

# State of Idaho

## Department of State.

### CERTIFICATE OF INCORPORATION OF

CLEARWATER-POTLATCH TIMBER PROTECTIVE ASSOCIATION, 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 \_\_\_\_\_

CLEARWATER-POTLATCH TIMBER PROTECTIVE ASSOCIATION, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit 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 16, 19 82.



*Pete T. Cenarrusa*  
SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF INCORPORATION  
OF JUL 16 9 03 AM '82  
CLEARWATER-POTLATCH TIMBER PROTECTIVE ASSOCIATION, INC.  
An Idaho Nonprofit Corporation

WE, the undersigned persons, acting as the incorporators of a corporation under the provisions of, and in accordance with, the Idaho Nonprofit Corporation Act, Section 30-301, et seq., and consistent with the provisions of the Internal Revenue Code of 1954, Section 501(c)(4) (or the corresponding provisions of any future United States Internal Revenue law), do hereby form and incorporate ourselves and, to that end, adopt the following Articles of Incorporation for such Corporation.

ARTICLE I.

NAME

This Corporation shall be known as CLEARWATER-POTLATCH TIMBER PROTECTIVE ASSOCIATION, INC., by which name it shall contract and be contracted with, sue and be sued, and transact all of its business, and the existence of said Corporation shall be perpetual.

ARTICLE II.

PURPOSES AND OBJECTS

This Corporation is organized exclusively for the purpose of promotion of social welfare and is intended to be an organization which is exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law). All terms and provisions of these Articles and all operations of this Corporation shall be construed, applied and carried out in accordance with such intent.

More specifically, but within the limits of the foregoing, the objects of this Corporation are the conservation and protection of the forests and forest lands of Idaho generally, and, particularly, the Clearwater, St. Maries and

Palouse River drainages, now officially designated as the Clearwater-Potlatch Forest Protective District, and including such boundaries that may be later officially designated as stated below from:

- a. Forest fires, including their prevention and/or suppression;
- b. Fungus diseases, including their prevention, detection and/or suppression;
- c. Insect depredations and attacks, including their prevention, detection and/or suppression;
- d. Willful, malicious or careless destruction or damage;

To enlist the interest and support of the federal, state and county governments in such objects; to cooperate, deal and contract with persons, firms, organizations, associations, corporations, boards, bureaus, and with federal, state, county and municipal governments in promoting, furthering and carrying out the objects of this Corporation; to finance, maintain, conduct and operate an efficient and economical forest protective organization; and to encourage the enactment of such federal and state laws as will result in the conservation and protection of the forests and forest lands of the United States of America and in the state of Idaho and result in the conservation of the forest range, the maximum sustained stream flow for irrigation and navigation, and the maintenance of proper forest conditions to prevent erosion, promote beauty and for the fish, birds and game.

To reduce, limit, utilize, manage and dispose of materials that may fuel forest fires, including the administration of hazard management programs for the disposal of slash pursuant to contracts with the State of Idaho and including the management of fine fuels through the administration of a livestock grazing program.

The boundaries of the territory protected by this Corporation shall be established and/or changed from time to time by the Director of the Department of Lands of the State of Idaho under the provisions of the Idaho Forestry Act, contained in Chapter 1 of Title 38, Idaho Code, and any amendments thereto.

Lobbying activities of the Corporation shall be limited to securing passage, repeal, or amendment of laws which directly concern the Corporation and its conservation and fire protection programs.

### ARTICLE III.

#### TAX EXEMPT RESTRICTION

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of this Article, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

### ARTICLE IV.

#### MEMBERSHIP

The Corporation shall have no capital stock. Any person, firm or corporation, who or which owns, controls or has an equity in timber, forests and forest lands within the boundaries established for the Corporation from time to time by the Director of the Department of Lands, shall be eligible for membership in the Corporation. The state of Idaho

or any county or municipality which owns timber, forests or forest lands within said corporate boundaries and representatives of agencies of the United States administering or controlling government owned land may also become a member. All provisions relating to membership are set forth in the Bylaws of the Corporation.

ARTICLE V.

REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation shall be 221 First Street, Orofino, Idaho. The name of the registered agent at that address shall be M. O. Koppang.

ARTICLE VI.

DIRECTORS

The affairs of the Corporation will be managed by a Board consisting of the number of Directors determined by the Bylaws but not less than three (3) Directors. The initial Board of Directors shall consist of the following six (6) individuals, who are to serve as Directors until the first annual meeting of members or until their successors are elected and qualify:

Phil Dreisbach	Diamond International Corp. Box 1119 Coeur d'Alene, Idaho 83814
Carl Deward	Potlatch Corp. Box 1016 Lewiston, Idaho 83501
Richard Hitchcock	Gem State Lumber Co. Box 298 Juliaetta, Idaho 83535
Don Konkol	Konkolville Lumber Co. Box 1208 Orofino, Idaho 83544
Don Jones	Department of Lands Box 670 Coeur d'Alene, Idaho 83544

Jack Pinch, Jr.

Empire Lumber Co.  
152 - 23rd Avenue  
Lewiston, Idaho 83501

ARTICLE VII.

DISSOLUTION

This Corporation shall be dissolved by the consent or resolution of its members or members who own, control or have an equity interest in at least sixty-seven percent (67%) of the total timber and forest land acreage within the Corporation's jurisdiction.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for the promotion of social welfare as shall at the time qualify as an exempt organization or organizations under Section 501(c)(4) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the district court of the second judicial district of the state of Idaho, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII.

INCORPORATORS

Names and addresses of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
Phil Dreisbach	Diamond International Corp. Box 1119 Coeur d'Alene, Idaho 83814

Carl Deward

Potlatch Corp.  
Box 1016  
Lewiston, Idaho 83501

Richard Hitchcock

Gem State Lumber Co.  
Box 298  
Juliaetta, Idaho 83535

Don Konkol

Konkolville Lumber Co.  
Box 1208  
Orofino, Idaho 83544

Don Jones

Department of Lands  
Box 670  
Coeur d'Alene, Idaho 83544

Jack Pinch, Jr.

Empire Lumber Co.  
152 - 23rd Avenue  
Lewiston, Idaho 83501

Donald M. Nettleton

Burlington Northern Railroad Company  
700 South Avenue West  
Missoula, Montana 59801

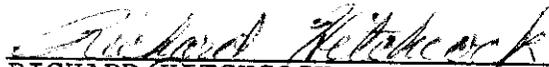
E.L. "Bud" Rehn

B.J. Carney & Company  
Washington Mutual Bank Bldg.  
P.O. Box 408  
Spokane, Washington 99210

IN WITNESS WHEREOF, the incorporators hereinabove named  
have set their hands in duplicate this 12th day of  
July, 1982.

  
PHIL DREISBACH

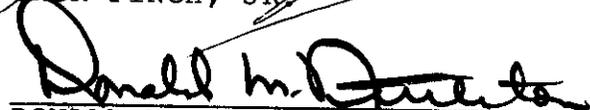
  
CARL DEWARD

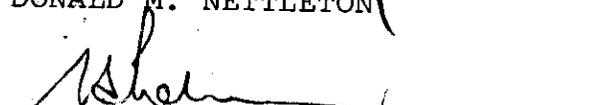
  
RICHARD HITCHCOCK

  
DON KONKOL

  
DON JONES LMR

  
JACK PINCH, JR

  
DONALD M. NETTLETON

  
E.L. "BUD" REHN *nd*