

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

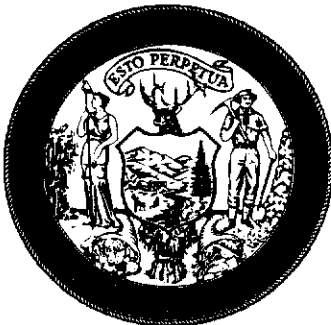
CLEARWATER FOREST INDUSTRIES, INC.

File number C 109066

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: January 17, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sonya Herald*

ARTICLES OF INCORPORATION

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SEC. OF STATE

OF

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CLEARWATER FOREST INDUSTRIES, INC.

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KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned,
RODNEY KROGH, acting as 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 CLEARWATER FOREST
INDUSTRIES, INC.

II.

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

III.

The location of the registered office of this corporation is
Kooskia, Idaho County, Idaho, and the address of the registered
office of the corporation is P. O. Box 340, Kooskia, ID 83539.

IV.

The nature of the business and the objectives and purposes to
be transacted, promoted and carried out are to do any or all things
herein mentioned as fully and to the same extent as natural persons
might or could do, in any part of the world, viz:

To deal in timber and timber lands; to finance, operate or own
forest products mills; to buy, sell and finance forest products; to
act as a broker on a commission basis for lumber and other forest
products; to act as custodian for timber and timber lands, forest
products and timber processing mills; to act as fiscal agent for

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

9 To carry on a general logging operation and business and to
10 engage in the general lumber business including the purchase of
11 timber and timber tracts, the cutting, falling, and milling of said
12 timber of all kinds and species and to engage in the hauling and
13 transporting of logs, timber, lumber, lumber products and other
14 freight, goods, wares, and merchandise, for itself or for others
15 for hire or otherwise, by means of trucks, trailers, and other
16 forms of automotive or other equipment, over public or private
17 highways, or roads; to build such roads and logging roads as are
18 necessary; to buy, sell, acquire, trade and transfer in all logging
19 equipment including, but not limited to, loaders, skyline machines,
20 trucks and tools of all kinds, in furtherance of the purposes of
21 this corporation; to do such other things as are incidental or
22 necessary to the carrying on of such business.

23 To purchase real estate, make and purchase materials for the
24 construction of buildings; to erect buildings; to own, to manage,
25 operate, lease and sell buildings; to conduct and carry on the
26 business of builders and contractors for the purpose of building,
27 erecting altering, repairing or doing any other work in connection
28 with any and all classes of buildings, structures and improvements,

1 of every kind and nature whatsoever; also, to buy or otherwise
2 acquire real estate, and to subdivide, plat and sell the same, and
3 generally to buy, sell and deal in real and personal property of
4 every kind and description, and to own, hold, improve, develop and
5 manage any real estate or personal property and to erect and cause
6 to be erected on any lands owned, held or occupied by the corpora-
7 tion, buildings or other structures with their appurtenances and to
8 mortgage, sell, lease or otherwise dispose of any lands or interest
9 in lands and in any buildings or other structures at any time
10 owned or held by the corporation; to conduct a general brokerage,
11 agency, and commission business for others in the purchase, sale
12 and management of real estate for others and the negotiation of
13 loans thereon; in general, to conduct a general building and
14 construction business and general real estate business.

15 To purchase, locate, lease, or otherwise acquire, mines,
16 mining claims, mining rights, and lands and any interest therein,
17 and explore, work, exercise, develop, and turn to account the same;
18 to quarry, mine, smelt, refine, dress, amalgamate, and prepare for
19 market, ore metal and mineral substances of all kinds and to carry
20 on any other operations or business which may seem necessary,
21 convenient, or incidental to any of the objects of the company; to
22 buy, sell, manufacture and deal in minerals, plants, machinery,
23 implements, conveniences, provisions, and things capable of being
24 used in connection with the mining or other operations of this
25 corporation, or required by workmen and others employed by the
26 company; to construct, carry out, maintain, improve, manage, work,
27 control, superintend, any roadways, railways, bridges, reservoirs,
28 watercourses, aqueducts, wharves, furnaces, mills, crushing works,

1 hydraulic works, factories, warehouses and other works and
2 conveniences which may seem necessary, convenient, or incidental to
3 any object of the company and to contribute, to subsidize, or
4 otherwise aid or take part in any such operations.

5 To carry on the general business of farming and the general
6 livestock business; to raise, produce, buy, grow or otherwise
7 acquire, hold, handle, mortgage, sell, hypothecate or otherwise
8 dispose of livestock and products of livestock, including dairy
9 products and to deal and traffic generally therein; to do every
10 thing necessary to run, sell, buy, mortgage and acquire cattle and
11 range lands.

12 To enter into, make and perform and carry out contracts of
13 every sort and kind with any person, firm, association or corpora-
14 tion, municipality, body politic, country, territory, district,
15 state and government.

16 To institute, enter into, carry on, assist, promote or
17 participate in financial, commercial, mercantile, industrial and
18 other businesses, works, enterprises, undertakings and operations.

19 To purchase, hold, sell, assign, transfer, mortgage, pledge or
20 otherwise dispose of shares of the capital stock of, or any bonds,
21 securities or evidences of indebtedness created by, any other
22 corporation or corporations organized under the laws of this state
23 or any other state, country, nation or government, and while the
24 owner thereof, to exercise all the rights, powers and privileges of
25 ownership.

26 To apply for, secure, acquire by assignment, transfer,
27 purchase or otherwise, and to exercise, carry out and enjoy any
28 charter, license, power authority, franchise, concessions, rights,

1 or privileges, which any government or authority or any corporation
2 or other public body may be empowered to grant; and to pay for, aid
3 in and contribute toward carrying the same into effect, and to
4 appropriate any of the corporation's shares of stocks, bonds and
5 assets to defray the necessary costs, charges and expenses thereof.

6 To acquire, and pay for in cash, stock or bonds of this
7 corporation or otherwise, the good will, rights, assets and
8 property and to undertake or assume the whole or any part of the
9 obligations or liabilities of any person, firm, association or
10 corporation.

11 To draw, make, accept, endorse, discount, execute and issue
12 promissory notes, bills of exchange and other negotiable or
13 transferable instruments.

14 In the purchase or acquisition of property, business, rights,
15 or franchises, or for additional working capital, for any other
16 object in or about its business or affairs, and without limit as to
17 amount, incur debts and to raise, borrow and secure the payment of
18 money in any lawful manner, including the issue and sale or other
19 disposition of bonds, debentures, obligations, negotiable and
20 transferable instrument and evidence of indebtedness of all kinds,
21 whether secured by mortgage, pledge, deed of trust or otherwise;

22 To carry on any other business which may seem to the corpora-
23 tion capable of being conveniently carried on in connection with
24 its business or calculated directly or indirectly to enhance the
25 value of or render profitable any of the corporation's property or
26 rights.

27 The said corporation may perform any part of its business
28 outside the State of Idaho, in the other state,s in the District of

1 Columbia, territories or possessions, or dependencies of the United
2 States.

3 To do each and everything necessary, suitable, useful or
4 advisable for the accomplishment of any one or more of the said
5 objects or which shall, at any time, appear to be conducive to or
6 expedient for the benefit of said corporation in connection
7 therewith.

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

11 To have one or more offices, to carry on all or any of its
12 operations and business and without restriction or limit as to
13 amounts, to purchase, or otherwise acquire, to hold, own, mortgage,
14 sell, convey or otherwise dispose of real and personal property of
15 every class and description in any of the states, districts,
16 territories, dependencies, possessions or colonies of the United
17 States.

18 The foregoing clauses shall be construed as objects, purposes
19 and powers; and it is hereby expressly provided that any
20 enumeration of specific powers shall not be held to limit or
21 restrict in any manner the powers of this corporation.

22 In general, to carry on any other business in connection with
23 the foregoing, and to have and exercise all the powers conferred by
24 laws of the State of Idaho upon corporations.

25 V.

26 In furtherance, and not in limitation of the powers conferred
27 by statute, the board of directors is expressly authorized;

28 To make and alter by-laws of this corporation, to fix the

1 amount to be reserved as working capital over and above its capital
2 stock paid in, and to authorize and cause to be executed mortgages
3 and liens upon the real and personal property of this corporation.

4 If the by-laws so provided, to designate two or more of its
5 members to constitute an executive committee, which committee shall
6 for the time being, as provided in said resolution or in the by-
7 laws of this corporation, have and exercise any or all of the
8 powers of the board of directors in the management of the business
9 and affairs of this corporation, and have power to authorize the
10 sale of this corporation to be affixed to all papers which may
11 require it.

12 Pursuant to the affirmative vote of the holders of at least a
13 majority of the stock issued and outstanding, having voting power,
14 given at a stockholders meeting duly called for that purpose, or
15 when authorized by the written consent of at least a majority of
16 the holders of the voting stock issued and outstanding, the board
17 of directors shall have power and authority at any meeting to sell,
18 lease or exchange all of the property and assets of this corpora-
19 tion, including its good will and its corporate franchises, upon
20 such terms and conditions as its board of directors deem expedient
21 and for the best interest of the corporation.

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

25 VI.

26 The capital stock of this corporation shall be TWO MILLION
27 DOLLARS (\$2,000,000.00), divided into TWENTY THOUSAND (20,000)
28 shares of stock of the par value of ONE HUNDRED DOLLARS (\$100.00)

1 each. No distinction shall exist between the shares of this
2 corporation and all such shares shall have the same rights in the
3 corporation.

4 VII.

5 All or any portion of the capital stock may be issued for cash
6 or in payment for real or personal property, services or any other
7 right or thing of value, for the uses and purposes of the corpora-
8 tion and when so issued shall become and be fully paid, the same as
9 though paid for in cash at par; and the directors shall be the sole
10 judges of the value of any property, right, or thing acquired in
11 exchange for capital stock.

12 VIII.

13 From time to time the capital stock may be increased according
14 to laws, and may be issued in such amounts and proportions as shall
15 be determined by the board of directors, and as may be permitted by
16 law.

17 IX.

18 The private property of the stockholders shall not be subject
19 to the payment of corporate debts to any extent whatsoever.

20 X.

21 The address of the initial registered office of the corpora-
22 tion is P. O. Box 340, Kooskia, Idaho 83539, and the name of its
23 initial registered agent is RODNEY KROGH,

24
25 XI.

26 The number of directors constituting the initial board of
27 directors of the corporation is one (1) and the name and address of
28 the person who is to serve as director until the first annual

1 meeting of the shareholders or until his successor is elected and
2 shall qualify is:

3 RODNEY KROGH
4 Rt. 2, Box 602
5 Kamiah, ID 83536

6 This corporation reserves the right to amend, alter, change or
7 repeal any provisions contained in this certificate of incorpora-
8 tion in the manner now or hereafter prescribed by statute, and all
9 right conferred upon stockholders herein are granted, subject to
10 this reservation.

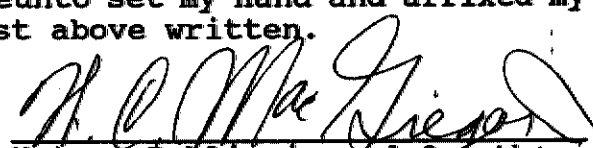
11 I, THE UNDERSIGNED, being the incorporator hereinbefore named
12 for the purpose of forming a corporation to do business both within
13 and without the State of Idaho, and in pursuance of the laws of the
14 State of Idaho, do make, and file these Articles of Incorporation,
15 hereby declaring and certifying that the facts herein stated are
16 true, and accordingly, have hereunto set my hand and seal this
17 1st day of January, 1995.

18 
19 RODNEY KROGH

20 STATE OF IDAHO)
21) ss.
22 County of IDAHO)

23 On this 1st day of January, 1995, before me, the undersigned,
24 a Notary Public in and for the State of Idaho, personally appeared
25 RODNEY KROGH, and known to me to be the person whose name is
26 subscribed to the within and foregoing instrument, and acknowledged
27 to me that he executed the same.

28 IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
official seal the day and year first above written.

29 
30 Notary Public in and for the
31 State of Idaho; Residing at
32 Grangeville, therein.
33 My commission expires: Oct. 1, 1997