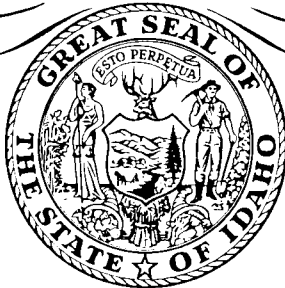


# State of Idaho



## 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

**COCHRANE & SWAN, INC.**

was filed in the office of the Secretary of State on the **Twenty-third** day of **February,** A.D. One Thousand Nine Hundred **Sixty-five** and ~~will be~~ ~~duly recorded on film~~ ~~on~~ **microfilm** 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

**Cataldo**

in the County of

**Kootenai.**

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 **23rd** day of **February**, A.D., 19**65**.

Secretary of State.

## ARTICLES OF INCORPORATION

of

COCHRANE & SWAN, INC.

We, the undersigned, all citizens of the United States of America, of legal age and subscribers to shares of the corporation to be organized pursuant hereto, for the purposes of forming a corporation under the laws of the State of Idaho, do hereby adopt the following

## ARTICLES OF INCORPORATION

### I.

The name of the proposed corporation is COCHRANE & SWAN, INC.

### II.

The purposes of this corporation are to engage in a general timber, logging and sawmill business, to cut, saw, resaw, haul and market at wholesale or retail lumber and lumber products, to purchase or otherwise acquire and to sell or otherwise dispose of logs and timber and lumber products. To purchase, lease, build, construct on or maintain, operate, rent, and sell sawmill and planing mills, to build and construct or acquire equipment and machinery, including trucks necessary to carry on these activities. To engage in the business of hauling and transporting logs, timber, lumber and lumber products and other goods, wares and merchandise for itself or for others, for hire or otherwise by means of trucks, trailers or other forms of automotive and other equipment over public highways or by roads. To construct,

logging spurs, logging and access roads and to acquire machinery and equipment and all things necessary to the full complete operation thereof. To construct and maintain and operate private booms for the booming and wrapping and sorting of logs and other timber products belonging to the corporation and to do such things as are incidental or necessary to the carrying on of these activities. To issue stocks and all bonds, to raise capital to carry out the effect hereof, to own buy, sell, lease, mortgage, pledge and hypothecate or in any way to encumber real and all personal properties. To execute and deliver instruments necessary therefor. To borrow money, to buy, sell, trade or in any way deal with stock of this corporation or any other corporation. To exercise all the powers granted under the provisions of Chapter 30-114 Idaho Code, and to do, act and perform all of said powers for the purposes of carrying out the operation, intent and objectives of this corporation.

### III.

The duration of this corporation shall be perpetual.

### IV.

The location and post office address and the registered office of this corporation shall be Cataldo, Idaho.

### V.

The total number of par value shares authorized is One Hundred Thousand (\$100,000.00) Dollars of total capitalization being represented by one thousand (1,000) shares of common stock having a par value of One Hundred (\$100.00) Dollars per share.

### VI.

The holders of shares of any class of the corporate stock shall have the first right during a reasonable time to be fixed by the Board of

Directors to purchase shares of the same class authorized for sale by the corporation in proportion to the respective holdings or shares of such class at a price to be fixed by the Board of Directors at the time of such offering, but not less than par value.

#### VII.

The names and addresses of the incorporators and the names and classes of shares for which each is a subscriber is as follows:

<u>Name</u>	<u>Address</u>	<u>Number of Shares of Common Stock</u>
Stanley Cochrane	Box 85 Cataldo, Idaho	One
Toini Swan	Cataldo, Idaho	One
Mary Cochrane	Cataldo, Idaho	One

#### VIII.

The following provisions are adopted for the purposes of further defining, limiting and regulating the minutes of the corporation, its directors and stockholders:

(a) The directors may from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books other than the stock ledger of the corporation shall be opened to the inspection of stockholders and those stockholders shall have any right of inspection except such right as is conferred by the statutes of the State of Idaho or expressly authorized by resolution of the Board of Directors.

(b) Both stockholders and directors shall have power, if the by-laws provide, to hold their meetings within or without the State of Idaho, to have one or more officers in addition to

the principal office at Cataldo, Idaho, and to keep the books of the corporation subject to statutory provisions outside the State of Idaho at such places as the Board of Directors may from time to time designate.

(c) The Board of Directors expressly authorize without the assent of said shareholders to make, alter, amend and rescind the by-laws of the corporation or any part or portion thereof, provided, however, that it is not empowered to alter, amend, or rescind any of the by-laws relative to the number of directors of this corporation, their qualifications, the method and manner of voting for their selection, the terms of their offices, or their compensation, and it shall not obligate the shareholders exclusive right to control such matters.

(d) Additional powers may be conferred upon the Board of Directors of the corporation from time to time by the by-laws or by a vote of the majority of the shareholders at a regular or special meeting called for that purpose and any powers so given may be revoked in the same manner except insofar as they may have been exercised before revocation.

(e) Directors and officers of the corporation need not be residents of the State of Idaho, nor shareholders of the corporation.

IN WITNESS WHEREOF, we, being all the incorporators above named, have hereunto set our respective hands and seals this 12<sup>th</sup> day of February, 1965.

Stanley Cochran  
Stanley Cochran

Toini Swan  
Toini Swan

Mary Cochran  
Mary Cochran

SS.

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Stanley Cochran

Toini Swan

Mary Cochran

Notary Public for Idaho.  
Residing at Coeur d'Alene.  
My commission expires: 1-29-66