



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

"HAMILTON & WALSH LUMBER INC."

was filed in the office of the Secretary of State on the **Fourteenth** day
March **Sixty-six**
will be A.D. One Thousand Nine Hundred and
/ **microfilm**
duly recorded on Film No. 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
Boise, from the date hereof, with its registered office in this State located at
Clearwater.
in the County of

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 **14th** day of **March**,
66
A.D., 19 .

Secretary of State.

ARTICLES OF INCORPORATION

of

HAMILTON & WALDRON LUMBER INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all full age citizens of the United States, have this day voluntarily associated ourselves together for the purpose of forming a business corporation in compliance with Chapter One, Title 30, Idaho Code, as amended, and for such purpose we hereby make, execute and adopt the following Articles of Incorporation.

ARTICLE ONE

The name of the corporation shall be:

"HAMILTON & WALDRON LUMBER INC."

ARTICLE TWO

The purposes for which said corporation are formed and organized are:

Anywhere in the United States and its territories, and particularly in the State of Idaho, to engage in and carry on any part or all of the following businesses, to-wit:

(1) To purchase, lease, build, construct, alter, maintain, operate, rent and sell sawmills, stud mills and planing mills and, in connection therewith, to buy, sell or deal in, at wholesale and retail, merchandise, goods, wares, forest products and by-products, and commodities of every sort, kind or description, especially, but not limited to, timber, logs, lumber, moldings or other wood products or by-products thereof, and building materials.

(2) To engage in a general lumber, timber, kiln drying, milling, construction materials, and merchandise business; to manufacture, purchase or otherwise acquire, sell, or otherwise dispose of logs, lumber, wood products in

a processed or unprocessed state, and by-products of wood or of said manufacturing operations, and building and construction supplies and merchandise, either at wholesale or retail.

(3) To engage in the transportation of hauling and transporting logs, timber, lumber, lumber products and other freight, goods, wares and merchandise, for itself, or for others, for hire, or otherwise, by means of trucks, trailers, and other forms of automotive or other equipment, over public or private highways, or roads; and to do such other things as are incidental or necessary to the carrying on of such business.

(4) To engage in a general logging business, together with the building of such railroads, logging roads, and other things necessary in the full and complete operation thereof.

(5) To purchase, acquire, through the issuance of its capital stock or otherwise own, hold, lease, either as Lessor or Lessee, sell, exchange, mortgage, deed in trust, plant, improve, cultivate, develop, construct, maintain, equip, operate and generally deal in any and all lands, improved and unimproved, dwelling houses, apartment buildings, hotels, motels, condominiums, business blocks, office buildings, stores, shops and any other buildings of any kind, and the products and avails thereof, and any and all other property of any and every kind or description, real, personal and mixed, wheresoever situated.

(6) To contract and hire labor necessary or convenient to the conducting and operation of said business.

(7) To use and apply to surplus earnings or cumulative profits to the purchase of acquisition of its own capital stock from time to time, and to such extent and in such manner, and upon such terms, as its board of directors shall determine; to invest surplus funds from time to time at the discretion of the board of directors.

(8) To appoint such officers, employees and agents as the business of the corporation may require, and to allow them compensation.

(9) To make by-laws not inconsistent with any existing law for the management of its business and property, and the regulation and conduct of its affairs, and the certification and transfer of its stock.

(10) To enter into contracts or obligations of any type or kind essential, necessary or proper to the transaction of its ordinary affairs for the purpose of the corporation.

(11) To have one or more offices and places of business in and out of the State of Idaho and to acquire, receive, hold, purchase, lease, mortgage, dispose of and/or convey real and personal property situate in or outside of the State of Idaho.

(12) Generally to do all things necessary or convenient which are incidental to or connected with the general businesses above mentioned, which a natural person might or could do.

(13) Additional to the foregoing to have all of the powers of corporation, provided by the laws of the State of Idaho, and particularly all of the rights and powers set forth in Idaho Code, 30-114, and all laws amendatory and supplemental thereto.

ARTICLE THREE

Existence

The corporation shall have a perpetual existence.

ARTICLE FOUR

Location

The principal place and office of business of this corporation shall be at Weippe, in the County of Clearwater, State of Idaho, but the corporation office address may be changed by the Board of Directors and branch offices or places

of business may be located or established by the corporation at such other places ✓
within or without the State of Idaho as the Board of Directors may decide upon and
meetings of the Board of Directors may be held at any such branch offices or
places of business of the corporation and the business of the corporation trans-
acted there.

ARTICLE FIVE

Capital Stock

The capital stock of this corporation shall consist of Five Hundred
(500) shares of capital stock, same being common voting stock at One Hundred
(\$100.00) Dollars per share par value, for a total capitalization of \$50,000.00.
Each share of common stock shall have one full vote at the stockholders' meetings
of the corporation.

ARTICLE SIX

Incorporators

The names and post office addresses of the incorporators of this cor-
poration, and the number of shares of stock of the corporation for which each has
subscribed are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Lester G. Hamilton	P. O. Box 37, Weippe, Idaho	1
Fleet Waldron	P. O. Box 37, Weippe, Idaho	1
James Waldron	P. O. Box 37, Weippe, Idaho	1

ARTICLE SEVEN

Directors

The number of directors of this corporation shall be not less than ✓
three nor more than seven; and the number of qualifications, terms of office,
manner of election, time and place of meetings, and powers of directors and
their duties, shall be such as are prescribed by the by-laws of this corporation.

The board of directors of this corporation shall be and they are

authorized to determine the value of any property or consideration other than money, which is offered, tendered or paid for corporate stock.

ARTICLE EIGHT

By-Laws

The board of directors of this corporation shall have the power to adopt all by-laws, and the same may be modified or amended by the board of directors, subject, however, to the power of the shareholders to change or repeal such by-laws.

IN WITNESS WHEREOF, the said incorporators have hereunto set their hands and seals and executed the foregoing Articles of Incorporation in triplicate this 1st day of March 1966. ✓

Eleet Waldron (SEAL)
Lester E. Hammett (SEAL)
James Waldron (SEAL)

STATE OF IDAHO)
 : ss
County of Blaine)

On this 1st day of March 1966, before me, the undersigned,
a Notary Public in and for the State of Idaho, personally appeared LESTER G.
HAMILTON, known to me to be the person whose name is subscribed to the within
and foregoing instrument 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 hereinabove first written.

John L. Walton
Notary Public in and for the State of Idaho, re-
siding at Stipp therein;

STATE OF IDAHO)
 : ss
County of Blaine)

On this 1st day of March 1966, before me, the undersigned,
a Notary Public in and for the State of Idaho, personally appeared FLEET WALDRON,
known to me to be the person whose name is subscribed to the within and foregoing
instrument 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 hereinabove first written.

John L. Walton
Notary Public in and for the State of Idaho, re-
siding at Stipp therein;

STATE OF IDAHO)
 : ss
County of Blaine)

On this 1st day of March 1966, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared JAMES WALDRON, known to me to be the person whose name is subscribed to the within and foregoing instrument 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 hereinabove first written.

John H. Patton
Notary Public in and for the State of Idaho,
residing at Heppie therein; ✓