

KNOW ALL MEN BY THESE PRESENTS, That we, Judson L. Carpenter, George M. Curtis and Charles F. Curtis, citizens of the State of Iowa, and residents of the City of Clinton, in Clinton County, in said state, and Cornelius S. Curtis and Stephen M. Yale, of Wausau in the County of Marathon in the State of Wisconsin, hereby associate ourselves and become incorporated as a corporation for pecuniary profit under the laws of the State of Iowa, and accept, sign and acknowledge Articles of Incorporation as follows:

ARTICLE 1.

The name of this corporation hereby formed is and shall be "CURTIS & YALE COMPANY" and under that name, this corporation shall possess all the powers and rights now, or that may be hereafter, conferred by the laws of the State of Iowa, upon corporations organized for pecuniary profit.

ARTICLE 2.

This corporation's principal place of transacting business shall be at the City of Clinton in Clinton County in the State of Iowa.

ARTICLE 3.

The general nature of the business to be transacted by this corporation shall be the manufacturing, purchasing, selling and dealing in lumber in its various forms, sash, doors, blinds and building materials, buying, owning, selling and dealing in timbered and other lands, logs, timber and all products of the forest and general merchandize, building and operating saw-mills, other mills, factories, and works for the manufacture or utilization of the articles, things, materials and products aforesaid, or any of them, logging, driving, rafting, towing and booming logs and timber, and other products of the forest, and said corporation shall have the power to acquire, purchase and hold such real estate and personal property in any state or states in the United States as its Board of Directors may deem expedient in the business of the corporation, and to dispose of the same as said Board may deem best; and to transact the business aforesaid, or any part of it, both within and without the State of Iowa.

#### ARTICLE 4.

The amount of the capital stock of this corporation authorized is Three Hundred Thousand Dollars, divided into three thousand shares of one hundred dollars each and of which two hundred and fifty thousand dollars thereof shall be subscribed for and paid in at the time of the commencement of this corporation, and the remainder thereof shall be paid in when subscribed for and issued.

#### ARTICLE 5.

This corporation shall commence on the thirtieth day of December, 1892, and shall endure and continue for twenty years from that time, but it may, however, be previously dissolved by the vote of the holders of at least two-thirds of the capital stock thereof.

#### ARTICLE 6.

The highest amount of indebtedness or liability to which this corporation is at any time to subject itself is two-thirds the amount of its Capital Stock.

#### ARTICLE 7.

The private property of the members and stockholders of said corporation is, and shall be, exempt from the corporate debts, and from any liability of this corporation.

#### ARTICLE 8.

Section 1. The affairs of this corporation are to be conducted by a Board of five Directors, and by a President, Vice-President, Secretary and Treasurer.

Section 2. The Directors, who shall be stockholders, shall be elected by the stockholders annually at the annual meeting of the stockholders, to be held on the second Wednesday of January in each year as hereinafter provided, except that until the Directors of this corporation to be elected at the annual meeting of the stockholders on the second Wednesday in January, 1894, are elected and enter upon the discharge of their duties, Judson E. Carpenter, George M. Curtis, Charles F. Curtis, Cornelius S. Curtis and Stephen H. Yale shall be the Directors of this corporation.

Section 3. The other officers of the corporation shall be elected by and from the Board of Directors, annually at their first meeting to be held within fifteen days after the annual meeting of the stockholders, except that until the election of officers by the Board of Directors that shall be elected at the annual stockholders meeting to be held on the second Wednesday in January, 1894, George M. Curtis shall be President, Stephen M. Yale shall be Vice-President, Cornelius S. Curtis, Secretary, and Cornelius S. Curtis, Treasurer of this corporation.

#### ARTICLE 9.

There shall be an annual meeting of the stockholders of this corporation on the second Wednesday in January in each year after 1893, at nine o'clock in the forenoon, at the office of the corporation in the City of Clinton, in Clinton County in the State of Iowa, at which time five Directors of the corporation shall be elected and a full report of the affairs and condition of the corporation shall be made by the officers, and such other business transacted as may properly come before the meeting. No notice shall be required to be given of the time of holding such meeting.

#### ARTICLE 10.

Section 1. A special meeting of the stockholders may be held at any time upon the call of the President, at the request of a majority of the Board of Directors, or upon a call of a majority of the Board of Directors, when they may deem the same necessary or advisable, for any purpose.

Section 2. Upon such special meeting being called, it shall be the duty of the Secretary, at least ten days before the time fixed for holding such meeting, to mail to each stockholder appearing on the books of the corporation at his post-office address appearing thereon, a notice specifying the time and place of holding, and the object of such meeting, and no subject shall be voted upon at such meeting other than such as may be mentioned in said notice unless all the stockholders are present or represented at said meeting, either in person or by duly authorized proxy in writing, and then only by the unanimous consent of

Section 3. No business shall be transacted at any special meeting of the stockholders unless a majority of all the stock of the corporation is represented at this meeting by the owners of such stock in person or by authorized proxies in writing.

#### ARTICLE 11.

In all elections of Directors, and in deciding all questions at meeting of stockholders, each stockholder shall be entitled to one vote on each share of stock held by him in this corporation. Stockholders may vote in person or by proxies duly authorized in writing.

#### ARTICLE 12.

The Directors to be elected at the annual stockholders' meeting in January, 1894, and each year thereafter, shall hold their offices for one year and until their successors are elected and enter upon the discharge of their duties.

#### ARTICLE 13.

The Board of Directors are authorized to fill any vacancies in their number which may occur either by resignation or death.

#### ARTICLE 14.

A majority of the Board of Directors shall constitute a quorum to transact business.

#### ARTICLE 15.

Section 1. The Directors elected at each annual stockholders meeting shall meet in said City of Clinton each year within fifteen days after such annual stockholders meeting for organization, and the election of a President, Vice-President, Secretary and Treasurer, of this corporation and for the transaction of such other business as may properly come before such meeting.

Section 2. Such other meetings of the Board of Directors may be held as the President or a majority of the Board of Directors may call from time to time, and upon such meeting, being called, it shall be the duty of the Secretary at least five days before the time of holding the same, to mail to each Director, postage prepaid, a notice stating the time and place of holding such meeting and the object thereof.

Section 3. Such notice may be dispensed with if all the Dir-

ectors shall in writing call or request such meeting to be called. And no notice shall be required to be given of any meeting of the Directors at which all of the Directors are present.

#### ARTICLE 16.

The officers of this corporation shall consist of a President, Vice-President, Secretary and Treasurer, who shall be elected annually by the Board of Directors, at its first meeting and within fifteen days after the annual stockholders meeting and who shall each hold his office for one year and until his successor is elected. The same person may be eligible to and may hold the office of both Secretary and Treasurer at the same time.

#### ARTICLE 17.

The President shall preside at all meetings of the stockholders and Board of Directors, and shall have and exercise all the powers and perform all the duties usually pertaining to the office of President in similar corporations.

#### ARTICLE 18.

The Vice President in the absence of the President or in case of the inability of the President, perform the duties of this office, shall perform all the duties and have and exercise all the powers which are vested in the President.

#### ARTICLE 19.

The Secretary of the corporation shall, under the direction of the Board of Directors, keep a full and faithful record of all proceedings of the stockholders and Board of Directors, give and publish all notices required by law, or by these Articles, or by the By-Laws of this corporation and perform such other duties required by law and these Articles, as properly belong to the office of Secretary.

#### ARTICLE 20.

The Treasurer shall, under and subject to the directions of the Board of Directors, have the care and keeping of the funds of the corporation, and shall keep or cause to be kept, a just and true account of the finances thereof, and shall perform such duties as may be necessary and the Board of Directors may require, for the proper dis-

charge of the duties of such office.

#### ARTICLE 21.

The Board of Directors shall fix the salaries of the general officers of the corporation at their first meeting in each year.

#### ARTICLE 22.

The Board of Directors shall have power to appoint such agents, including a superintendent, and to prescribe the duties thereof, as they may deem necessary in conducting the business of the corporation, but all such appointees shall hold their appointments at the pleasure of the Board.

#### ARTICLE 23.

Section 1. The written evidences of indebtedness of this corporation shall be executed by either the President or the Treasurer or by such other officers and agents as the Board of Directors may authorize.

Section 2. The certificates of stock issued to stockholders shall be signed by the President or Vice-President, and attested by the Secretary under the seal of the corporation.

#### ARTICLE 24.

Section 1. All deeds, mortgages and instruments in writing affecting real estate, that shall be made by the corporation, shall be executed in the name of the corporation by the President, ~~or~~ Vice-President, and attested by the Secretary, under the corporate seal of the corporation.

Section 2. The acknowledgement of the satisfaction of mortgages and other liens, which the corporation may hold or acquire may be made by the President, Vice-President or Treasurer.

Section 3. This corporation shall have a common seal.

#### ARTICLE 25.

The books of the corporation shall show the post-office address of the original stockholders, and upon the transfer of stock the post-office address of the shareholder to whom the stock is transferred shall be entered upon the books of the corporation, and until a written notice is served upon the Secretary of a change of residence the same

shall be deemed the residence and post-office address of such stockholder for the purpose of notice.

ARTICLE 26.

These Articles or any of them may be changed and amended at any regular meeting of the stockholders, or at any meeting of the stockholders specially called for that purpose, by the adoption of a written resolution to that effect by the vote of the holders of at least two-thirds of the capital stock of the corporation.

Adopted and signed by said corporators this 29th day of December, 1892.

(SEAL) Judson E. Carpenter.)  
George M. Curtis. )  
Charles F. Curtis. ) Corporators.  
Cornelius S. Curtis.)  
Stephen M. Yale. )

STATE OF IOWA, ) SS.  
Clinton County. )

Be it remembered that on this 29th day of December, 1892, before the undersigned, a Notary Public, in and for said County, personally appeared Judson E. Carpenter, George M. Crutis, Charles F. Curtis, Cornelius S. Cu rtis and Stephen M. Yale, to me known personally known to be the identical persons whose names are affixed to the above and foregoing instrument and Articles of Incorporation, a corporation, and makers thereof and severally acknowledged the said instrument and Articles of Incorporation to be their voluntary act and deed personally, and as such corporators.

Witness my hand and Notarial Seal by me hereto affixed at my office in said County the day and year first above written.

Jane E. Tuthill.  
Notary Public, as aforesaid.

(Notarial Seal)

STATE OF IOWA, )  
Clinton County. ) : ss.

I, F. J. McLAUGHLIN, County Recorder of said Clinton County, hereby certify, that the within Articles of Incorporation of Curtis & Yale Company were filed in my office for record on this 30th day of December, 1892, at 15 minutes past 11 o'clock in the forenoon thereof, and that the same have been recorded therein in Book No. 2 of Miscellaneous Records on pages 148, 149, 150, 151, 152, 153 and 154.

F. J. McLaughlin,  
County Recorder.  
By John McLaughlin,  
Deputy.

State of Iowa.) ss.

Filed for Record in Office of Secretary of State Jan. 5,  
A. D. 1893, and recorded in Book M-2, page 245.

W. M. McFarland,  
Secretary of State.  
By C.S. Byrkit, Deputy.

STATE OF IDAHO, )  
: SS.  
County of Kootenai.)

I, J. L. Quarles,

County Recorder of Kootenai County, Idaho, do hereby certify that a copy of the Articles of incorporation of CURTIS & YALE COMPANY, a corporation, organized and existing under and by virtue of the laws of the State of Iowa, duly authenticated by the Secretary of State of the State of Iowa, were on the 11<sup>th</sup> day of May, 1905, filed by me in my office and now constitute a part of the records thereof, and that the above and foregoing is a true and correct copy of said authenticated copy so filed.

WITNESS my hand and seal at Rathdrum, Kootenai County, Idaho, this 11<sup>th</sup> day of May, 1905.

J. L. Quarles  
County Recorder

I, **M. B. MARTIN**, Secretary of State of the State of Iowa, do hereby certify that the attached instrument of writing is a true and correct copy of Articles of Incorporation of the Curtis & Yale Company, Clinton, Clinton County, Iowa, as the same appears of record in this office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Secretary of State of the State of Iowa.

Done at Des Moines, the Capital of the State April 19,  
A. D. 1905.

(SEAL)

**M. B. MARTIN**,

Secretary of State,

By **D. A. Hites**, Deputy.