

FILED AT THE REQUEST OF:
James S. Riley
c/o Riley and Associates, LLC
204 E. Sherman Ave.
Coeur d'Alene, Idaho 83814

11 MAR 17 PM 12:04
SECRETARY OF STATE
STATE OF IDAHO

FILED BY:
Melanie G. Rubocki, Esq.
Perkins Coie LLP
1111 W. Jefferson St., Ste. 500
Boise, Idaho 83702

ARTICLES OF INCORPORATION
OF

IDAHO SFI IMPLEMENTATION COMMITTEE, INC.

The undersigned, in order to form a nonprofit corporation under the provisions of Title 30, Chapter 3, under the Idaho Nonprofit Corporation Act (the "*Act*"), acting as incorporator of Idaho SFI Implementation Committee, Inc. (the "*Corporation*"), hereby adopts and submits the following Articles of Incorporation to the Secretary of State:

ARTICLE 1
NAME

The name of the Corporation shall be "Idaho SFI Implementation Committee, Inc."

ARTICLE 2
PURPOSE

The Corporation is organized exclusively for charitable, scientific, religious, literary or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of future federal tax code (the "*Code*"), including, without limitation, promoting and fostering The Sustainable Forestry Initiative and sustainable forestry practices on all forestlands within the State of Idaho.

ARTICLE 3
REGISTERED AGENT AND REGISTERED OFFICE

The name of the registered agent and address of the registered office for the Corporation are:

| Name | Address |
|----------------|--|
| James S. Riley | c/o Riley and Associates, LLC, 204 E. Sherman Ave., Coeur d'Alene, Idaho 83814 |

IDAHO SECRETARY OF STATE
03/17/2011 05:00
CK: 3560 CT: 143038 BH: 1264773
1 @ 30.00 = 30.00 INC NONP # 2
1 @ 20.00 = 20.00 NON EXPDI # 3

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**ARTICLE 4
BOARD OF DIRECTORS**

The board of directors (the "**Board of Directors**") of the Corporation shall consist of no fewer than three (3) people. The name and addresses of the initial directors are:

| Name | Address |
|------------------|---|
| Barry Dexter | c/o Stimson Lumber Co., 7600 Mineral Ave., Ste. 400, Coeur d'Alene, Idaho 83815 |
| Byron Cannon | c/o Idaho Cedar Sales, P.O. Box 399, Troy, Idaho 83871 |
| Chad Farrell | c/o Clearwater Paper Corporation, 805 Mill Rd., Lewiston, Idaho 83501 |
| David Gabrielsen | c/o Forest Capital Partners, LLC, 687 W. Canfield Ave. Ste. 101, Coeur d'Alene, Idaho 83815 |
| Gary Reeve | c/o Ponderay Newsprint Co., 422767 S.R. 20, Usk, Washington 99180 |
| Kyle Wetmore | c/o Idaho Forest Group, 250 Adams Rd., Orofino, Idaho 83544 |
| Mike Kerttu | c/o Bennett Lumber Products, Inc., P.O. Box 130, Princeton, Idaho 83857 |

**ARTICLE 5
INCORPORATOR**

The name and address of the incorporator is:

| Name | Address |
|----------------|--|
| James S. Riley | c/o Riley and Associates, LLC, 204 E. Sherman Ave., Coeur d'Alene, Idaho 83814 |

**ARTICLE 6
MAILING ADDRESS**

The mailing address of the Corporation shall be: c/o Riley and Associates, LLC, 204 E. Sherman Ave., Coeur d'Alene, Idaho 83814

**ARTICLE 7
VOTING MEMBERS**

The Corporation may have different classes of voting and nonvoting members, determined by and at the discretion of the Board of Directors.

ARTICLE 8 DISSOLUTION

No director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation or the winding up of its affairs. Upon such dissolution or winding up, after paying or making adequate provision for the payment of all the liabilities of the Corporation, all the remaining assets of the Corporation shall be distributed by the Board of Directors, for a purpose or purposes similar to those set forth in Article 2 of these Articles of Incorporation, to any other organization that then qualifies for exemption under the applicable provisions of Code Section 501(c)(3). Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the State of Idaho, exclusively for a Code Section 501(c)(3) purpose or purposes similar to those set forth in Article 2 of these Articles of Incorporation, or to such organization or organizations, as said court shall determine, that are organized and operated for similar Code Section 501(c)(3) purposes.

ARTICLE 9 PROHIBITED ACTIVITIES

(a) No substantial part of the activities of the Corporation shall be devoted to attempting to influence legislation by propaganda or otherwise, except to the extent that an organization exempt from federal income tax under Code Section 501(c)(3) can engage in such activities without incurring any penalties, excise taxes or losing its status as an organization exempt from federal income tax under Code Section 501(c)(3). The Corporation shall not, directly or indirectly, participate in or intervene in (including by the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall not have objectives or engage in activities that characterize it as an "action" organization within the meaning of the Code.

(b) Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Code Section 501(c)(3) or by an organization contributions to which are deductible under Code Section 170(c)(2).


(c) The Corporation is prohibited from engaging in any excess benefit transaction as defined in Code Section 4958(c).

(d) The Corporation is prohibited from engaging in any act of self-dealing as defined in Code Section 4941(d), from retaining any excess business holding as defined in Code Section 4943(c) that would subject the Corporation to tax under Code Section 4943, from making any investments that would subject the Corporation to tax under Code Section 4944, and from making any taxable expenditure as defined in Code Section 4945(d). If Code Section 4942 is deemed applicable to the Corporation, it shall make distributions at such time and in such manner that it is not subject to tax under Code Section 4942.

ARTICLE 10 AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provisions contained herein in any manner now or hereafter prescribed or permitted by statute. All rights of members and directors of the Corporation are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned has subscribed these Articles of Incorporation effective as of the 15th day of March, 2011.


James S. Riley, Incorporator