



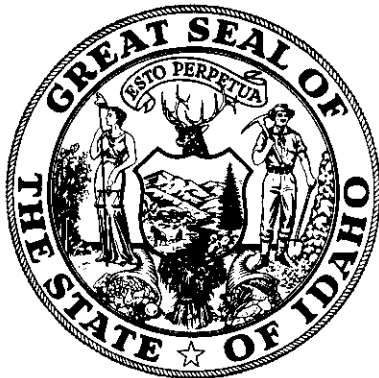
CERTIFICATE OF INCORPORATION
OF

KAMIAH LOGGING, 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: **August 19, 1985**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Vicki Rost*

ARTICLES OF INCORPORATION
OF

KAMIAH LOGGING, INC.

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STATE
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KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, ELBERT HENDREN and JANET HENDREN, being two (2) natural persons of full age, who are citizens of the United States, have this day associated ourselves voluntarily for purposes of forming a private domestic corporation under the laws of the State of Idaho, and to that end do hereby adopt Articles of Incorporation as follows:

FIRST: Corporate Name: The name of this corporation shall be KAMIAH LOGGING, INC.

SECOND: Corporate Existence: The period of existence and duration of this corporation shall be perpetual.

THIRD: Registered Office and Registered Agent: The location of the registered office of this corporation shall be: Beaverslide Road, Kamiah, Idaho 83536, with the registered office of said corporation being at the same address. The registered agent to accept process, pursuant to law, will be Elbert Hendren, whose address is set forth as above, and whose mailing address is P. O. Box 1027, Kamiah, Idaho 83536.

FOURTH: Corporate Purposes: The nature of the business and objects and purposes of this business to be transacted, promoted and carried on are the doing of any or all of the following things herein mentioned as fully and to the same extent as natural persons might or could do in any part of the world, viz:

1. To engage in, hire, or under contract, participate in the logging industry by the harvesting of timber of all species, descriptions and character in the Central Idaho Area, or such other area as the corporate director shall deem appropriate. Logging shall include all kinds of timber harvesting, contracting thereof, or anything associated with the timber industry, including lumber production and all associated activities.

2. To engage in, hire, or develop, associated with logging, the building of roads, access approaches, bridges, dikes, flumes, or any

other sort of similar operation related to earth moving, road building, or similar activities. To use heavy equipment, including crawler tractors and earth moving equipment for all purposes associated with logging, or road building or similar purposes, and to use such equipment for logging, log contracting, dozing or similar logging pursuits. To engage in logging contracts, dozing and similar logging pursuits. To enter into operations for general excavation of land with equipment of whatever kind for whatever purpose, including, but not limited to, building construction, leveling of farm land, brush piling or any other similar activity.

3. To do any of the things necessary and incidental to the purposes and things set forth in the preceding paragraph which may be deemed necessary and reasonable by the Board of Directors.

4. To have and exercise all of the powers now, or hereafter conferred by the laws of the State of Idaho upon corporations, organized pursuant to the laws under which this corporation is organized, and to do any and all acts mandatory thereof and supplemental thereto.

5. To invest the assets of the corporation in property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated, and however held, including, but not limited to, money, choses in action, securities, stocks, bonds, warrants, mortgages, notes, and other obligations and evidences of interest, or indebtedness of any person, firm, or corporation, foreign or domestic, or any government or subdivision of government or agency thereof. That, the corporation shall have the power to deal in real estate of all forms regardless of whether it be leasing, owning outright, investing in, or the sale of any real property wherever situated.

6. To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining, and to act as agent, contractor or trustee, factor or otherwise, either alone or in company with others.

7. To let concessions to others, and do any of the things that this corporation is empowered to do, and to make, perform or carry out contracts and arrangements of every kind and character of any

person, firm, association, corporation, or any government or authority or subdivision thereof.

8. To lease equipment from any other corporation or any other person, and to carry out the purposes of this corporation, and to pay rents for such leased equipment to the owners thereof under any circumstances deemed appropriate by the Board of Directors.

Nothing in these paragraphs and this section shall be construed as giving this corporation the right, powers or privileges not permitted to it by law, but the occurrence in any of the foregoing clauses of this article of any purpose, power or object not permitted by the laws of the State of Idaho, or of the United States of America, or any other state or district in which this corporation may carry on business shall not invalidate any other purpose not otherwise permitted by reason of contiguity or apparent association therewith.

9. To acquire and make payment therefor in cash for the stocks or bonds of the corporation by undertaking or assuming any obligations and liabilities of the transferor, or in any other way the goodwill, rights and property, the whole or any part of the assets, tangible or intangible, and to undertake or sue the liabilities of any person, firm, association or corporation; to sell or in any manner dispose of the whole or any part of the property so purchased; to conduct in a lawful manner the whole or any part of the business so acquired, and to exercise all of the powers necessary or convenient for the conduct and management thereof.

FIFTH: Directors' Powers: In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to:

1. Make and alter bylaws of this corporation; to fix the amount to be reserved as working capital over and above its capital stock paid in; and to authorize and cause to be executed mortgages and liens upon the real property and personal property of this corporation.

2. Having, pursuant to the affirmative vote of seventy-five percent (75%) of the issued and outstanding stock, voting power, or when authority by the written consent of at least two-thirds (2/3) majority of the holders of the voting stock issued and outstanding,

the Board of Directors shall have the power and authority at any meeting to sell, lease or exchange all of the property and assets of this corporation, including its goodwill and corporate franchise, upon such terms and conditions as its Board of Directors deems expedient and for the best interests of the corporation.

SIXTH: Corporate Stock: The capital stock of this corporation shall be Twenty-five Thousand Dollars (\$25,000), and shall be divided into two thousand five hundred (2,500) shares of stock at the par value of Ten Dollars (\$10) per share. No distinction shall exist between the shares of this corporation, and all such shares shall have the same right to the corporation.

SEVENTH: Capitalization: All or any portion of the capital stock may be issued for cash or payment for real or personal property, services, or any other right, or thing of value, for the uses of the corporation, and when so issued, shall become and be fully paid, the same as though paid for in cash at par; and the directors shall be the sole judges of the value of any property, thing or right acquired in exchange for the capital stock.

EIGHTH: Increased Capitalization: From time to time, the capital stock may be increased according to law, and may be issued in such amounts and proportion as shall be determined by the Board of Directors, and may be permitted by law.

NINTH: Incorporators: The name and post office address of each of the incorporators, and a statement of a total number of shares subscribed for by each is as follows:


<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>	<u>Amount</u>
Elbert Hendren	P. O. Box 1027 Kamiah, ID 83536	2	\$20.00
Janet Hendren	P. O. Box 1027 Kamiah, ID 83536	2	\$20.00


TENTH: Initial Board of Directors: The name and addresses of the initial Board of Directors shall be Elbert Hendren, P. O. Box 1027, Kamiah, Idaho 83536, and Janet Hendren, P. O. Box 1027, Kamiah, Idaho 83536, and Brad Hendren, P.O. Box 1027, Kamiah, Idaho 83536.

ELEVENTH: Amendment of Articles: This corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by the statute, and all rights conferred upon the stockholders herein are granted, subject to this resolution.

TWELFTH: Limitation of Liability: The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

We, the undersigned, being each one of the original subscribers to the capital stock hereinafter named for the purpose of forming a corporation to do business both within and without the State of Idaho, in pursuance of the laws of the State of Idaho, do make and file these Articles of Incorporation, hereby declaring and certifying the facts stated are true, and we respectfully agree to take the number of shares hereinabove set opposite our names and accordingly have hereunto set our hands and seals this 5th day of August, 1985.


ELBERT HENDREN

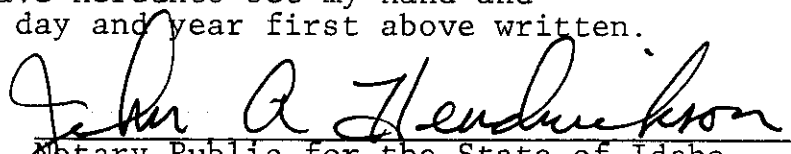

JANET HENDREN

STATE OF IDAHO)
County of Lewis) ss

On this 5th day of Aug, 1985, before me, a Notary for the said county and state, personally appeared ELBERT HENDREN, known to me to be the person whose name is subscribed to the within instrument, and he acknowledged to me that he freely executed the same.

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

(NOTARY SEAL)

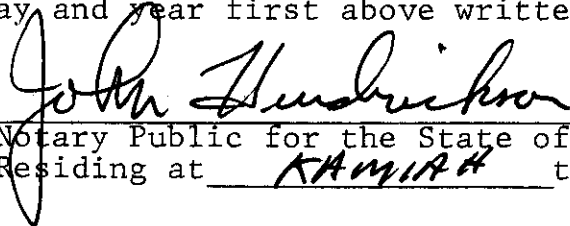

Notary Public for the State of Idaho,
Residing at Ramiah therein.

STATE OF IDAHO)
County of Lewis) ^{ss}

On this 5 day of Aug, 1985, before me,
a Notary for the said county and state, personally appeared
JANET HENDREN, known to me to be the person whose name is
subscribed to the within instrument, and she acknowledged to
me that she freely executed the same.

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

(NOTARY SEAL)


Notary Public for the State of Idaho,
Residing at KAMIAH therein.