

# State of Idaho



## 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

**LEANING PINE, INC.**

was filed in the office of the Secretary of State on the **Fifth** day of **July** A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **124** 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** from the date hereof, with its registered office in this State located at

**Kellogg**

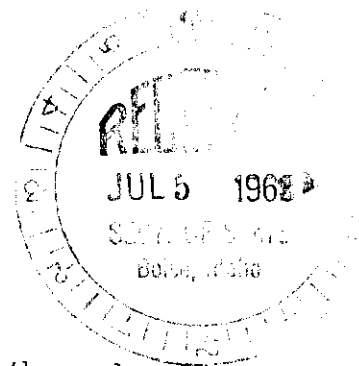
in the County of

**Shoshone.**

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 **5th** day of **July**, A.D., **1963**.

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
LEANING PINE, INC.



KNOW ALL MEN BY THESE PRESENTS that we, the undersigned citizens of the United States of America, each over the age of twenty-one years, do hereby voluntarily associate ourselves together for the purpose of forming a domestic corporation under and by virtue of the laws of the State of Idaho, and we do hereby make, sign, acknowledge, and file these Articles of Incorporation as follows:

ARTICLE I.

The name of this corporation is, and shall be LEANING PINE, INC.

ARTICLE II.

The objects and purposes for which this corporation is formed are as principals, agents or otherwise to do in any part of the world any and every of the things therein set forth or permitted by law to the same extent as natural persons might and could do. In furtherance and not in limitation of the general powers conferred by the laws of the State of Idaho, we do expressly provide that the Corporation shall have power:

(a) To purchase or otherwise acquire, own and hold unlimitedly such real and personal property of every kind and description within and without the State of Idaho, and in any part of the world, suitable, necessary, useful or advisable in connection with any or all of the objects of this Corporation and to convey, sell, assign, transfer, lease, mortgage, pledge, exchange or otherwise dispose of any such property.

(b) To buy or otherwise acquire real estate, and to subdivide, plat and sell the same, and generally to buy, sell and deal in real and personal property

of every kind and description in such manner, and upon such terms as the Board of Directors may determine, to act as Trustee and in every kind of fiduciary capacity, and generally to do all things necessary or convenient, incident or connected with the acquiring, holding and disposing of real and personal property.

(c) To make rules, regulations, restrictive covenants, plans, designs, agreements, limitations, with respect to real and personal property, purchased, owned, held, sold, mortgaged, leased or otherwise managed by the corporation.

(d) To enter into, make, perform and carry out any and all contracts or agreements of every kind, amount and character with any person, firm, association, corporation, Federal or State Government or any political subdivision or corporation, or agency thereof.

(e) To borrow and lend money from and to any person, firm, corporation, association or Federal or State Government, or any political subdivision, or corporation or agency thereof, and to make, take and execute notes, mortgages, bonds, deeds of trust, or other evidence of indebtedness to secure payment thereof, or by any other lawful manner or means, and to take and receive notes, bonds, mortgages, deeds of trust, or any evidence of indebtedness for the use and benefit of said corporation or otherwise.

(f) To purchase, hold, sell, exchange, or transfer, or otherwise deal in shares of its own capital stock, bonds or other obligations from time to time to such an extent and in such manner and upon such terms as its Board of Directors shall determine; provided that this corporation shall not use any of its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of the capital of this corporation; and

provided, further, that shares of its own capital stock belonging to this corporation shall not be voted upon directly or indirectly.

(g) To do and perform every act and thing necessary to carry out the above enumerated purposes, or calculated directly or indirectly to the advancement of the interest of the corporation, or to the enhancement of the value of its stock, holdings and property of any kind or character.

### ARTICLE III.

The corporate existence of this corporation shall be perpetual.

### ARTICLE IV.

The location and post office address of the corporation's registered office in the State of Idaho shall be Sunshine Star Route, Kellogg, Idaho.

### ARTICLE V.

The capital of this corporation shall consist of 100 shares of common stock, all of which shall be of one class, without par value and shall be assessable. The said stock, when issued as paid shall be equal in all respects to every other of said shares.

The said shares may be issued and sold from time to time by the corporation for such consideration and upon such terms as may, from time to time, be fixed by the Board of Directors without action by the stockholders.

Notwithstanding the provisions of Section 30-120, Idaho Code, the Board of Directors of this corporation shall have power and authority from time to time to authorize the sale of, and to sell for cash or otherwise, all or any portion of the unissued and/or of the treasury stock of this corporation without said stock, or any thereof, being first offered to the shareholders of this corporation.

#### ARTICLE VI.

The corporate powers of the corporation shall be vested in a Board of Directors of not less than three, and no more than seven members, who shall be elected annually by the shareholders, and who shall serve until the election and qualification of their successors. No person shall serve as a director of this corporation who is not a shareholder therein. Directors who are to serve for the first corporate year shall be selected by the incorporators. Unless otherwise determined by the shareholders, the Board of Directors, by resolution, shall from time to time fix the number of directors within the limit herein provided.

#### ARTICLE VII.

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

Name	Address	No. of Shares
Norman Smith	Sunshine Star Route Kellogg, Idaho	1
H. E. Bonebrake	Silverton, Idaho	1
J. E. McKay	Box 29 Kellogg, Idaho	1

#### ARTICLE VIII.

In addition to the power conferred upon the shareholders by law, to make, amend or repeal By-Laws for this corporation, the Directors shall have the power to repeal and amend the By-Laws and adopt new By-Laws, but such powers may be executed only by a majority of the whole Board of Directors.

#### ARTICLE IX.

A director or officer of the corporation shall not, in the absence of actual fraud, be disqualified by his office from dealing or contracting with the

corporation, either as vendor, purchaser, or otherwise; and in the absence of actual fraud no transaction or contract of the corporation shall be void or voidable by reason of the fact that any director or officer, or firm of which any director or officer is a member, or any other corporation of which any director or officer is a shareholder, officer or director, is in any way interested in such transaction or contract; provided, that such transaction or contract is, or shall be, authorized, ratified or approved (1) by a vote of a majority of a quorum of the Board of Directors, or of the Executive Committee, if any, counting for the purpose of determining the existence of such majority or quorum, any Director, when present, who is so interested, or who is a member of a firm so interested, or who is a shareholder, or who is a member of a firm so interested; or (2) at a stockholders' meeting by a vote of a majority of the outstanding shares of stock of the corporation represented at such meeting and then entitled to vote, or by writing or writings signed by a majority of such holders of stock which shall have the same force and effect as though such authorization, ratification or approval were made by the stockholders; and no director or officer shall be liable to account to the corporation for any profits realized by him through any such transaction or contract of the corporation authorized, ratified, or approved, as aforesaid, by reason of the fact that he may be, or any firm of which he is a member, or any corporation of which is a shareholder, officer or director, was interested in such transaction. Nothing in this paragraph contained shall create any liability in the events above mentioned, or prevent the authorization, ratification or approval of such contracts or transactions in any other manner than permitted by law, or invalidate or made voidable any contract or

transaction which would be valid without reference to the provisions of this paragraph.

IN WITNESS WHEREOF, we have hereunto set our hands and seals in quadruplicate this 1st day of June, 1963.

H. E. Burdette

Norman M. Smith

J. E. McKay

STATE OF IDAHO )  
 ) ss.  
County of Shoshone )

On this 1st day of July, 1963, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared NORMAN SMITH, H. E. BONEBRAKE and J. E. McKAY, 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 seal the day  
and year in this certificate first above written.

Reuben Hulse  
Notary Public in and for the State of Idaho,  
Residing at Wallace, Idaho.