



**CERTIFICATE OF INCORPORATION  
OF**

**POTLATCH ACQUISITION CORPORATION**

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: *May 6, 1988*



\_\_\_\_\_  
SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE

POTLATCH ACQUISITION CORPORATION

THE UNDERSIGNED, being a natural person of age eighteen years or more, and acting as the incorporator of a corporation to be organized pursuant to the provisions of the Idaho Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation (hereinafter called the corporation) is Potlatch Acquisition Corporation.

ARTICLE TWO

The duration of the corporation is to be perpetual.

ARTICLE THREE

The purpose for which the corporation is formed is the transact of any or all lawful business for which corporations may be incorporated pursuant to the provisions of the Idaho Business Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is 10,000, all of which are of a par value of \$1.00 dollar each, and all of which are of one class and are designated as common shares.

ARTICLE FIVE

No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been reacquired and have treasury status, and any and all of such rights and

options may be granted by the Board of Directors to such persons, firms, corporations and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

#### ARTICLE SIX

The address of the initial registered office of the corporation in the State of Idaho is: Jerry L. Brown, and the name of its initial registered agent at such address is c/o Troy Telephone Company, Inc., 508 Main Street, P.O. Box 250, Troy, Idaho 83871.

#### ARTICLE SEVEN

The number of directors to constitute the first Board of Directors of the corporation is five (5). Thereafter, the number of directors of the corporation shall be fixed by, or in the manner provided in, its Bylaws.

The name and address of each of the persons who are to serve as directors of the corporation until the first annual meeting of shareholders or until their successors be elected and qualify, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Charles W. Ricker	301 South Westfield Road Madison, Wisconsin 53705-0158
Teddy L. Smith	301 South Westfield Road Madison, Wisconsin 53705-0158
Elaine B. Strassburg	301 South Westfield Road Madison, Wisconsin 53705-0158
Gary B. Torbett	301 South Westfield Road Madison, Wisconsin 53705-0158
Vincent J. Reed	301 South Westfield Road Madison, Wisconsin 53705-0158

#### ARTICLE EIGHT

The name and address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Bertram T. Ebzery	Suite 3200 69 West Washington Street Chicago, Illinois 60602

#### ARTICLE NINE

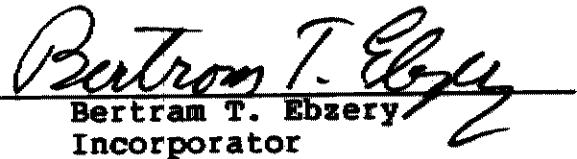
1. The Board of Directors may make, alter, and repeal the Bylaws of the corporation except any Bylaw the control over which is vested in the shareholders entitled to vote under the provisions of the Idaho Business Corporation Act.

2. The Board of Directors of the corporation may, from time to time, and in conformity with the provisions of the Idaho Business Corporation Act, distribute to its shareholders out of capital surplus of the corporation a portion of its assets in cash or property.

3. The corporation shall have the right to purchase its own shares to the extent of unreserved and unrestricted capital surplus available thereof.


I hereby verify, that the facts contained herein are true.

Signed on this 4th day of May, 1988.

  
Bertram T. Ebzery  
Incorporator

STATE OF ILLINOIS     )  
                              ) SS.  
COUNTY OF COOK        )

I, Betty Ann Thornson, a notary public, do hereby certify that on this 4<sup>th</sup> day of May, 1988, personally appeared before me Bertram T. Ebzery, who being by me first duly sworn, declared that he is the Incorporator of Potlach Acquisition Corporation and that he signed the foregoing document as Incorporator of the corporation and that the statements therein contained are true.

  
Notary Public

[NOTARIAL SEAL]

My Commission Expires: Oct. 8, 1989

The foregoing Articles of Incorporation of Potlach Acquisition Corporation were prepared by:

Bertram T. Ebzery  
Attorney at Law  
Pope, Ballard, Shepard & Fowle, Ltd.  
69 West Washington Street  
Chicago, Illinois 60602

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