

ARTICLES OF INCORPORATION
OF
CHAPIN CEDAR COMPANY.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, have this day voluntarily associated ourselves for the purpose of forming a corporation under the laws of the State of Idaho, and we hereby adopt the following Articles of Incorporation:

ARTICLE I.

The name of this corporation is "Chapin Cedar Company".

ARTICLE II.

The principal place of business of this corporation is Greer, Clearwater County, Idaho.

ARTICLE III.

The purposes and objects for which this corporation is formed are:

(a) To manufacture, produce, buy, sell, export, import, and generally deal in, cedar posts, poles and piling of all kinds, and the various products and materials which may be manufactured from cedar trees.

(b) To purchase, lease, own and operate, a plant or plants for the purpose of treating cedar products, with creosote or other treatments, for the purpose of extending the useful life of said cedar products.

(c) To engage in and carry on the business, either as owner, agent, broker or otherwise, of dealing in cedar products, and to treat cedar products belonging to others, for compensation.

(d) To engage in and carry on the business of acquiring, owning, buying, selling, leasing, mortgaging, exchanging, manufacturing, distributing, marketing or otherwise dealing in, timber, lumber, logs and the various products thereof; and to carry on in any capacity any business pertaining to, or which in the judgment of the company may at any time be conveniently and lawfully conducted in conjunction with, the matters aforesaid; and to own such real and personal estate as may be necessary or proper in connection therewith; to buy lands having timber thereon, and to buy timber privileges and timber standing on the lands of others, and to buy logs and to convert all such timber and logs into lumber, posts, poles and piling, and to manufacture any product which may be manufactured from timber, and to sell and dispose of such lumber, posts, poles and piling, or other articles which may be so manufactured by said company, and generally to carry on the lumber business and manufacture useful articles therefrom and sell the same; to build, construct, maintain and operate, plants and works for the development of such lands and timber lands, and for the handling, preparing and rendering commercially available the various products thereof; to build flumes, booms, wagon-roads and logging-roads, of every kind and description, for the purpose of carrying out the objects herein designated, and to acquire rights-of-way for the construction of roads, wagon-roads and logging-roads, by contract, lease, license, easement, franchise or otherwise, or to exercise the right of eminent domain.

(e) To purchase, acquire, hold, lease, manage, control and operate, and to sell, lease and dispose of to such person or persons, corporation or corporations, and for such price or prices and on such terms and conditions, as to this corporation may seem proper, water, water-rights, power privileges and appropriations, for mining, milling, lumbering, agricultural, domestic and other uses and purposes; and to develop and control, generally deal in and dispose of, to such person or persons, corporation or corporations, and for such price or prices and on such terms and conditions, as to this corporation may seem proper, electricity and other power for the generation, distribution and supply of electricity for light, heat and power and for any other uses and purposes to which the same are adapted.

(f) To purchase, lease, hire or otherwise acquire and own, real and personal property, improved and unimproved, of every kind and description, and to sell, dispose of, lease, convey and mortgage, said property, or any part thereof, and to acquire, hold, lease, manage, operate, develop, control, build, erect, maintain for the purpose of said company, and construct, re-construct or purchase, either directly or through ownership of stock in any corporation, any lands, buildings, offices, stores, warehouses, mills, shops, factories, plants, machinery, rights, easements, permits, privileges, franchises and licenses, and all other things which at any time may be necessary or convenient in the judgment of the Board of Directors for the purposes of the company to sell, lease, hire or otherwise dispose of all or any part of the lands, buildings or other property of the company.

(g) In the purchase or acquisition of property, business rights or franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount, to incur debt and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust, or otherwise.

(h) To sell, lease, assign, transfer, mortgage or convey, any rights, privileges, franchises, real or personal property of the corporation other than its franchise of being a corporation; and to purchase, own, vote, sell or hypothecate the stock and bonds of other corporations.

ARTICLE IV.

The amount of capital stock of this corporation shall be Fifty Thousand Dollars (\$50,000.00), divided into five hundred (500) shares, of the par value of One Hundred Dollars (\$100.00) each.

ARTICLE V.

The term for which this corporation is to exist is fifty (50) years from and after the date of its incorporation.

ARTICLE VI.

The number of directors of this corporation shall be five (5), and the names and residences of the directors who shall manage the affairs of this corporation until the first annual meeting are:

<u>NAME-</u>	<u>RESIDENCE-</u>
J. E. Moran, Sr.	Spokane, Washington
J. E. Moran, Jr.	Spokane, Washington
Wm. A. Moran	Spokane, Washington
John E. Connolly	Weippe, Idaho
C. D. Randall	Spokane, Washington

ARTICLE VII.

The Board of Directors, if authorized by the stockholders or by the By-Laws, may, by resolution passed by a majority of the whole Board, designate two (2) of their number to constitute an Executive Committee, who, to the extent provided in said Resolution or in the By-Laws of the corporation, shall have and exercise the powers of the Board of Directors in the management of the business and affairs of the corporation, and may have the power to authorize the seal of the corporation to be affixed to all papers which may require it; and nothing herein contained shall be deemed to modify or limit the powers of an Executive Committee so constituted.

The Board of Directors shall have power to sell, assign, transfer, convey or otherwise dispose of, the properties, assets, effects, franchises and good will of the corporation as an entirety, for cash or for the securities of any other corporation, or for any other consideration, upon the written consent or pursuant to the vote at a special meeting called for the purpose, or by combination of such consent and such vote, of the holders of record of three-fourths (3/4ths) of the outstanding capital stock of the corporation.

ARTICLE VIII.

That of the capital stock Fifty Thousand Dollars (\$50,000.00) has been subscribed by the following:

J. E. Moran, Sr.-	167 shares at \$100.00 each-	\$16,700.00
J. E. Moran, Jr.-	166 shares at \$100.00 each-	\$16,600.00
Wm. A. Moran-	167 shares at \$100.00 each-	\$16,700.00

IN WITNESS WHEREOF, We have hereunto set our hands
and seals in triplicate this 13th day of December, A.D., 1924.

J. E. Moran Sr. (SEAL)
J. E. Moran Jr. (SEAL)
Wm. A. Moran (SEAL)
John E. Connolly (SEAL)

STATE OF WASHINGTON)
 (SS
COUNTY OF SPOKANE)

On this 13th day of December, in the year 1924, before
me, a Notary Public in and for said County and State, personally
appeared J. E. MORAN, SR., J. E. MORAN, JR., WM. A. MORAN and
JOHN E. CONNOLLY, known to me to be the persons whose names are
subscribed to the within instrument, and acknowledged to me that
they executed the same.

GIVEN Under my hand and official seal this 13th day of
December, A.D., 1924.

C. O. Randall
Notary Public in and for the State
of Washington, residing at Spokane,
Washington.

My Commission Expires: Feb. 3, 1927

OFFICE OF
JOSEPH KAUFFMAN
AUDITOR AND RECORDER CLERK OF DISTRICT COURT
CLEARWATER COUNTY
CROFINO, IDAHO

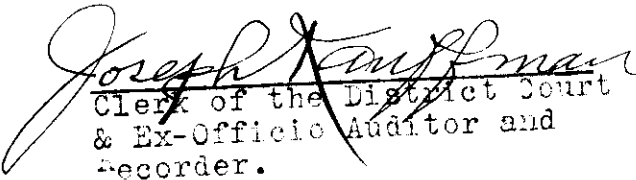
State of Idaho)
County of Clearwater,) ss.

I, Joseph Kauffman, Clerk of the District Court and ex-officio Auditor and Recorder in and for Clearwater County, State of Idaho, do hereby certify that the Instrument hereto attached is a full, true and correct copy of the original Articles of Incorporation of

"Chapin Cedar Company"

Which original was filed in this office on December 18th 1924 at 9 o'clock A.M. under Instrument number 20369, and same is now a permanent record in the Recorder's office.

WITNESS my hand and official Seal this the 18th day of ~~XXXXXX~~
December A.D. 1924.


Clerk of the District Court
& Ex-Officio Auditor and
Recorder.