



CERTIFICATE OF INCORPORATION  
OF

**WOOD POWER, 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 \_\_\_\_\_

**WOOD POWER, INC.**

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: **July 21, 1982**



SECRETARY OF STATE

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

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SECRETARY OF STATE  
ARTICLES OF INCORPORATION  
OF  
WOOD POWER, INC.

KNOW ALL MEN BY THESE PRESENTS, that we the undersigned citizens of the United States of America, being each of full age, have this day voluntarily associated ourselves together for the purpose of forming a business corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify:

ARTICLE I

The name of this Corporation shall be WOOD POWER, INC.

ARTICLE II

The purposes for which this Corporation is formed are as follows:

(a) To engage in any general sales, manufacturing, or service business, including, but not limited to the generation, production, and sale of electrical energy from the utilization of wood, wood products and byproducts, or from any other sources; to engage in the purchase, sale, manufacture, production and development of wood and wood products of any nature; and to acquire, own, operate, buy, sell, exchange, or lease buildings, land, yards, facilities, stores, machinery, equipment, materials, supplies, and products necessary, useful or desirable for the conduct of or in connection with such business.

(b) To acquire, own, buy, sell, exchange, mortgage, lease (including leases for exploration and production of oil, gas and other minerals) or otherwise deal with real or personal property of any description wherever located.

(c) To lend money for any lawful purpose, with or without security, and to take, hold and realize upon any property or thing of value pledged or hypothecated to secure the payment thereof;

(d) To borrow money for the purposes of this Corporation or for any lawful purpose directly or indirectly related thereto, and to secure the payment thereof with any property of the Corporation or by any other means whatever;

(e) To purchase, lease, or otherwise acquire, in whole or in part, the business, good will, rights, franchises and property, and to assume, in whole or in part, the liabilities and obligations, of any person, firm, association or corporation, engaged in or authorized to be engaged in any business authorized to be conducted by this Corporation, or owning property desirable for its operations, and to pay for the same in cash, in the stock or bonds of this Corporation, or otherwise, and to exercise all the powers necessary or incidental to the acquisition of, merger with, or operation of such business;

(f) To enter into any contract, cooperative agreement, pension plan or profit sharing plan with its officers or employees that the Corporation may deem advantageous or expedient;

(g) To exercise generally all of the powers lawfully exercised by business corporations, within the State of Idaho and elsewhere, whether or not related to the specific powers enumerated above, which specific powers shall not be regarded as limiting or restricting in any way the generality of this paragraph.

### ARTICLE III

This Corporation shall have perpetual duration.

### ARTICLE IV

The location and postoffice address of the registered office and principal place of business of this Corporation

shall be Plummer, Idaho, and the registered agent shall be Ronald E. Fatzinger whose address is P. O. Box 189, Plummer, Idaho 83851, and the Corporation may have such other offices and places of business within or outside the State of Idaho as the directors shall, from time to time, determine.

#### ARTICLE V

The authorized capital of this Corporation shall be \$5,000,000.00 divided into 5,000,000 shares of common stock of a single class, with a par value of \$1.00 per share.

#### ARTICLE VI

The stockholders of the Corporation may provide by agreement, or by resolution duly adopted by the affirmative vote of the holders of not less than two-thirds of the stock outstanding, that sale or transfer of any of the Corporation's stock shall be subject to certain restrictions or limitations, not prohibited by law; provided, however, that no such restriction or limitation shall be binding upon or enforceable against stockholders not having actual notice thereof unless such restriction or limitation shall be fully set forth or incorporated by reference in the certificate evidencing such stockholder's shares.

#### ARTICLE VII

The name and postoffice address of each of the incorporators and members of the initial Board of Directors of this Corporation and the number of shares of its common stock subscribed by each are as follows:

Edward Chopot	500 shares
c/o Pacific Crown Timber Products, Inc.	
Plummer, Idaho 83851	

Ronald E. Fatzinger	500 shares
c/o Pacific Crown Timber Products, Inc.	
Plummer, Idaho 83851	

The Board of Directors of the corporation shall consist of two persons, or such greater number as the corporation's By-laws or any amendment thereof shall provide,

which persons need not be stockholders of the corporation.

IN WITNESS WHEREOF, we have executed these Articles  
of Incorporation in triplicate this 15<sup>th</sup> day of July, 1982.

Edward Chopot  
Edward Chopot

Ronald E. Fatzinger  
Ronald E. Fatzinger

STATE OF IDAHO                    )  
  : ss  
County of Benewah                )

I, TERROLD E. PARK a Notary Public, do hereby  
certify that on this 15<sup>th</sup> day of JULY, 1982,  
personally appeared before me EDWARD CHOPOT and RONALD E.  
FATZINGER, who, being by me first duly sworn, declared that  
they are the incorporators of WOOD POWER, INC., that they signed  
the foregoing document as incorporators of the corporation,  
and that the statements therein contained are true.

SEAL

Terrold E. Park  
Notary Public in and for Idaho  
Res. & P. O. Addr: See above  
Commission expires: Life