

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, J. D. (CY) PRICE, 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

J. I. MORGAN, INC.

was filed in the office of the Secretary of State on the **twenty-ninth** day
of **November** A.D. One Thousand Nine Hundred **forty-eight** and
duly recorded on Film No. **15** of Record of Domestic Corporations, of the State of Idaho,
and that the said articles contain the statement of facts required by Section 29-103, Idaho Code,
Annotated.

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 from the date hereof, with its registered office in this State located at

New Meadows

in the County of

Adams

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 **twenty-ninth** day
of **November**, in the year of our Lord
one thousand nine hundred **forty-eight**,
and of the Independence of the United States of
America the One Hundred **Seventy-third**.

J. D. (CY) Price
Secretary of State.

ARTICLES OF INCORPORATION

of

J. I. MORGAN, INC.

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KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all of whom are full age, citizens of the United States of America, and residents of the State of Idaho, have this day voluntarily associated ourselves together, and do hereby, and by these Articles of Incorporation, unite and associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho for the purposes hereinafter stated.

I.

The name of this corporation shall be "J. I. MORGAN, INC."

II.

The term for which this corporation shall exist shall be in perpetuity.

III.

The location and post-office address of the registered office of this corporation in the State of Idaho shall be New Meadows, Adams County, Idaho.

IV.

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

To carry on the business of a logging and lumber contractor and generally to purchase, manufacture, produce, prepare, mill, import, export, sell, and deal in logs, timber, lumber, and all by-products thereof, on contract at retail or wholesale and in general to carry on and conduct a general logging and lumbering business.

To carry on and conduct a general contracting business, including the designing, constructing, enlarging, repairing, remodelling and otherwise engage in any work upon buildings, roads, sidewalks, highways, bridges or manufacturing plants and to engage in iron, steel, wood, brick, concrete, stone, cement, masonry, and earth construction and to execute contracts or to receive assignments of contracts therefor, or relating thereto; also to manufacture and furnish the building materials and supplies connected therewith.

To operate any and all machinery, trucks, loaders, logging and lumbering equipment, buildings, mills, factories, repair shops and machinery, dwellings, restaurants, stores, places of entertainment, railways and railway equipment, and all other works or businesses as may be proper or necessary in connection with the above objects and purposes or any of them.

To purchase, own, lease, hold or otherwise acquire real and personal property of all kinds and descriptions in the United States and elsewhere and in particular real property with growing timber, timber and lumber rights, logs, mines, mining rights, minerals or buildings, machinery, storage tanks, plants, stores, patents, licenses, concessions, easements, rights of way, light, water, logging equipment, and any and all rights or privileges which it may deem convenient to obtain for the purposes of or in connection with the business of the company and whether for the purposes of resale, manufacture, or realization, or otherwise, and to improve, manage, develop, sell, exchange, lease, mortgage or otherwise deal with the whole or any part of such property or rights.

To erect or construct all necessary or convenient repair shops, machine shops, foundries, sawmills, planing mills, logging

ponds, loading and unloading docks, works, machinery, laboratories, work shops, storage facilities, dwelling houses for workmen, and others, and other buildings, works and appliances — and to aid in, subscribe towards, or subsidize any such objects.

To own, lease, mortgage, sell and operate truck lines, railroads, trucks, busses and all sorts and kinds of transportation and transportation equipment.

To buy, sell, own, lease, and operate garages, service stations and generally to deal at retail and wholesale in any and all petroleum products.

To purchase, own, hold, vote, sell, or hypothecate the stocks and bonds of other corporations and to take in the name of this corporation such stocks, bonds, mortgages, notes, deeds, conveyances, or other evidence of indebtedness, ownership, title, or security as may be acquired by this corporation in the usual and ordinary transaction of its business.

To borrow money in the name of this corporation in such amounts as the stockholders or directors may determine and issue as evidence thereof notes, bonds, or other evidence of indebtedness of this corporation, and to secure the payment of the same, when required, by mortgages, trust deeds, pledges, assignments, or other conveyances of all, or any portion of its property, real and personal.

To acquire the good will, rights and property of any person, firm, association or corporation, and to pay for the same in cash, stocks, notes, or bonds of this corporation, or otherwise.

To enter into, make, perform and carry out contracts of every kind and character with any person, firm, association or corporation, including the entering into of partnership agreements.

To carry out the objects and purposes for which this corporation is formed, as principal, agents, or otherwise, to the same extent as natural persons might do.

To conduct the business of this corporation as herein set out at any place or places within the State of Idaho, or in any other State, or territory of the United States as the Board of Directors may from time to time determine;

To carry on and promote any other business whatsoever which may seem to the officers, or stockholders, of this corporation capable of being carried on in connection with the foregoing objects and purposes, or calculated directly or indirectly to promote the interests of the corporation, or to enhance the value of its property and generally to have, enjoy, and exercise all the rights, powers and privileges which are now, or which may hereafter be conferred upon corporations organized under the laws of the State of Idaho.

It is the intention of the incorporators of this company that the foregoing clauses shall be construed both as objects and powers and the foregoing enumeration of specific powers shall not be construed to limit or restrict in any manner the powers of the corporation, but that said corporation shall have power to do all and every thing necessary, suitable, convenient, or proper for the accomplishment of any of its purposes, or the attainment of any one or more of the objects herein enumerated, or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and this to the same extent and as fully as natural persons might or could do.

V.

The business of this corporation shall be managed and conducted by a Board of at least three directors, the first Board to be elected at the first meeting of the stockholders of this corporation and the entire Board to be elected annually thereafter at the annual meeting of the stockholders of this corporation.

VI.

The Board of Directors of this corporation may meet and transact the business of this corporation either at the principal place of business herein designated, or at such other place within or without the State of Idaho as may be designated by resolution of the Board of Directors.

VII.

This corporation shall have a total authorized capital stock of TWO HUNDRED FIFTY THOUSAND DOLLARS (\$250,000.00,) divided into TWO THOUSAND FIVE HUNDRED (2,500) shares of the par value of ONE HUNDRED DOLLARS (\$100.00) per share.

VIII.

The names and the post office addresses, together with the number of shares of stock subscribed by each of the incorporators, are as follows:

<u>Name</u>	<u>Post Office Address</u>	<u>No. of Shares</u>	<u>Par Value</u>
J. I. Morgan	New Meadows, Idaho	1	\$100.00
Frances C. Morgan	New Meadows, Idaho	1	\$100.00
Edward N. Morgan	New Meadows, Idaho	1	\$100.00

IN WITNESS WHEREOF, We have hereunto set our hands and seals, this 26th day of November, 1948.

J. I. Morgan
Frances C. Morgan
Edward N. Morgan

STATE OF IDAHO)
) ss.
County of Adams)

On this 26th day of November, 1948, before me, Carey Peterson, a Notary Public in and for said State, personally appeared J. I. MORGAN, FRANCES C. MORGAN, and EDWARD N. MORGAN, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this Certificate first above written.

(SEAL)

Carey Peterson

Notary Public for Idaho
Residing at NEW MEADOWS, IDAHO