

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

D & M LOGGING, 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: March 25, 1937



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Sada H. H.*

ORIGINAL

ARTICLES OF INCORPORATION

OF

D & M LOGGING, INC.

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In comformance with the laws of the State of Idaho and pursuant to Title 30 of the Idaho Code, the undersigned do hereby submit the Articles of Incorporation for the purpose of forming a corporation pursuant to the laws of the State of Idaho.

ARTICLE I.

NAME

The name of the corporation shall be D & M LOGGING, INC.

ARTICLE II.

LOCATION MAILING ADDRESS AND REGISTERED AGENT

The principal office for the transaction of business of this corporation shall be located in the unincorporated City of Ahsahka. The mailing address is P. O. Box 221, Ahsahka, Idaho 83520, and the registered agent shall be Robert W. Davaz, Sr. at that same address.

ARTICLE III.

DURATION

The term of existence of this corporation shall be perpetual from the date of filing the Articles of Incorporation in the office of the Secretary of State of the State of Idaho.

ARTICLE IV.

PURPOSES

The purpose for which the corporation is organized is as follows:

a. To transact any and all lawful business for which any corporation may be incorporated under the Idaho Business Corporation Act.

b. To engage primarily in the business of logging.

ARTICLE V.

POWER

The corporation shall have all of the power and authority as is given by the laws of the State of Idaho.

ARTICLE VI.

AMOUNT OF CAPITAL STOCK

The total number of authorized shares of stock shall be 3,000 shares. These shares shall have no par value and a series, if any, within the class are as follows:

| <u>Class Series</u> | <u>Number of Shares</u> | <u>Par Value Per Share, if any</u> |
|---------------------|-------------------------|------------------------------------|
| Common Stock | 3,000 | Shares have no par value |

There shall be no preferred stock and each share of common stock shall have one vote.

The Board of Directors shall have the power, from time to time, to fix the consideration to be received for all shares without par value. Each share shall carry equal voting rights with every other share outstanding.

ARTICLE VIII.

Any sale or transfer of shares may only be accomplished after it has been approved at a stockholders meeting specially called for such purpose. The proportion of the approval shall not be less than a majority of the shareholders.

ARTICLE IX.

VOTING RIGHTS

As stated above, each share of common stock shall have one vote. This vote shall be cumulative voting.

PROXY VOTING - In all elections for directors or managers of this corporation every shareholder shall have the right to vote in person or by proxy for the number of shares of stock owned by him, and such directors or managers shall not be elected in any other manner.

ARTICLE X.

NAME AND ADDRESS OF INCORPORATORS

The names and addresses of each of the incorporators are as follows:

| | |
|--------------------------|-------------------------------------|
| MARY EMMA PELTIER MARTIN | P. O. Box 221, Ahsahka, Idaho 83520 |
| ROBERT DAVAZ, SR. | P. O. Box 221, Ahsahka, Idaho 83520 |
| DEBRA ANN MILLER | P. O. Box 221, Ahsahka, Idaho 83520 |

ARTICLE XI.

DIRECTORS

The Board of Directors shall consist of three (3) directors who shall at all times be citizens of the United States. The names and residence of said directors who shall manage the business of the corporation until the first meeting of shareholders' are:

| | |
|--------------------------|-------------------------------------|
| MARY EMMA PELTIER MARTIN | P. O. Box 221, Ahsahka, Idaho 83520 |
| ROBERT DAVAZ, SR. | P. O. Box 221, Ahsahka, Idaho 83520 |
| DEBRA ANN MILLER | P. O. Box 221, Ahsahka, Idaho 83520 |

ARTICLE XII.

UNISSUED STOCK

Any unissued shares herein authorized or hereafter increased or created, may be issued from time to time by the corporation for any purpose by the Board of Directors by the corporation in such manner, amounts and proportions, and for such consideration as shall be determined from time to time by the Board of Directors and as may be permitted by law.

ARTICLE XIII.

RESTRICTIONS ON TRANSFER OF STOCK

The stockholders of the corporation shall have the power to include in the by-laws, adopted by a majority of stockholders of the corporation, any regulatory or restrictive provision regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the corporation by any of its stockholders. Or, in the event of death of any of its stockholders, the manner and form as well as the relevant terms, conditions, and details thereof, shall be determined by the stockholders of the corporation, provided, however, that such regulatory or restrictive provisions shall not effect the rights of third parties without actual notice thereof, unless the existence of such provision shall be plainly written on the certificate evidencing the ownership of such stock. No stockholder of the corporation may sell or transfer his stock except to another individual who is eligible to be a stockholder of the corporation, and such sale or transfer will be made only after the same shall have been approved at a stockholders'

meeting especially called for such purpose. In any proposed sale or transfer of stock by any stockholder, the corporation shall be given the option of first refusal to purchase such shares at a price that may be fixed therefore by the Board of Directors but at not less than par.

ARTICLE XIV.

PROVISIONS FOR BY-LAWS AND AMENDMENT THEREOF

This corporation shall be governed by a duly adopted code of by-laws, which by-laws shall not be inconsistent with the provisions of the laws of the State of Idaho of the Certificate of Incorporation. At any shareholders' meeting a majority of the outstanding shares of this corporation is required to amend these by-laws.

ARTICLE XV.

AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by a majority vote of the stock issued at any regular meeting or at a special meeting called for that purpose by a majority of the Board of Directors after thirty (30) days notice to all holders of stock, which notice shall be in conformance with the statutes of the State of Idaho, made and provided therefor.

