



## Department of State.

### CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, JAS. H. YOUNG, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

**COZIER FOREST PRODUCTS, INC.**

a corporation duly organized and existing under the laws of **Ohio** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **15th** day of **July** **1958**, a properly authenticated copy of its articles of incorporation, and on the **15th** day of **July** **1958**, a designation of **J. L. Eberle** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **15th** day of **July**, A.D. 19**58**.

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
COZIER FOREST PRODUCTS, INC.

The undersigned, a majority of whom are citizens of the United States, desiring to form a corporation, for profit, under Sections 1701.01 et seq. of the Revised Code of Ohio, do hereby certify:

FIRST: The name of said corporation shall be COZIER FOREST PRODUCTS, INC.

SECOND: The place in the State of Ohio where its principal office is to be located is in the City of Cleveland, Cuyahoga County.

THIRD: The purpose or purposes for which it is formed are:

(a) To buy, sell, lease, produce and otherwise deal in timberlands and the products thereof, and to build, erect, construct, maintain and operate mills and plants for processing and preparing for market the various products thereof.

(b) To manufacture, fabricate, process, buy, sell, and otherwise deal in all kinds, forms, combinations and products of iron, steel, wood and other metals and materials, or any of them, and all or any articles consisting, or partly consisting, of iron, steel, wood and other metals or materials, or either, or any of them.

(c) To undertake, conduct, assist, promote and participate in every kind of commercial, industrial, manufacturing, mercantile or mining enterprise, business, undertaking, venture, or operation in any state, territory, dependency or colony of the United States, or its insular possessions, or in the District of Columbia, or in any foreign country.

(d) To acquire by purchase or otherwise, and to own, hold, improve, develop, maintain, use, lease, sell, convey, transfer, mortgage, guarantee, pledge, exchange or otherwise deal in or dispose of real and personal property, tangible or intangible, of any character whatsoever, including but not by way of limitation, letters patent, patent rights, copyrights, licenses and franchises, and any or all interests or rights therein, without any limitation, to the extent that the same may be permitted by law.

(e) To purchase, apply for, register, obtain or otherwise acquire, and to hold, own, use, operate, develop and introduce, and sell, lease, assign, pledge or in any manner dispose of and in any manner deal with and contract with reference to applications for letters patent, letters patent, patents, patent rights, patented processes, designs and similar rights, copyrights, trademarks, trade-names and similar rights granted by the United States or any other Government or country, or any interest therein, or any inventions, and to acquire, own, use, or in any manner dispose of any and all inventions, improvements and processes, labels, designs, marks, brands or other rights, and to work, operate or develop the same.

(f) To acquire by purchase, subscription or otherwise, and to own, hold, invest in, sell, negotiate, assign, exchange, dispose of, transfer, pledge, hypothecate, mortgage, guarantee, deal in, lend or borrow money upon all forms and kinds of securities, shares of stock, scrip, bonds, coupons, debentures, mortgages, notes, commercial paper, trust certificates, land trust certificates, certificates of interest, certificates of deposit, certificates of indebtedness, bills receivable, accounts receivable, contracts, obligations, investments, warrants, and interim receipts, and certificates, issued or created by, or claims against any person, firm, corporation, joint stock company, trust or association, public or private, wherever or however organized or created, or any nation, state, municipality or political subdivision thereof, and to issue in exchange therefor in any manner permitted by law, shares of the capital stock, bonds or other obligations of this corporation; and while the holder or owner of any of such securities or property, to possess and exercise in respect thereof any and all rights, powers and privileges of ownership, including all voting, consenting or other rights in or in respect thereof.

(g) To promote, carry on or participate with others in the organization, merger, consolidation, financing, liquidation, realization or reorganization of corporations, partnerships or associations engaged in any lawful business enterprise; to become interested in or participate with others, in any subscription, underwriting or syndicate, and to enter into contracts, whether alone or with others, for the purchase, issuance and sale of any

securities, property or rights.

(h) To make, enter into, perform and carry out any arrangements, contracts and/or agreements of every kind, for any lawful purpose, without limit as to amount or otherwise, with any corporation, association, partnership, firm, trustee, syndicate, individual, and/or any political or governmental division or subdivision, domestic or foreign; to obtain therefrom or otherwise to acquire by purchase, lease, assignment or otherwise, any powers, rights, privileges, immunities, franchises, guaranties, grants and concessions; to hold, own, exercise, exploit, dispose of and realize upon the same and to undertake, conduct, operate or participate in any business dependent thereon.

(i) To borrow or acquire in any manner permitted by law, money for any of the purposes of this corporation, with or without security, and to mortgage, pledge, hypothecate, encumber in any manner and/or place in the hands of trustees as security for the payment of money borrowed, or the fulfillment of any obligation of this corporation, any or all property and assets which this corporation may own or acquire; to draw, make, accept, endorse, discount and have discounted, execute, issue and deal in every lawful manner in promissory notes, bills of exchange, debentures, bonds, warrants, script, drafts and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof together with interest thereon by pledge, mortgage, conveyance or assignment of the whole or any part of the property and assets of this corporation, whether at the time owned or thereafter acquired.

(j) To lend money on time or call and with or without collateral security, and to give credit to individuals, firms, corporations, associations, or co-partnerships, and to municipalities, states, nations or any political subdivisions thereof, and to realize upon any property taken by the corporation as collateral security for any loans.

(k) To cause or allow the legal title and/or any estate, right or interest in any property, whether real, personal or mixed, owned, acquired, controlled or operated by the corporation, to remain or to be vested or registered in the name of or operated by any person, firm, association or corporation domestic or foreign, formed or to be formed, either upon trust for or as agents or nominees of this corporation or upon any other proper terms or conditions which the Board of Directors may consider for the benefit of the corporation.

(l) To have one or more offices or plants, to carry on and conduct all or any part of its operations and business, without restriction or limitation as to amount, both within and without the State of Ohio; and this corporation may qualify under the laws of, be domiciled in, and conduct any or all of its business in any City, State, Commonwealth, District, Territory or Colony of the United States, and in any or all foreign countries.

(m) To do any one or more of the acts and things expressed in this Article THIRD either as Principal or as Agent or Representative for any other person, firm, association, corporation, Municipality, County, State, body politic, government or

dependency thereof.

(n) In general to do any and all things herein set forth and in addition such other acts and things as are incident or conducive to the attainment of the purposes of this corporation, or any of them, to the same extent that natural persons lawfully might or could do in any part of the world, in so far as such acts and things are not inconsistent with the provisions of the laws of the State of Ohio; provided, however, that nothing herein contained shall be construed as including in the business and purposes of this corporation, (1) the transacting of the business of banking or the receiving of money on deposit except as Agent pending investment thereof for or on account of the Principal, or (2) the transaction or conduction of the business of a public utility.

The objects and purposes specified in the foregoing clauses of this Article THIRD shall be construed both as objects and powers, and shall, except where otherwise expressed, be in no wise limited or restricted by reference to, or inference from, the terms of any other clause in this Article THIRD, or elsewhere in these Articles of Incorporation, but the objects and purposes specified in each of the foregoing clauses of this Article THIRD shall be regarded as independent objects and purposes and shall not be held to limit or restrict in any way the general powers of the Corporation to do any act permitted by the laws of the State of Ohio.

FOURTH: Section 1.- The maximum number of shares

which the corporation is authorized to have outstanding is 100,000 shares of the par value of \$1.00 each of which 50,000 shares are hereby classified and designated as Class A Common Stock and 50,000 shares are hereby classified and designated as Class B Common Stock.

Section 2.- The Class A Common Stock shall have the following express terms and provisions:

(a) Voting Rights. Each holder of record of Class A Common Stock shall at all times be entitled to one vote for each share of Class A Common Stock registered in his name on the books of the corporation and, except as is otherwise specifically required by law, all of the voting and consenting rights and power of the corporation shall be vested in the holders of record of the Class A Common Stock.

(b) Dividends and Rights in Assets. The holders of Class A Common Stock and Class B Common Stock (regardless of the class of share) shall participate equally to the same amount per share in all dividends and in any distribution of assets made upon the liquidation, dissolution, or winding up of the corporation, or otherwise.

Section 3. - The Class B Common Stock shall have the following express terms and provisions:

(a) Voting Rights. Except as expressly required by law, the holders of the Class B Common Stock shall have no voting or consenting rights.

(b) Dividends and Rights in Assets. The holders of Class A Common Stock and Class B Common Stock (regardless of the class of share) shall participate equally to the same amount per share in all dividends and in any distribution of assets made upon the liquidation, dissolution, or winding up of the corporation, or otherwise.

FIFTH: The amount of stated capital with which the corporation shall begin business in Five Hundred Dollars (\$500.00).

SIXTH: In so far as permitted by law, the Board of



Directors of the corporation shall have the power to fix the amount of consideration for which shares of the corporation shall be issued, and when it is proposed to issue any shares of the corporation for considerations other than money only, and the fair value to the corporation of the considerations other than money cannot be immediately or readily determined, then such shares may be issued for such consideration as may be approved by the Board of Directors. The Board of Directors of the corporation shall have power, from time to time, to fix and specify the amount or proportion of consideration received for shares issued by the corporation which is to be allotted to stated capital and paid-in surplus, respectively.

SEVENTH: Should the corporation acquire or own wasting assets within the meaning of the General Corporation Act of Ohio, the corporation may pay dividends without making deduction for the depreciation of such assets resulting from lapse of time or from the consumption or sale of such assets incidental to their exploitation.

EIGHTH: Without derogation from any other power to purchase shares of the corporation as permitted by law, the corporation may purchase outstanding shares of any class at such times and on such terms and conditions as the Board of Directors may fix and determine.

IN WITNESS WHEREOF, We have hereunto subscribed our names this 19th day of June, 1958.

COZIER FOREST PRODUCTS, INC.

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Charles D. Johnson

\_\_\_\_\_  
Carmella J. Magdos

\_\_\_\_\_  
Sherman Dye

UNITED STATES OF AMERICA  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE.

I, TED W. BROWN,  
Secretary of State of the State of Ohio, do hereby certify that the foregoing is  
an exemplified copy, carefully compared by me with the original record now in  
my official custody as Secretary of State, and found to be true and correct, of the  
ARTICLES OF INCORPORATION  
OF  
COZIER FOREST PRODUCTS, INC.

filed in this office on the 20th day of June A.D. 1958  
and recorded in ~~Volume~~ Roll B 53, ~~Page~~ Frame 389, of the Records  
of Incorporations.

WITNESS my hand and official seal, at  
Columbus, this 24th day of  
June A.D. 1958

*Ted W. Brown*

TED W. BROWN,  
Secretary of State.

