

# State of Idaho

## Department of State

### CERTIFICATE OF DISSOLUTION OF

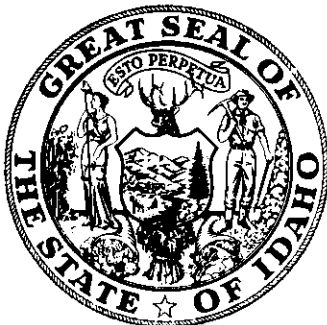
ST. MARIES RIVER HYDRO, INC.

File Number C 74197

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Dissolution of ST. MARIES RIVER HYDRO, INC., duly signed and verified 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 Dissolution, and attach hereto a duplicate original of the Articles of Dissolution.

Dated: October 24, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By

*Debbie J. Clark*

ST. MARIES RIVER HYDRO, INC.

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ARTICLES OF DISSOLUTION  
PURSUANT TO SECTION 30-1-92  
OF THE IDAHO CODE

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SEC. OF STATE  
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Pursuant to the provisions of Section 30-1-92 of the Idaho Code, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

FIRST: The name and post-office address of the corporation is:

St. Maries River Hydro, Inc.  
P.O. Box 1016  
Lewiston, Idaho 83501

SECOND: The names and addresses of the last officers of the corporation and their respective offices are:

- a) John M. Richards, President  
One Maritime Plaza, Suite 2400  
San Francisco, California 94111
- b) Richard K. Kelly, Vice President  
805 Mill Road  
Lewiston, Idaho 83501
- c) Sandra T. Powell, Secretary and  
Assistant Treasurer  
One Maritime Plaza, Suite 2400  
San Francisco, California 94111
- d) George E. Pfautsch, Treasurer and  
Assistant Secretary  
One Maritime Plaza, Suite 2400  
San Francisco, California 94111
- e) Ronald E. Gripenstraw, Assistant  
Secretary and Assistant Treasurer  
805 Mill Road  
Lewiston, Idaho 83501

THIRD: The names and addresses of the last directors of the corporation are:

- a) George E. Pfautsch  
One Maritime Plaza, Suite 2400  
San Francisco, California 94111
- b) Sandra T. Powell  
One Maritime Plaza, Suite 2400  
San Francisco, California 94111
- c) John M. Richards  
One Maritime Plaza, Suite 2400  
San Francisco, California 94111

FOURTH: The corporation has no known actual or known potential creditors to which notice need be given pursuant to Section 30-1-87 of the Idaho Code.

FIFTH: All debts, obligations, and liabilities of the corporation have been paid and discharged.

SIXTH: All the remaining property and assets of the corporation have been distributed to its sole shareholder.

SEVENTH: There are no suits pending against the corporation in any court.

EIGHTH: The corporation elected to dissolve by unanimous written consent of its sole shareholder, a copy of which consent is attached hereto, and such written consent has been signed by the sole shareholder of the corporation.

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Dissolution to be executed on its behalf by its duly authorized officers this 20<sup>th</sup> day of October, 1994.

ST. MARIES RIVER HYDRO, INC.

By

John M. Richards  
John M. Richards, President

(Corporate Seal)

By

Sandra T. Powell  
Sandra T. Powell, Secretary

*Printed*

WRITTEN CONSENT OF SHAREHOLDER TO VOLUNTARY  
DISSOLUTION OF ST. MARIES RIVER HYDRO, INC.  
PURSUANT TO SECTION 30-1-83 OF THE IDAHO CODE

The undersigned, Potlatch Corporation, is the sole owner and holder of all issued and outstanding shares of capital stock of St. Maries River Hydro, Inc., an Idaho corporation.

Pursuant to the provisions of Idaho Code § 30-1-83, the undersigned consents to the dissolution of St. Maries River Hydro, Inc., and authorizes the officers of St. Maries River Hydro, Inc., to take all such actions as are necessary to fully liquidate and dissolve St. Maries River Hydro, Inc.

IN WITNESS WHEREOF, Potlatch Corporation has caused this written consent to be executed by its duly authorized officer this 13<sup>TH</sup> day of October, 1994.

POTLATCH CORPORATION

By

  
L. Pendleton Siegel, President



STATE OF CALIFORNIA )  
 ) ss.  
CITY & COUNTY OF SAN FRANCISCO)

)

)

**SS.**

CITY & COUNTY OF SAN FRANCISCO)

Before me, the undersigned authority, this day personally appeared John M. Richards and Sandra T. Powell to me well known and known to me to be the individuals described in and who executed the foregoing Articles of Dissolution as President and Secretary, respectively, of the corporation named in the foregoing Articles of Dissolution, and they severally acknowledged to and before me that they executed said Articles of Dissolution, on behalf of and in the name of said corporation as such officers; that the seal affixed to said Articles of Dissolution, is the corporate seal of said corporation and that it was affixed thereto by due and regular corporate authority; that they are duly authorized by said corporation to execute said Articles of Dissolution and that said Articles of Dissolution is the free act and deed of said corporation.

IN WITNESS WHEREOF I have hereunto set my hand and  
affixed my official seal this 20<sup>th</sup> day of October, 1994.

Karen L. Fandrick

Notary Public in and for the City,  
County and State aforesaid.



**(Notarial Seal)**