



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

BOISE HOLCOMB, INC.

was filed in the office of the Secretary of State on the **twenty-third** day of **February** A.D., One Thousand Nine Hundred **seventy-two** and ~~will be~~ /duly recorded on ~~Film No.~~ microfilm of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **Perpetual Existence** from the date hereof, with its registered office in this State located at **Boise, Idaho**

in the County of **Ada**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **23rd** day of **February**, A.D., 19 **72**.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION

of

BOISE HOLCOMB, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, each of whom is of legal age and a citizen of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho and pursuant thereto certify as follows:

ARTICLE I

The name of this corporation shall be BOISE HOLCOMB, INC.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

The objects and purposes for which this corporation is formed are to do in any part of the world, as principal, agent, or otherwise, any and all things hereinafter set forth to the same extent as natural persons might or could do. In furtherance thereof, but not in limitation of the general powers conferred by the State of Idaho, we expressly provide that this said corporation shall have power:

a. To purchase, take, hold, own, acquire by operation of law or otherwise, lease, sell, improve, subdivide, mortgage or otherwise hypothecate or develop any and all kinds or classes of real and personal property or interests therein, and to engage in any and all lawful undertakings or business necessary, proper, or convenient to the improvement or betterment of any real or personal property owned or acquired by this corporation;

b. To purchase, acquire, own, sell, convey, mortgage, pledge, or exchange personal property of any kind or character, including but not restricted to debts, dues, demands, choses in action, evidences of debt, bonds, or corporation stock, public or private;

c. To enter into, make, and perform contracts with any person, firm, association, partnership, or corporation and to contract with the United States of America, any foreign country, state, city, county or other governmental unit;

d. To borrow or lend money and to make, take, execute notes, mortgages, bonds, deeds of trust or other evidences of indebtedness;

e. To purchase, exchange, or otherwise acquire and own, the corporate common or preferred stock, bonds, or other securities of any other corporation, private or public, and to purchase, redeem or otherwise acquire its own capital stock insofar as not contrary to the constitution of or laws of the State of Idaho, and to issue and sell its own corporate common or preferred stock, bonds, debentures, or other securities, or evidences of indebtedness;

f. To merge, or consolidate with any other corporation in such manner and to such extent as may be permitted by law and to act as a partner in a partnership with any other corporation or party;

g. To issue common, or preferred stock, or any other type of corporate securities, and to sell the same on such terms and for such consideration as may be determined by the board of directors;

h. To organize or participate in the organization of subsidiary corporation, or corporations, and to acquire and own capital stock, or other securities, of such corporation or corporations;

i. To apply for, purchase, or by other means acquire, hold, sell, assign, lease, mortgage, or otherwise dispose of, patents, patent rights,

licenses, trademarks, tradenames, or copyrights, as may appear useful or advantageous to the corporation;

j. To act as trustee or to become surety or guarantor for any other person, firm, association or corporation;

In addition to the foregoing powers also to have all authority, powers, and rights granted to corporations by the constitution and statutes of the State of Idaho and any amendments thereto, and to do and perform every act or thing necessary to carry out the above enumerated purposes calculated, directly or indirectly, to the advancement of the interests of the said corporation and to the enhancement of the value of its stock or property.

ARTICLE IV

The registered office of this corporation and the principal place for the transaction of its business shall be 625 First National Bank Building, Boise, Idaho, but with other or additional offices within or without the State of Idaho as the Board of Directors may from time to time authorize.

ARTICLE V

The Board of Directors of this corporation shall be composed of eleven (11) members. The incorporators shall constitute the Board of Directors until the first meeting of stockholders at which directors shall be elected to serve until the next annual meeting of stockholders or until their successors are elected or appointed.

ARTICLE VI

The authorized capital stock of this corporation is \$25,000.00 divided into 25,000 shares of common capital stock having a par value of \$1.00 per share.

Each share of common capital stock shall be entitled to one vote and shall have dividend participating rights and shall be non-assessable.

The common capital stock of this corporation shall possess preemptive rights as described herein. Upon the sale by the corporation of any unissued shares the Board of Directors shall fix the price therefor and, prior to sale by the corporation to other persons, shall offer said unissued shares to the then existing shareholders who shall have the right, during the reasonable time to be fixed by the Board of Directors, to purchase such shares in proportion to the stock of the corporation which such shareholder then owns. Common stock of the corporation may not be sold for less than \$10.00 per share. A decision to sell unissued shares or to create a new class of stock of the corporation must be approved by eight (8) directors, in person or by proxy, at a regular meeting of the Board of Directors duly called and at which a quorum is present.

ARTICLE VII.

The decision to sell, lease, encumber, assign, transfer, exchange or otherwise dispose of all of the assets or substantially all of the assets shall require two-thirds (2/3rds) approval of all of the outstanding shares of the corporation. The decision to sell, lease, encumber, assign, transfer or exchange or otherwise dispose of some of the assets of the corporation, but less than substantially all of the assets of the corporation, shall require approval of a majority of the directors present, in person or by proxy, at a meeting of the Board of Directors duly called and at which a quorum is present.

ARTICLE VIII

The initial By-Laws for this corporation shall be adopted by the shareholders. Thereafter, such By-Laws may be amended or additional By-Laws adopted by the Board of Directors. Any such amendment, or additional by-law, shall require a two-thirds (2/3rds) vote of those directors present, in person or by proxy, at a meeting of the Board of Directors duly called and at which a quorum is present.

ARTICLE IX

A. No shareholder shall have the right or power to sell his shares of common stock of the corporation, or any of them, or the certificates representing them, without first offering them to the corporation. In the event that any shareholder ("Selling Shareholder") shall receive a bona fide offer to purchase all or part of his common stock which he desires to accept he shall promptly give written notice thereof to the corporation. Said notice shall contain the name and address of the proposed purchaser, date of the offer, and the material terms and conditions thereof. Such notice ("Notice of Proposed Sale") shall constitute an offer to sell the Selling Shareholder's shares, or part of them, to the corporation upon the terms and conditions contained in the offer tendered by the proposed purchaser. The corporation shall have the exclusive option (exercisable by delivery of notice in writing to the Selling Shareholder within fifteen (15) days after receipt of the Notice of Proposed Sale) to purchase from the Selling Shareholder the same number of shares at the same price and upon the same terms and conditions as contained in the offer to purchase tendered by the Proposed Purchaser. In the event that such offer does not contain a payment date the corporation shall pay for said shares within thirty (30) days after exercise of its option to purchase. In the event that the corporation shall fail to exercise its option to purchase within the time and in the manner hereinbefore provided the Selling Shareholder shall be free to complete the sale to the proposed purchaser upon the terms and conditions contained in the Notice of Proposed Sale submitted to the corporation, provided that such is consummated within sixty (60) days after expiration of the fifteen (15) day notice period to the corporation. If there is a change in the identity of the proposed purchaser, or in the price, terms or conditions of the offer, or in the event the sale to the proposed purchaser is not consummated in the manner and within the time hereinbefore provided,

the Selling Shareholder may not sell his common stock unless and until a new Notice of Proposed Sale shall be given by the Selling Shareholder to the corporation in accordance with the procedure hereinbefore provided. Any attempted sale of stock in the corporation in violation of the provisions of this paragraph shall be void and of no force and effect and the corporation is an interested party expressly empowered to enforce a cancellation or nullification of such attempted sale.

B. No shareholder shall otherwise give, alienate, or encumber in any manner his shares of the common capital stock of this corporation or any of them or the certificates representing them, to any other person without first obtaining the approval of the majority of the directors present, in person or by proxy, at a meeting of the Board of Directors duly called and at which a quorum is present. Any attempted transfer of stock in the corporation in violation of the provisions of this paragraph shall be void and of no force and effect and the corporation is an interested party expressly empowered to enforce a cancellation or nullification of such attempted transfer.

ARTICLE X

Upon the death of any shareholder ("Deceased Shareholder") the corporation shall have the option to purchase all or any part of the shares of common stock of the corporation owned by the Deceased Shareholder except as to stock inherited from the Deceased Shareholder with approval of the Board of Directors as provided in IX B., above. If applicable such option shall be exercised by giving written notice of such election to the executor or administrator of the deceased shareholder's estate, or his next of kin if there be no executor or administrator appointed. Such written notice of election to purchase must be delivered within sixty (60) days after the death of the Deceased Shareholder. The purchase price for said Deceased Shareholder's common stock in the corporation shall be its fair value as determined by the corporation and

estate representative or heirs and if unable to agree by three competent appraisers, one to be chosen by the deceased shareholder's executor or estate representative or next of kin, one to be chosen by the corporation and the third to be chosen by the first two appraisers. Said appraisers shall be appointed within thirty (30) days after mailing of the corporation's notice of election to purchase Deceased Shareholder's stock and shall submit their determination of the fair market value of the Deceased Shareholder's common stock in the corporation, decided by at least two-thirds (2/3rds) vote, within sixty (60) days after their appointment. In the event that an appraiser is not appointed within the prescribed time by either the corporation or the Deceased Shareholder's representative the determination of the appraiser or appraisers who have been duly appointed shall be binding. The purchase price for the deceased shareholder's shares in the corporation must be paid in cash within thirty (30) days after receipt by the corporation of the appraiser's determination of fair market value.

ARTICLE XI

The stock certificates of the corporation shall reflect the restriction on transfer of shares, as described in Articles IX and X and the right of the corporation to purchase the shares of a deceased shareholder as described in Article X.

ARTICLE XII

The corporation shall give ninety (90) days written notice of default in the performance of any contract to purchase from this corporation shares of its capital stock which notice shall contain a demand for payment. Upon failure to correct said default within the ninety (90) day period the corporation may exercise those rights granted to it under Idaho Code, Section 30-128.

ARTICLE XIII

In furtherance and not in limitation of the powers conferred by the laws of the State of Idaho, the Board of Directors of this corporation, whenever a quorum is in attendance, by two-thirds vote of the directors present, either in person or by proxy, may remove at any time an officer of the corporation, whether elected or appointed.

Subject to the ~~above~~ ^{elsewhere contained herein,} limitations/in addition to the usual and ordinary powers granted to a board of directors of a corporation, and not in limitation thereof, the Board of Directors, whenever a quorum is in attendance, by majority vote of the directors voting, either in person or by proxy, may exercise the authority granted to such board under the laws of the State of Idaho and the common law of such state and may develop, improve, subdivide, plat, sell lots or parcels of land belonging to the corporation for cash or upon terms, may cause to be executed, mortgages, liens, or other encumbrances upon the real^d or personal property of the corporation; may set apart out of the corporate funds available for dividends a reserve or reserves for the repayment of advance subscription payments, depreciation, business losses of any kind or otherwise use any of such reserves if not contrary to the laws of the State of Idaho; may determine the amount and date of payment of any dividends upon issued stock of the corporation from corporate funds which may be lawfully used for that purpose; and create such committee or committees as the board may determine to be necessary or advisable with such power and authority as may be specified in the resolution establishing such committee.

ARTICLE XIV

The private property of the shareholders of this corporation shall not be subject to the payment of the corporate debts of this corporation.

ARTICLE XV

Articles IX, X, XI, and XIV contained herein, and the provisions of

Article VI regarding non-assessability of shares shall not be removed, modified, or amended, except upon the unanimous approval of all the then issued and outstanding capital common stock at a regular or special meeting of the shareholders called for such purpose and so stated in the notice of such meeting.

Articles VII, XII and XIII shall not be removed, modified or amended except by approval of two-thirds (2/3rds) of the then issued and outstanding common capital stock of the corporation at a regular or special meeting of the shareholders called for such purpose and so stated in the notice of such meeting. and the same shall apply to the last paragraph of Article VI.

Unless otherwise provided herein the Articles of Incorporation of this corporation may be amended in the manner and as authorized by the laws of the State of Idaho.

ARTICLE XVI

The names of the incorporators and the amount of common capital stock subscribed by each of them is as follows:

<u>Name</u>	<u>Address</u>	<u>Amount</u>
Ernest Wassler	212 North 16th Street, Boise, Idaho	400
Claude Marcus	3603 Crescent Rim Drive, Boise, Idaho	400
Harry Burningham	1256 S. Jackson, Tacoma, Washington	400
David L. Nordling	528 Americana Blvd., Boise, Idaho	400
Roy Watkins	3319 Dewey, Boise, Idaho	400
Howard Sandy Sims	Salmon, Idaho	400
Edmond Butler	5329 N. 33rd, Phoenix, Arizona	400
Mark A. Fullmer	616 S. Roosevelt, Boise, Idaho	400
Keith Peterson	616 S. Roosevelt, Boise, Idaho	400
Leona Gray	4586 Chinden Blvd., Garden City, Idaho	400
C. D. Kramis	525 American Blvd., Boise, Idaho	400

IN WITNESS WHEREOF, We have hereunto set our hands and seals
this 15th day of January, 1972.

Ray Watkins

Claude Marcus

Liona D. Gray

David L. Gray

Keith C. Peterson

Ernest Vassler

Mark C. Fullmer

Ch. Brown

Edmund Butler

Harry Cunningham

Howard Sandy Sims

STATE OF IDAHO)
) ss
County of Ada)

On this 15th day of January, 1972, before me, a Notary Public in and for said County and State, personally appeared ERNEST WASSLER, CLAUDE MARCUS, DAVID NORDLING, ROY WATKINS, MARK A. FULLMER, KEITH PETERSON, LEONA GRAY and C. D. KRAMIS, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and acknowledged to me that they executed the same.

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

Barry L. Marcus
Notary Public for Idaho
Residing at Boise, Idaho

STATE OF ARIZONA)
) ss
County of Maricopa)

On this 25 day of January, 1972, before me, a Notary Public in and for said county and state, personally appeared EDMOND BUTLER, known to me to be the person whose name is subscribed to the within Articles of Incorporation, and acknowledged to me that he executed the same.

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

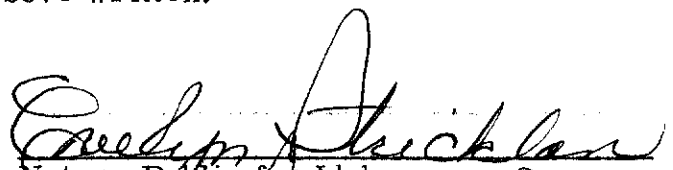
Helma Brosser
Notary Public for Arizona
Residing at Phoenix, Arizona

My Commission Expires June 25, 1972

STATE OF IDAHO)
) ss
County of Lemhi)

On this 27th day of January, 1972, before me, a Notary Public in and for said County and State, personally appeared HOWARD SANDY SIMS, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that he executed the same.

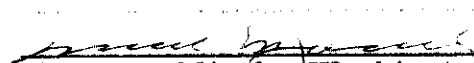
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.


Notary Public for Idaho
Residing at Salmon, Idaho

STATE OF WASHINGTON)
) ss
County of Pierce)

On this 27th day of January, 1972, before me, the undersigned, a Notary Public in and for said county and state, personally appeared HARRY BURNINGHAM, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that he executed the same.

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


Notary Public for Washington
Residing at Sumner