AND MINING, INC.

The undersigned, GEORGE CALVIN, acting as the incorporator of the above named corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

I.

The name of this corporation shall be CALVIN LOGGING AND MINING, INC.

II.

The period of existence and duration of the life of this corporation shall be perpetual.

III.

The purpose or purposes for which the corporation is organized are:

To carry on a general logging operation and business and to engage in the general lumber business including the purchase of timber and timber tracts, the cutting, falling, and milling of said timber of all kinds and species and to engage in the hauling and transporting of 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; to build such roads and logging roads as are necessary; to buy, sell, acquire, trade and transfer in all logging equipment including, but not limited to, loaders, skyline machines, trucks and tools of all kinds, in furtherance of the purposes of this corporation; to do such other things as are incidental or necessary to the carrying on of such business.

To deal in timber and timber lands; to finance, operate or own forest products mills; to buy, sell and finance forest

1 products; to act as a broker on a commission basis for lumber and
2 other forest products; to act as custodian for timber and timber
3 lands, forest products and timber processing mills; to act as
4 fiscal agent for forest products, other brokers and wholesalers
5 or any other legal entity dealing in forest products; to buy,
6 own, and sell timber, mills and forest products; to enter into
7 warehousing agreements; to carry on and conduct a general sawmill
8 business, either for itself or as an agent of others; to purchase
9 timber of all kinds, standing or otherwise, wholesale or retail;
10 to conduct logging operations of every kind and nature, and sec-
11 ure all necessary equipment for the same.

12 To purchase real estate, make and purchase materials for the
13 construction of buildings; to erect buildings; to own, to manage,
14 operate, lease and sell buildings; to conduct and carry on the
15 business of builders and contractors for the purpose of building,
16 erecting altering, repairing or doing any other work in connec-
17 tion with any and all classes of buildings, structures and
18 improvements, of every kind and nature whatsoever; also, to buy
19 or otherwise acquire real estate, and to subdivide, plat and sell
20 the same, and generally to buy, sell and deal in real and per-
21 sonal property of every kind and description, and to own, hold,
22 improve, develop and manage any real estate or personal property
23 and to erect and cause to be erected on any lands owned, held or
24 occupied by the corporation, buildings or other structures with
25 their appurtenances and to mortgage, sell, lease or otherwise
26 dispose of any lands or interest in lands and in any buildings or
27 other structures at any time owned or held by the corporation; to
28 conduct a general brokerage, agency, and commission business for
29 others in the purchase, sale and management of real estate for
30 others and the negotiation of loans thereon; in general, to con-
31 duct a general building and construction business and general
32 real estate business.

1 To purchase, locate, lease, or otherwise acquire, mines,
2 mining claims, mining rights, and lands and any interest therein,
3 and explore, work, exercise, develop, and turn to account the
4 same; to quarry, mine, smelt, refine, dress, amalgamate, and
5 prepare for market, ore metal and mineral substances of all
6 kinds, and to carry on any other operations or business which may
7 seem necessary, convenient, or incidental to any of the objects
8 of the company; to buy, sell, manufacture and deal in minerals,
9 plants, machinery, implements, conveniences, provisions, and
10 things capable of being used in connection with the mining or
11 other operations of this corporation, or require by workmen and
12 others employed by the company; to construct, carry out, main-
13 tain, improve, manage, work, control, and superintend, any roads,
14 ways, railways, bridges, reservoirs, watercourses, aqueducts,
15 wharves, furnaces, mills, crushing works, hydraulic works, fac-
16 tories, warehouses and other works and conveniences which may seem
17 necessary, convenient, or incidental to any object of the company
18 and to contribute to subsidize, or otherwise aid or take part in
19 any such operations.
20

21 To carry on the general business of farming and the general
22 livestock business; to raise, produce, buy, grow or otherwise
23 acquire, hold, handle, mortgage, sell, hypothecate or otherwise
24 dispose of livestock and products of livestock, including dairy
25 products and to deal and traffic generally therein; to do every
26 thing necessary to run, sell, buy, mortgage and acquire cattle
27 and range lands.

28 To enter into, make and perform and carry out contracts of
29 every sort and kind with any person, firm, association or corpor-
30 ation, municipality, body politic, country, territory, district,
31 state and government.

1 To institute, enter into, carry on, assist, promote or par-
2 ticipate in financial, commercial, mercantile, industrial and
3 other businesses, works, enterprises, undertakings and opera-
4 tions.

5 To purchase, hold, sell, assign, transfer, mortgage, pledge
6 or otherwise dispose of shares of the capital stock of, or any
7 bonds, securities or evidences of indebtedness created by, any
8 other corporation or corporations organized under the laws of
9 this state or any other state, country, nation or government, and
10 while the owner thereof, to exercise all the rights, powers and
11 privileges of ownership.

12 To apply for, secure, acquire by assignment, transfer, pur-
13 chase or otherwise, and to exercise, carry out and enjoy any
14 charter, license, power, authority, franchise, concessions,
15 rights, or privileges, which any government or authority or any
16 corporation or other public body may be empowered to grant; and
17 to pay for, aid in and contribute toward carrying the same into
18 effect, and to appropriate any of the corporation's shares of
19 stocks, bonds and assets to defray the necessary costs, charges
20 and expenses thereof.

21 To acquire, and pay for in cash, stock or bonds of this cor-
22 poration or otherwise, the good will, rights, assets and property
23 and to undertake or assume the whole or any part of the obliga-
24 tions or liabilities of any person, firm, association or corpora-
25 tion.

26 To draw, make, accept, endorse, discount, execute and issue
27 promissory notes, bills of exchange and other negotiable or
28 transferable instruments.

29 In the purchase or acquisition of property, business,
30 rights, or franchises, or for additional working capital, for any
31 other object in or about its business or affairs, and without
32

1 limit as to amount, incur debts and to raise, borrow and secure
2 the payment of money in any lawful manner, including the issue
3 and sale or other disposition of bonds, debentures, obligations,
4 negotiable and transferable instrument and evidence of indebted-
5 ness of all kinds, whether secured by mortgage, pledge, deed of
6 trust or otherwise;

7 To carry on any other business which may seem to the corpor-
8 ation capable of being conveniently carried on in connection with
9 its business or calculated directly or indirectly to enhance the
10 value of or render profitable any of the corporation's property
11 or rights.

12 The said corporation may perform any part of its business
13 outside the State of Idaho, in the other states, in the District
14 of Columbia, territories or possessions, or dependencies of the
15 United States.

16 To do each and every thing necessary, suitable, useful or
17 advisable for the accomplishment of any one or more of the said
18 objects or which shall, at any time, appear to be conducive to or
19 expedient for the benefit of said corporation in connection
20 therewith.

21 To do each and all things set forth herein to the same
22 extent and as fully as natural persons might or could do in the
23 State of Idaho, and in any other state, country or place.

24 To purchase, take, receive or otherwise acquire, hold, own,
25 pledge, transfer or otherwise dispose of its own share, but pur-
26 chases of its own shares, whether direct or indirect, shall be
27 made only to the extent of unreserved and unrestricted earned
28 surplus available therefore, and, with the affirmative vote of
29 the holders of the majority of all shares entitled to vote there-
30 on, to the extent of unreserved and unrestricted capital surplus
31 available therefor.

1 To have one or more offices, to carry on all or any of its
2 operations and business and without restriction or limit as to
3 amounts, to purchase, or otherwise acquire, to hold, own, mort-
4 gage, sell, convey or otherwise dispose of real and personal
5 property of every class and description in any of the states,
6 districts, territories, dependencies, possessions or colonies of
7 the United States.

8 The foregoing clauses shall be construed as objects, pur-
9 poses and powers; and it is hereby expressly provided that any
10 enumeration of specific powers shall not be held to limit or
11 restrict in any manner the powers of this corporation.

12 In general, to carry on any other business in connection
13 with the foregoing, and to have and exercise all the powers con-
14 ferred by laws of the State of Idaho upon corporations.

15 IV.

16 In furtherance, and not in limitation of the powers con-
17 ferred by statute, the board of directors is expressly author-
18 ized;

19 To make and alter by-laws of this corporation, to fix the
20 amount to be reserved as working capital over and above its capi-
21 tal stock paid in, and to authorize and cause to be executed
22 mortgages and liens upon the real and personal property of this
23 corporation.

24 If the by-laws so provided, to designate two or more of its
25 members to constitute an executive committee, which committee
26 shall for the time being, as provided in said resolution or in
27 the by-laws of this corporation, have and exercise any or all of
28 the powers of the board of directors in the management of the
29 business and affairs of this corporation, and have power to auth-
30 orize the seal of this corporation to be affixed to all papers
31 which may require it.

1 Pursuant to the affirmative vote of the holders of at least
2 a majority of the stock issued and outstanding, having voting
3 power, given at a stockholders meeting duly called for that pur-
4 pose, or when authorized by the written consent of at least a
5 majority of the holders of the voting stock issued and outstand-
6 ing, the board of directors shall have power and authority at any
7 meeting to sell, lease or exchange all of the property and assets
8 of this corporation, including its good will and its corporate
9 franchises, upon such terms and conditions as its board of direc-
10 tors deem expedient and for the best interest of the corporation.

11 This corporation may in its by-laws confer powers upon its
12 directors in addition to the foregoing, and in addition to the
13 powers and authorities expressly conferred upon them by statute.

14 V.

15 The capital stock of this corporation shall be FIFTY
16 THOUSAND DOLLARS (\$50,000.00), divided into FIVE HUNDRED (500)
17 shares of stock of the par value of ONE HUNDRED DOLLARS (\$100.00)
18 each. No distinction shall exist between the shares of this
19 corporation and all such shares shall have the same rights in the
20 corporation.

21 VI.

22 All or any portion of the capital stock may be issued for
23 cash or in payment for real or personal property, services or any
24 other right or thing of value, for the uses and purposes of the
25 corporation and when so issued shall become and be fully paid,
26 the same as though paid for in cash at par; and the directors
27 shall be the sole judges of the value of any property, right, or
28 thing acquired in exchange for capital stock.

29 VII.

30 From time to time the capital stock may be increased accord-
31 ing to law, and may be issued in such amounts and proportions as

1 shall be determined by the board of directors, and as may be per-
2 mitted by law.

3 VIII.

4 The private property of the stockholders shall not be sub-
5 ject to the payment of corporate debts to any extent whatsoever.

6 IX.

7 The address of the initial registered office of the corpora-
8 tion is Riggins, Idaho, and the name of its initial registered
9 agent is W. C. MacGREGOR, JR., DEE, MacGREGOR & FALES, 416 W.
10 Main, P. O. Box 463, Grangeville, Idaho 83530.

11 X.

12 The number of directors constituting the initial board of
13 directors of the corporation is one (1) and the name and
14 address of the person who is to serve as director until the first
15 annual meeting of the shareholders or until his successors are
16 elected and shall qualify are:

17 GEORGE CALVIN
18 P. O. Box 347
19 Lucile, ID 83542

20 The address of the incorporator is:

21 GEORGE CALVIN
22 P. O. Box 347
23 Lucile, ID 83542

24 This corporation reserves the right to amend, alter, change
25 or repeal any provisions contained in this certificate of incor-
26 poration in the manner now or hereafter prescribed by statute,
27 and all right conferred upon stockholders herein are granted,
28 subject to this reservation.

