



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

SOUTHERN IDAHO TIMBER PROTECTIVE ASSOCIATION, 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 _____

SOUTHERN IDAHO TIMBER PROTECTIVE ASSOCIATION, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit 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 June 2, 19 81.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

UDELL and ELAM

ATTORNEYS AND COUNSELORS AT LAW
300 LENORA STREET
P.O. BOX 1300A McALL, IDAHO 83638
PHONE (208) 634-2108 or (208) 634-2100

ARTICLES OF INCORPORATION.

ARTICLES OF INCORPORATION
OF

SOUTHERN IDAHO TIMBER PROTECTIVE ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS: THAT WE, DALE ANDERSON, HAROLD NOKES, DAVID LITTLE, AND WILLIAM ROSS, BEING NATURAL PERSONS AND CITIZENS OF THE UNITED STATES OF AMERICA, DESIRING TO ASSOCIATE OURSELVES TOGETHER AS A NON-PROFIT CORPORATION UNDER THE NAME AS ABOVE SET FORTH, FOR THE PURPOSE OF BECOMING A NON-PROFIT BODY CORPORATE AND POLITIC UNDER AND BY VIRTUE OF THE LAWS OF THE STATE OF IDAHO, AND IN ACCORDANCE WITH THE PROVISIONS OF THE LAWS OF SAID STATE, DO HEREBY MAKE, EXECUTE AND ACKNOWLEDGE THIS CERTIFICATE IN WRITING OF OUR INTENTION TO BECOME A NON-PROFIT BODY CORPORATE UNDER AND BY VIRTUE OF SAID LAWS.

ARTICLE 1.

CORPORATE NAME.

THE NAME OF THE PROPOSED CORPORATION IS SOUTHERN IDAHO TIMBER PROTECTIVE ASSOCIATION, INC.,.

ARTICLE 2.

PURPOSES AND OBJECTS.

WHEREAS, THERE HAS BEEN IN EXISTENCE FOR A NUMBER OF YEARS AN "UNINCORPORATED ASSOCIATION", KNOWN AS THE "SOUTHERN IDAHO TIMBER PROTECTIVE ASSOCIATION", WHICH HAS BEEN FURTHERING THE OBJECTS FOR WHICH THIS CORPORATION IS FORMED; AND

WHEREAS, THE LEGISLATURE OF THE STATE OF IDAHO HAS REMOVED ALL REFERENCE TO "UNINCORPORATED ASSOCIATIONS" FROM THE IDAHO CODE; AND

WHEREAS, IT IS THE DESIRE THAT SUCH "UNINCORPORATED ASSOCIATION" BE INCORPORATED AS A NON-PROFIT CORPORATION TO PROTECT THE LIABILITY OF THE MEMBERS AND OFFICERS OF SUCH ASSOCIATION,

NOW, THEREFORE, THE NATURE OF THE BUSINESS AND THE OBJECTS AND PURPOSES PROPOSED TO BE TRANSACTED, PROMOTED AND CARRIED ON, ARE TO DO ANY AND ALL THINGS HEREIN MENTIONED AS FULLY AND TO THE SAME EXTENT AS NATURAL PERSONS MIGHT OR COULD

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DO, AND IN ANY PART OF THE WORLD, TO-WIT:

SECTION 2.01

THE PRESERVATION, PERPETUATION AND PROTECTION OF THE FOREST AND FOREST LANDS OF IDAHO GENERALLY, AND PARTICULARLY OF THOSE DISTRICTS ON THE DRAINAGES OF THE PAYETTE, LITTLE SALMON AND WEISER RIVERS, FROM:

- A. FOREST FIRES, INCLUDING THEIR PREVENTION, DETECTION, AND/OR SUPPRESSION;
- B. FUNGUS DISEASES, INCLUDING THEIR PREVENTION, DETECTION AND/OR SUPPRESSION;
- C. INSECT DEPREDACTIONS AND ATTACKS, INCLUDING THEIR PREVENTION, DETECTION AND/OR SUPPRESSION;

TO ENLIST THE INTEREST AND SUPPORT OF THE FEDERAL, STATE AND COUNTY GOVERNMENTS IN SUCH OBJECTS; TO COOPERATE, DEAL AND CONTRACT WITH PERSONS, FIRMS, ORGANIZATIONS, ASSOCIATIONS, CORPORATIONS, BOARDS, BUREAUS AND WITH FEDERAL, STATE, COUNTY AND MUNICIPAL GOVERNMENTS IN PROMOTING, FURTHERING AND CARRY OUT THE OBJECTS OF THIS CORPORATION; TO FINANCE, MAINTAIN, CONDUCT AND OPERATE AN EFFICIENT AND ECONOMICAL FOREST PROTECTIVE ORGANIZATION; AND TO ENCOURAGE THE ENACTMENT OF SUCH FEDERAL AND STATE LAWS AS WILL RESULT IN THE PRESERVATION, PERPETUATION AND PROTECTION OF THE FORESTS AND FOREST LANDS OF THE UNITED STATES AND OF THE STATE OF IDAHO AND RESULT IN THE CONSERVATION OF THE FOREST RANGE, THE MAXIMUM SUSTAINED STREAM FLOW FOR IRRIGATION AND NAVIGATION, AND THE MAINTENANCE OF PROPER FOREST CONDITIONS FOR OUR FISH, BIRDS, AND GAME.

THE BOUNDARIES OF THE TERRITORY PROTECTED BY THIS CORPORATION SHALL BE ESTABLISHED AND/OR CHANGED FROM TIME TO TIME BY THE DIRECTOR OF THE DEPARTMENT OF LANDS OF THE STATE OF IDAHO, UNDER THE PROVISIONS OF THE IDAHO FORESTRY ACT, CONTAINED IN CHAPTER 1, OF TITLE 38, IDAHO CODE, AND ANY AMENDMENTS THERETO.

SECTION 2.02

TO ACQUIRE, OWN, OPERATE, SELL, EXCHANGE., LET OR LEASE FACILITIES FOR THE CONDUCT OF SAID BUSINESS WITHIN THE STATE OF IDAHO OR OUTSIDE THE STATE OF IDAHO.

SECTION 2.03

UDELL and ELAM
ATTORNEYS AND COUNSELORS AT LAW
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TO BORROW MONEY FOR THE PURPOSES OF THIS CORPORATION;
TO ISSUE BONDS, NOTES AND DEBENTURES AND OTHER EVIDENCES OF
INDEBTEDNESS THEREFOR AND TO SECURE THE SAME BY MORTGAGE OR
PLEDGE OF PERSONAL PROPERTY, INCLUDING THE INCOME OF SAID
CORPORATION OR BY MORTGAGE OF REAL PROPERTY EXECUTED IN TRUST
OR OTHERWISE. ALL OR ANY PORTION OF THE REAL OR PERSONAL
PROPERTY OF THE CORPORATION MAY BE SO PLEDGED, MORTGAGED OR
HYPOTHECATED.

SECTION 2.04

TO BUILD ANY OR ALL BUILDINGS, STRUCTURES OR
WAREHOUSES NECESSARY OR CONVENIENT FOR THE CONDUCT OF THE
BUSINESS OF SAID CORPORATION OR OTHERS OR TO ACQUIRE THE SAME
BY PURCHASE, LEASE OR OTHERWISE.

SECTION 2.05

TO PURCHASE, LEASE OR OTHERWISE ACQUIRE, IN WHOLE OR
IN PART, THE BUSINESS, GOOD-WILL, RIGHTS, FRANCHISES AND
PROPERTY OF EVERY KIND AND TO TAKE OVER THE WHOLE OR ANY PART
OF THE ASSETS OR LIABILITIES OF ANY PERSON, FIRM, ASSOCIATION
OR CORPORATION ENGAGED IN OR AUTHORIZED TO BE CONDUCTED BY
THIS CORPORATION OR OWNING PROPERTY NECESSARY OR SUITABLE FOR
ITS PUPOSES AND TO PAY FOR THE SAME IN CASH, IN THE STOCK OR
BONDS OF THIS CORPORATION OR OTHERWISE; TO HOLD OR IN ANY
MANNER DISPOSE OF THE WHOLE OR ANY PART OF THE BUSINESS OR
PROPERTY SO ACQUIRED AND TO EXERCISE ALL THE POWERS NECESSARY
OR INCIDENTAL TO THE CONDUCT OF SUCH BUSINESS.

SECTION 2.06

TO ENTER INTO ANY CONTRACT, CO-OPERATIVE AGREEMENT OR
PROFIT-SHARING PLAN WITH ITS OFFICERS OR EMPLOYEES THAT THE
CORPORATION MAY DEEM ADVANTAGEOUS OR EXPEDIENT OR OTHERWISE TO
REWARD OR PAY SUCH PERSONS FOR THEIR SERVICES AS THE DIRECTORS
MAY DEEM FIT.

SECTION 2.07

TO PURCHASE OR OTHERWISE ACQUIRE, OWN, HOLD, MORTGAGE,
PLEDGE, SELL, ASSIGN, TRANSFER OR OTHERWISE DISPOSE OF SHARES
OF THE CAPITAL STOCK OF THIS CORPORATION OR EVIDENCES OF
INDEBTEDNESS OF ANY KIND OR NATURE CREATED BY ANY CORPORATION
OR CORPORATIONS, WHEREVER ORGANIZED, WHETHER PUBLIC OR
PRIVATE.

SECTION 2.08

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TO EXERCISE GENERALLY THE POWERS CUSTOMARILY EXERCISED BY BUSINESS CORPORATIONS AND PARTICULARLY THE POWERS PROVIDED BY THE LAWS OF THE STATE OF IDAHO REFERRING ESPECIALLY TO SECTION 30-1-4 OF THE IDAHO CODE IN ANY STATE OF THE UNITED STATES AND THROUGHOUT THE WORLD.

SECTION 2.09

TO CARRY ON ANY OTHER BUSINESS OR TO DO ANYTHING IN CONNECTION WITH THE OBJECTS AND PURPOSES ABOVE MENTIONED THAT MAY BE NECESSARY OR PROPER TO ACCOMPLISH SUCCESSFULLY OR PROMOTE THE SAID OBJECTS AND PURPOSES. THE FOREGOING CLAUSES, BY REASON OF THE SPECIFIC ENUMERATION OF POWERS, SHALL NOT BE HELD TO RESTRICT THE POWER OF THE CORPORATION TO DO ANY OF THE THINGS WITHIN THE PURVIEW OF ITS GENERAL PURPOSE.

ARTICLE 3.

CORPORATE DURATION.

THE DURATION OF THE CORPORATION SHALL BE PERPETUAL.

ARTICLE 4.

REGISTERED OFFICE AND AGENT.

SECTION 4.01

REGISTERED OFFICE.

THE LOCATION OF THE REGISTERED OFFICE OF THE CORPORATION AND PRINCIPAL PLACE OF BUSINESS IN THE STATE OF IDAHO IS MC CALL, COUNTY OF VALLEY, STATE OF IDAHO.

SECTION 4.02

REGISTERED AGENT.

THE REGISTERED AGENT OF THIS CORPORATION IN THE STATE OF IDAHO IS ROBERT KIRK, WITH A POST OFFICE ADDRESS OF POST OFFICE BOX 816, MC CALL, IDAHO 83638.

ARTICLE 5.

MEMBERSHIP

SECTION 5.01.

QUALIFICATIONS.

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ANY PERSON, FIRM OR CORPORATION, WHO OR WHICH OWNS, CONTROLS OR HAS AN EQUITY IN TIMBER, FORESTS AND FOREST LANDS WITHIN THE BOUNDARIES ESTABLISHED FOR THE CORPORATION FROM TIME TO TIME, SHALL BE ELIGIBLE TO MEMBERSHIP IN THE CORPORATION. THE STATE OF IDAHO OR ANY COUNTY OR MUNICIPALITY WHICH OWN TIMBER, FORESTS OR FOREST LANDS, WITHIN SAID CORPORATE BOUNDARIES AND REPRESENTATIVES OF AGENCIES OF THE UNITED STATES ADMINISTERING OR CONTROLLING GOVERNMENT OWNED LAND, MAY ALSO BECOME MEMBERS.

SECTION 5.02.

DUES AND FEES.

ANY PERSON, FIRM OR CORPORATION HAVING VOLUNTARILY PAID THE DUES AND ASSESSMENTS OF THE CORPORATION SHALL BE CONSIDERED A MEMBER IN GOOD STANDING. FAILURE TO PAY DUES AND/OR ASSESSMENTS SHALL, AFTER A PERIOD OF THIRTY (30) DAYS, AUTOMATICALLY FORFEIT HIS OR ITS MEMBERSHIP. THIS PROVISION SHALL NOT APPLY, HOWEVER, TO REPRESENTATIVES OF AGENCIES OF THE UNITED STATES ADMINISTERING OR CONTROLLING GOVERNMENT-OWNED LAND.

SECTION 5.03.

APPLICATION OF BY-LAWS.

ALL MEMBERSHIPS SHALL BE SUBJECT TO AND BOUND BY THESE ARTICLES AND THE BY-LAWS OF THIS CORPORATION.

SECTION 5.04.

VOTING RIGHTS.

THE VOTE OF EACH MEMBER SHALL BE EQUAL TO THAT OF ANY OTHER MEMBER, AND NO MEMBER CAN ACQUIRE ANY INTEREST WHICH WILL ENTITLE SAID MEMBER TO A GREATER VOICE, VOTE, AUTHORITY OR INTEREST IN THE CORPORATION THAN THAT OF ANY OTHER MEMBER; PROVIDED, HOWEVER, THAT ANY CORPORATION, COMMUNITY (HUSBAND AND WIFE), CO-PARTNERSHIP, AND ASSOCIATION OWNING LAND WITHIN THE DISTRICT, SHALL HAVE ONLY ONE VOTE.

SECTION 5.05.

TERMINATION OF INTEREST.

WHEN AN INDIVIDUAL, FIRM OR CORPORATION CEASES TO BE A MEMBER OF THE CORPORATION FOR ANY CAUSE, HE OR IT SHALL

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RECEIVED REMUNERATION FOR ANY INTEREST WHICH HE OR IT MAY CLAIM IN THE PROPERTY OF THE CORPORATION; AND THE TERMINATION OF MEMBERSHIP TERMINATES SUCH MEMBER'S INTEREST IN ALL THE PROPERTY OF THE CORPORATION. MEMBERSHIP IN THE CORPORATION GIVES NO RIGHT, TITLE OR INTEREST TO THE CORPORATION IN THE LAND OR TIMBER HOLDINGS OF ANY MEMBER.

SECTION 5.06

NOTICE OF MEETINGS.

WHEN A MEMBER CHANGES HIS OR ITS RESIDENCE OR POST OFFICE ADDRESS, HE OR IT MAY GIVE NOTICE OF SUCH CHANGE TO THE SECRETARY AND THEREAFTER BE ENTITLED TO RECEIVE NOTICE OF ALL MEETINGS AT SUCH NEW ADDRESS.

ARTICLE 6.

CLASSES OF MEMBERSHIPS.

THE MEMBERSHIPS OF THE CORPORATION SHALL HAVE EQUAL RIGHTS AND PRIVILEGES.

ARTICLE 7.

DIRECTORS.

THE AFFAIRS OF THE CORPORATION WILL BE MANAGED BY A BOARD CONSISTING OF THE NUMBER OF DIRECTORS DETERMINED BY THE BY-LAWS BUT NOT LESS THAN ONE (1) DIRECTOR. DIRECTORS OF THE CORPORATION SHALL BE ELECTED AT THE ANNUAL MEETING OF THE MEMBERS IN THE MANNER DETERMINED BY THE BY-LAWS. DIRECTOR VACANCIES SHALL BE FILLED IN THE MANNER PROVIDED BY THE BY-LAWS. THE INITIAL BOARD OF DIRECTORS SHALL CONSIST OF THE INCORPORATORS HEREOF, WHO ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF MEMBERS OR UNTIL THEIR SUCCESSORS BE ELECTED AND QUALIFY.

ARTICLE 8.

AMENDMENTS.

THESE ARTICLES MAY BE AMENDED AT ANY ANNUAL OR SPECIAL MEETING OF THE MEMBERS BY A MAJORITY OF THE MEMBERS PRESENT, OR THEIR REPRESENTATIVES. SAID AMENDMENTS MUST, HOWEVER, BE SUBMITTED TO THE SECRETARY IN WRITING IN TIME FOR HIM TO INCORPORATE THE SUBSTANCE OF SAME IN HIS NOTICE OR CALL FOR SAID MEETING.

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ARTICLE 9.

DISSOLUTION.

THIS CORPORATION SHALL BE DISSOLVED BY THE CONSENT OR RESOLUTION OF ITS MEMBERS OR MEMBERS WHOSE TOTAL ACREAGE WITHIN SUCH CORPORATION CONSTITUTES AT LEAST SIXTY-SEVEN PER CENT (67%) OF THE TOTAL ACREAGE WITHIN THE CORPORATION'S JURISDICTION. UPON DISSOLUTION, THE CORPORATION SHALL PROVIDE FOR THE DISTRIBUTION OF THE CORPORATION'S ASSETS TO THE MEMBERS, EITHER IN CASH OR IN KIND AND EACH MEMBER'S SHARE SHALL BE EQUAL TO THE PERCENTAGE OF THE MEMBER'S LAND WITHIN THE CORPORATION COMPARED TO THE TOTAL LAND WITHIN THE CORPORATION.

ARTICLE 10.

INCORPORATORS.

THE NAME AND POST OFFICE ADDRESS OF EACH OF THE INCORPORATORS AND THE NUMBER OF SHARES FOR WHICH EACH SUBSCRIBED IS:

Dale Anderson
DALE ANDERSON
POST OFFICE BOX 476
EMMETT, IDAHO 83617

HERALD NOKES
ROUTE 1, BOX 107
MC CALL, IDAHO 83638

DAVID LITTLE
P. O. BOX 64
EMMETT, IDAHO 83617

William Ross
WILLIAM ROSS
DRAWER "K"
NEW MEADOWS, IDAHO 83654

DATED THIS 19TH DAY OF MAY, 1981.

✓
DALE ANDERSON *Dale Anderson*

HERALD NOKES
Herald Nokes

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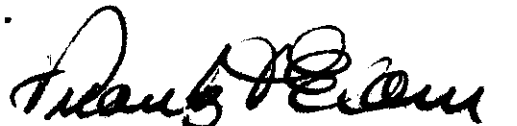

DAVID LITTLE

WILLIAM ROSS

STATE OF IDAHO,)
(SS.
COUNTY OF VALLEY,)

ON THIS 19TH DAY OF MAY, 1981, BEFORE ME, THE UNDERSIGNED, A NOTARY PUBLIC IN AND FOR SAID STATE, PERSONALLY APPEARED HAROLD NOKES, AND WILLIAM ROSS, KNOWN TO ME TO BE THE PERSONS WHO EXECUTED THE ABOVE AND FOREGOING ARTICLES OF INCORPORATION AND ACKNOWLEDGED TO ME THAT THEY EXECUTED THE SAME AS THEIR OWN FREE ACT AND DEED.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY OFFICIAL SEAL AS OF THE DAY AND YEAR IN THIS CERTIFICATE FIRST ABOVE WRITTEN.


NOTARY PUBLIC FOR IDAHO
RESIDING AT MC CALL, IDAHO

STATE OF IDAHO,)
(SS.
COUNTY OF GEM.)

ON THIS 19TH DAY OF MAY, 1981, BEFORE ME, THE UNDERSIGNED, A NOTARY PUBLIC IN AND FOR SAID STATE, PERSONALLY APPEARED DAVID LITTLE, KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE ABOVE AND FOREGOING ARTICLES OF INCORPORATION AND ACKNOWLEDGED TO ME THAT HE EXECUTED THE SAME AS HIS OWN FREE ACT AND DEED.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY OFFICIAL SEAL AS OF THE DAY AND YEAR IN THIS CERTIFICATE FIRST ABOVE WRITTEN.


NOTARY PUBLIC FOR IDAHO
RESIDING AT EMMETT, IDAHO

UDELL and ELAM

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STATE OF IDAHO,)
(SS.
COUNTY OF GEM.)

ON THIS 19TH DAY OF MAY, 1981, BEFORE ME, THE
UNDERSIGNED, A NOTARY PUBLIC IN AND FOR SAID STATE, PERSONALLY
APPEARED DALE ANDERSON, KNOWN TO ME TO BE THE PERSON WHO
EXECUTED THE ABOVE AND FOREGOING ARTICLES OF INCORPORATION AND
ACKNOWLEDGED TO ME THAT HE EXECUTED THE SAME AS HIS OWN FREE
ACT AND DEED.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND
AFFIXED MY OFFICIAL SEAL AS OF THE DAY AND YEAR IN THIS
CERTIFICATE FIRST ABOVE WRITTEN.

Robert H. Shumway
NOTARY PUBLIC FOR IDAHO
RESIDING AT EMMETT, IDAHO