

95766-3998



**CERTIFICATE OF INCORPORATION
OF**

FRIENDS OF THE FOREST, 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 the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: July 09, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Zabala*

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ARTICLES OF INCORPORATION

The undersigned, for the purpose of forming a corporation in the state of Idaho, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be FRIENDS OF THE FOREST, INC.

ARTICLE II

The term of existence shall be perpetual.

ARTICLE III

The purposes for which the corporation is organized are to perform various contracted services for federal, state, and private landholders in the Pacific Northwest.

ARTICLE IV

The name of the Registered Agent of the corporation is KRIS LABANAUSKAS. The street address of the Registered Office, which is also the address of the Registered Agent, is 358 Ponderosa Dr. Post Falls, ID 83854. The P.O. Box of the corporation is P.O. Box 997, Twisp, WA 98856.

ARTICLE V

The aggregate number of shares which the corporation shall have authority to issue is 1000 at a par value of \$1.00 per share. The shares will all be of the same class.

ARTICLE VI

The number of directors constituting the initial board of directors of the corporation is one.

The name and address of the person who is to serve as director until the first annual meeting of the shareholders or until his successor is elected and shall qualify is

Jose de Jesus Jiminez
P.O. Box 2661
Hayden, ID 83835

ARTICLE VII

The name and address of the incorporator is as follows:

Jose de Jesus Jiminez
P.O.Box 2661
Hayden, ID 83835

ARTICLE VIII

Directors of the corporation shall not be liable personally to the corporation or its shareholders for monetary damages for conduct as a Director, provided that this provision shall not eliminate or limit the liability of a director for acts or omissions that involve intentional misconduct by a Director or a knowing violation of law by a Director, nor for any transaction from which the Director will personally receive a benefit in money, property, or services to which the Director is not legally entitled, nor from any other act or omission of a Director for which indemnity is not allowed as to personal liability pursuant to law.

IN WITNESS WHEREOF each incorporator has affixed his/her signature below on this 29 day of May 1991.

Jose de Jesus Jimenez
Jose de Jesus Jimenez

CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, KRIS LABANAUSKAS, hereby consent to serve as Registered Agent, in the state of Idaho, for the corporation herein named. I understand that as agent for the corporation, it will be my responsibility to accept Service of Process in the name of the corporation; to forward corporate license renewal mailings to the corporation; and to immediately notify the Office of the Secretary of State in the event of my resignation or of any change in the Registered Office address of the corporation for which I am agent.

5/29/91

Date

Kris Labanauskas

Kris Labanauskas