

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

GARY MEDLEY LOGGING, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: April 26, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Valerie Taylor*

ARTICLES OF INCORPORATION

OF

GARY MEDLEY LOGGING, INC.

KNOW ALL MEN BY THESE PRESENTS:

RECEIVED  
SEC. OF STATE

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That we, the undersigned, persons of the age of twenty-one years, or more, citizens of the United States of America, and residents thereof, for the purpose of forming a corporation pursuant to the laws of the State of Idaho, and for the purpose hereinafter set forth, do hereby adopt Articles of Incorporation as follows:

ARTICLE I.

NAME

The name of this corporation shall be Gary Medley Logging, Inc.

ARTICLE II.

LOCATION, MAILING ADDRESS AND INITIAL REGISTERED AGENT

The location of the registered office of the corporation in the State of Idaho is at 124 Main Street, Orofino, County of Clearwater, State of Idaho. Its corresponding mailing address is P.O. Box 472, Orofino, Idaho 83544. Gary Medley is hereby named as the initial registered agent.

ARTICLE III.

DURATION

The term of existence of this corporation shall be perpetual from the date of filing of the Articles of Incorporation in the office of the secretary of State of the State of Idaho.

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## ARTICLE IV.

### PURPOSES

A. To procure, harvest, manage and sell said timberlands or timber and pursue all endeavors associated therewith in an environmentally sound manner in the State of Idaho or at such place or places as the Board of Directors may from time to time agree upon.

B. To take, lease, purchase or otherwise acquire, and to own, use, hold, sell, convey, exchange, lease, hypothecate, work, improve, develop, divide, and otherwise handle, deal in, consult about and dispose of real estate, real property, and any interest or right therein.

C. To take, purchase, or otherwise acquire, and to own, hold, sell, convey, exchange, hire, lease, pledge, hypothecate, and otherwise deal in, consult about, and dispose of personal property, chattels, chattels real, rights, easements, privileges, chooses in action, notes, bonds, mortgages and securities as may be lawfully acquired, held or disposed of by it under the laws of the State of Idaho.

D. To make and enter into, perform and carry out any and every form and any kind of contract, agreement, and obligation, by or with any person or persons, corporation or corporations, and with or by this corporation, for the erection, construction, alteration, decoration, maintenance, furnishing, equipment, fitting up, improvement, work, development, repair, management or control of any building, hotel, edifice or other construction of any kind and all kinds whatsoever, or any integral part thereof, or for the purchase or sale of any and all materials therefore, upon the property of this corporation or otherwise.

E. To erect, construct, equip, improve, rebuild, enlarge, alter, work, develop, repair, manage, conduct or control buildings, hotels, stores, edifices of any kind, including the erection, construction, building, equipment, improvement, development, management, or control of work of all kinds and character, and the purchase and sale, import and export of all kinds of material for the purposes aforesaid; to convert land into and for roads, streets, and other conveniences; to manufacture, buy, sell, trade, deal in, and consult about all and every kind of material, product, manufactured or unmanufactured iron, steel, glass, lead, wood, brick, cement, granite, stone, and other products and materials, and the manufacture of all kinds of materials and products.

F. To erect, construct, maintain, and equip to buy, own, sell, lease, mortgage, convey, improve, and operate structures, edifices, and buildings of all descriptions.

G. To transact the business of buying and selling, dealing in, consulting about, leasing, exchanging, and managing real estate and any interests therein for its own account or for the account of others; to collect rents and to make repairs and transact the general business of a real estate manager or agent.

H. To lend money for itself or as agent.

I. To carry on the business of developing and improving real property; to lay out for public use roads, streets, avenues or highways, upon or through its lands; to extend, continue or connect such roads, streets, avenues or highways upon or through other real property to be acquired; to lay out and establish such roads, streets, avenues or highways and the extensions, continuations or connections thereof; and to construct drains or sewers, and such bridges or culverts as may be necessary to maintain the grades of or for the extension, continuation or connection of the roads, streets, avenues or highways so laid out.

J. To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign, transfer or otherwise dispose of or to invest, trade, and deal in and with goods, wares, merchandise and real and personal property of every class and description.

K. To make, perform and carry out contracts of every kind and description pertaining to the purposes of this corporation, and for any lawful purpose necessary and expedient thereto, as determined by the board of directors of this corporation, with any firm, person, association or corporation. To borrow or raise money without limit as to amount by negotiable or transferable instruments or otherwise.

L. The purposes for which this corporation is formed is to do any and all things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principal, agent or otherwise, and in furtherance of, and not in limitation of the general powers conferred by the laws of the State of Idaho.

ARTICLE V.

AMOUNT OF CAPITAL STOCK

The total authorized number of par value shares of stock of this corporation is five thousand (\$5,000.00). Each share shall have one (1) vote. The aggregate par value of the total authorized number of par shares of stock is Five Thousand Dollars (\$5,000.00), each share having a par value of One Dollar (\$1.00). Each share shall be common stock and there shall be no preferred stock.

ARTICLE VI.

NAME AND ADDRESS OF INCORPORATOR

The name and mailing address of the incorporator and the number of shares of stock subscribed are as follows:

Gary Medley	P.O. Box 472, Orofino, Idaho 83544	5,000
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ARTICLE VII.

DIRECTORS

The corporation shall have two directors, who shall at all times be citizens of the United States of America. A director shall not be held liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for any breach of the director's duty of loyalty to the corporation or its stockholders, for acts or omission not in good faith or which involve intentional misconduct or a knowing violation of law, for that provided for under 30-1-48, Idaho Code and for any transaction from which the director derived an improper personal benefit. The names

and addresses of those persons who shall manage the business of the corporation until the first shareholder's meeting are:

Gary Medley            P.O. Box 472, Orofino, Idaho 83544

Darrel E. Olson       P.O. Box 1621, Orofino, Idaho 83544

ARTICLE VIII.

PROVISION FOR BY-LAWS

The corporation shall be governed by a duly adopted code of by-laws which shall not be inconsistent with these Articles nor inconsistent with the laws of the State of Idaho subsequent to the issuance of the certificate of incorporation by the Secretary of State.

ARTICLE IX.

AMENDMENT OF ARTICLES OF INCORPORATION

These articles of incorporation may be amended by a majority vote of the issued stock at a regular meeting, or at a special meeting called for that purpose by a majority of the board of directors, after thirty (30) days written notice to all shareholders, which notice shall be in conformance with the statutes of the State of Idaho.

IN WITNESS WHEREOF, we, the undersigned, being all of the incorporators above named, have hereunto set our hands and seals this 14<sup>th</sup> day of April, 1993.

  
\_\_\_\_\_  
Gary Medley

  
\_\_\_\_\_  
Darrel E. Olson

STATE OF IDAHO            )  
                                  )  
County of Clearwater    )    ss.

On this 14<sup>th</sup> day of April, 1993, before me, the undersigned, a notary public in and for the State of Idaho, personally appeared Gary Medley and Darrel E. Olson, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they signed the same.

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

  
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Notary Public  
In and for the State of Idaho.  
Residing at Orofino, Idaho.  
My commission expires: 3/2/99