



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

BOISE RECYCLING INCORPORATED

was filed in the office of the Secretary of State on the **first** day of **July** A.D., One Thousand Nine Hundred **seventy-four** and ~~will be~~ duly recorded on ~~Film~~ ~~Nonmicrofilm~~ 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 **Boise, Idaho** in the County of **Ada**

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 **first** day of **July**, A.D., 19 **74**.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION
OF
BOISE RECYCLING INCORPORATED

We, the undersigned, being three natural persons of full age, citizens of the United States and residents of the State of Idaho, have this day voluntarily associated ourselves for the purpose of forming a private corporation under the laws of the State of Idaho, and to that end hereby adopt articles of incorporation as follows:

ARTICLE I

The name of this corporation is BOISE RECYCLING INCORPORATED.

ARTICLE II

The purposes of this corporation are to engage in the business of recycling waste and refuse materials and to engage in any other lawful activities under the Idaho Business Corporation Laws.

ARTICLE III

The duration of the corporation is perpetual.

ARTICLE IV

The location and post office address of the registered office of the corporation in the State of Idaho is 614 Idaho Building, City of Boise, County of Ada, 83702.

ARTICLE V

The total authorized number of par value shares of stock is one thousand (1000). The aggregate par value of the total

authorized number of par value shares is three thousand dollars (\$3,000.00).

ARTICLE VI

Each share of stock shall be entitled to one (1) vote, and each shall have dividend participating rights.

ARTICLE VII

The capitalization of this corporation may be increased or decreased as provided by law, provided that if the capitalization is increased the amendment to the Articles of Incorporation therefor may provide for different classes of stock with such voting or dividend rights or privileges as may be provided in such amendments or amendment.

ARTICLE VIII

If the owner of any capital stock of any kind or class in this corporation shall desire to sell, exchange, or convey said stock it shall first be offered for sale to each and every other person holding stock in this corporation as provided for in the By-Laws and Shareholder Agreement. If after an offer to purchase the stock is rejected by others holding stock in this corporation, the holder of the stock desires to exchange it to parties not owning stock, the sale must be approved by the Board of Directors by a majority vote as provided in the By-Laws and Shareholder Agreements, if any.

ARTICLE IX

The business of the corporation shall be managed and conducted by a Board of at least three directors, the first Board to be elected at the first meeting of the incorporators of this Corporation, and the entire board to be elected annually thereafter by the stockholders of the corporation at the annual meeting of the stockholders of this corporation as may be provided for in the By-Laws

In the election of members of the Board and for all other purposes and items of business the stockholders of this corporation shall each be entitled to one vote for each share of stock of which he is the registered owner at the time of the meeting.

ARTICLE X

The Board of Directors of this corporation may meet and transact the business of this corporation either at the principal place of business of this corporation herein designated, or at such other place as may be at any time determined by the Board of Directors.

ARTICLE XI

The By-Laws of this corporation may be enacted, repealed, amended, or altered at any annual meeting or at any special meeting of the stockholders called for that purpose by a vote representing not less than a majority of the stock subscribed for and issued. Furthermore, the Board of Directors of this corporation shall have the power to repeal, amend, and alter the By-Laws of this corporation by a vote of not less than a majority of the members of the Board; provided that the Board of Directors shall not make or alter any By-Laws fixing the qualifications, term of office or compensation of the members of such board.

ARTICLE XII

No contract or transaction entered into by the corporation shall be affected by the fact that a director of the Corporation was personally interested in it, if, at the meeting of the Board of Directors making, authorizing, or confirming such contract or transaction, the interested director discloses his interest therein and refrains from voting on such contract or transaction, and such contract or transaction is adopted or ratified by a majority of a quorum of the directors present.

ARTICLE XIII

The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of the Corporation may serve or at any time have served as directors or officers of another corporation in which the Corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the Corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, vote of stockholders, or otherwise.

ARTICLE XIV

The Articles of Incorporation of this corporation may be amended in the manner and as authorized by the laws of the State of Idaho.

ARTICLE XV

The name and post office address of each of the incorporators and the number of shares for which each has subscribed are:

<u>Name</u>	<u>Post Office Address</u>	<u>Number of Shares</u>
Lyle L. Sall	1709 Irene Boise, ID 83702	510
Mary Graham	1708 Westland Dr. Boise, ID 83704	250
Ruth Skiles	1004 N. 18th Boise, ID 83702	240

IN WITNESS WHEREOF, we have hereunto set our hands and seals
this 25th day of June, 1974.

Lyle L. Sall
Lyle L. Sall

Mary Graham
Mary Graham

Ruth Skiles
Ruth Skiles

STATE OF IDAHO)
) ss.
County of Ada)

On this 25th day of June, 1974, before me, a Notary Public in and for said state, personally appeared LYLE L. SALL, MARY GRAHAM, and RUTH SKILES, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and acknowledged to me that they executed the same.

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

Douglas E. McClelland
Notary Public for Idaho
Residing at Boise, Idaho

STATE OF IDAHO)
) ss:
County of Ada)

LYLE L. SALL, being first duly sworn on oath, deposes and says:

1. That he is the President and Chief Executive Officer of Boise Recycling Center, Inc., a non-profit corporation organized pursuant to Title 30, Section 117-A of the general laws of the State of Idaho, and that he is authorized and empowered to do all necessary and appropriate acts for and on behalf of said Boise Recycling Center, Inc., including executing a consent to the use of its name.

2. That the said Boise Recycling Center, Inc. has amended its Articles of Incorporation to change its name to Recycling Committee, Inc.

3. That Boise Recycling Incorporated, a corporation organized for profit pursuant to Chapter 1 of Title 30 of the Idaho Code, incorporated by Lyle L. Sall, et al, may use for all purposes the name Boise Recycling Incorporated, and that Recycling Committee, Inc. does hereby consent to the use of said name by Boise Recycling Incorporated.

DATED this 25th day of June, 1974.

Recycling Committee, Inc.

By Lyle L. Sall
Lyle L. Sall, President

SUBSCRIBED and SWORN to before me this 25th day of June, 1974.

Douglas E. McDellave
Notary Public for Idaho
Residing at Boise, Idaho