

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

BATTLE RIDGE LAND AND TIMBER COMPANY

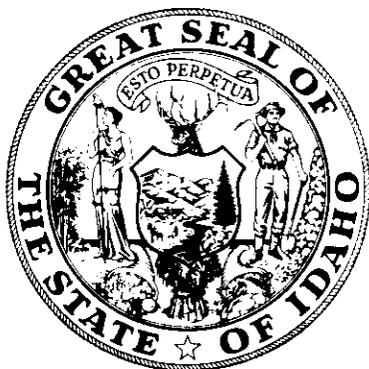
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

BATTLE RIDGE LAND AND TIMBER COMPANY

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: May 13, 1932



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
BATTLE RIDGE LAND AND TIMBER COMPANY

KNOW ALL PERSONS BY THESE PRESENTS, that we, the undersigned, DONALD R. BLEWETT, LARRY HOUSTON, FRANK HILL, JOHN M. WININGER and GEORGIA L. WININGER, being five (5) natural persons of full age, who are citizens of the United States, have this day associated themselves voluntarily for the purposes of forming a private, domestic corporation under the laws of the state of Idaho, and to that end hereby adopt Articles of Incorporation as follows:

FIRST: Corporate Name: The name of this corporation shall be Battle Ridge Land and Timber Company.

SECOND: Corporate Existence: The period of existence and duration of this corporation shall be perpetual.

THIRD: Registered Office and Registered Agent: The location of the registered office of this corporation shall be in care of the Crossroads Cafe and Lounge, 622 West Main, Grangeville, Idaho 83530, with the registered office of said corporation being at the same address. The registered agent to accept process pursuant to law shall be John M. Wininger, whose address and mailing address shall be the same as set forth in this paragraph.

FOURTH: Corporate Purposes: The nature of the business, objects and purposes of this business to be transacted, promoted and carried on are to do any or all of the following things herein mentioned as fully and to the same extent as natural persons might or could do in any part of the world, viz:

1. To purchase, own, mortgage and otherwise fully develop real estate of all kinds, characters and descriptions within the state of Idaho, or within any other state in which the corporation might qualify to do business. That, upon such land, the corporation shall be authorized to put such property to any use that shall be lawful, which uses shall include, but not be limited

to, farming, the development of hydroelectric power, general ranching, and all kinds and descriptions of development.

2. To engage in the timbering industry on properties owned, rented, or in which the company shall have a proprietary interest, including logging, sale of timber or timber products of all kinds and descriptions whatever.

3. To engage in the ownership of any transportation materials and implements, including, but not limited to, airplanes, vehicles, boats or any other transportation means which might further the interests of the corporation in all respects, and to develop any such transportation means for profit. Included within the use for transportation shall be the ownership in investments of aircraft of all types for renting and resale for all commercial purposes usually associated with aircraft. The use that such aircraft might be put to shall be any legitimate use, including, but not limited to, recreational use, agricultural use or any other type of use.

4. To buy, trade, manufacture, deal in and with goods, wares and merchandise of every kind and nature, and to deal in livestock of any kind or description, whether it be as wholesaler, retailer, grower or for any other purpose.

5. Furthermore, the corporation shall have the power to do all things necessary and incidental to all of the purposes and things set forth in the preceding paragraph as may be permitted under the laws of the state of Idaho, and as may be deemed necessary and reasonable by the corporate board of directors; to have and to exercise all the powers now or hereinafter conferred by the laws of the state of Idaho, upon corporations organized pursuant to the laws under which this corporation is organized and any and all acts amendatory thereof and supplemental thereto.

Furthermore, the corporation shall have the following specific powers:

To invest the assets of the corporation in property of every kind and character, real, personal, or mixed, tangible or intangible, wherever situated and however held, including, but

not limited to, money, choses in action, securities, stocks, bonds, warrants, mortgages, notes and other obligations and evidences of interest indebtedness of any person, firm or corporation, foreign or domestic, or any government or subdivision or agency thereof; the corporation shall have the power to deal in real estate of all forms regardless of whether it be the leasing, outright ownership, investing in, or sale of any real property wherever situated; the corporation shall have the power to hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others; the corporation shall also have the power to let concessions to others to do any of the things that this corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm, association or corporation, or any government or authority to subdivision or agency thereof.

Nothing herein contained shall be construed as giving the corporation any rights, powers, or privileges not permitted to it by law, but the occurrence in any of the foregoing clauses of this article of any purpose, power, or object prohibited by the laws of the state of Idaho, or the laws of the United States of America, or any other state or district, in which the corporation may carry on business shall not invalidate any other purpose, power, or object not prohibited, by reason of contiguity or apparent association therewith.

Furthermore, the corporation shall have the power to acquire, make payment therefor, in cash, for the stocks or bonds of this corporation or by undertaking or by assuming any obligations and liabilities of the transferor, or in any other way, goodwill, rights and property, the whole or any part of the assets, tangible or intangible, and to undertake or sue the liabilities of any person, firm, association or corporation; and to hold or in any manner dispose of the whole or any part of the business so acquired and to exercise all of the powers necessary or

convenient for the conduct and management thereof.

FIFTH: The Corporate Stock: The capital stock of this corporation shall be Twenty-Five Thousand Dollars (\$25,000) divided into Two Hundred Fifty (250) shares of stock of par value of One Hundred Dollars (\$100) per share. No distinction shall exist between the shares of this corporation and all such shares shall have the same right in the corporation.

SIXTH: Capitalization: All or any portion of the capital stock may be issued for cash or payment for real or personal property, services, or any other right or thing of value, for the uses of the corporation, and when so issued shall become and be fully paid, the same as though paid for in cash at par; and the directors shall be the sole judges of value of any property, thing or right acquired in exchange for the capital stock.

SEVENTH: Increased Capitalization: From time to time the capital stock may be increased according to law and may be issued in such amounts and proportioned as shall be determined by the board of directors and may be permitted by law.

EIGHTH: Incorporators: The name and post office address of each of the incorporators and a statement of the number of shares subscribed for each is as follows:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>	<u>Amount</u>
Donald R. Blewett	212½ S. 5th Craigmont, ID 83523	2	\$200
Larry Houston	315 Villard Craigmont, ID 83523	2	\$200
Frank Hill	P. O. Box 112 Grangeville, ID 83530	2	\$200
John M. Wininger	622 West Main Grangeville, ID 83530	1	\$100
Georgia M. Wininger	622 West Main Grangeville, ID 83530	1	\$100

NINTH: Initial Board of Directors: The number of directors constituting the initial board of directors of the corporation is five (5), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Donald R. Blewett	212½ S. 5th	Craigmont, ID 83523
Larry Houston	315 Villard	Craigmont, ID 83523
Frank Hill	P. O. Box 112	Grangeville, ID 83530
John M. Wininger	622 West Main	Grangeville, ID 83530
Georgia M. Wininger	622 West Main	Grangeville, ID 83530

TENTH: Amendment of Articles: This corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by the laws of the state of Idaho, and all rights conferred upon stockholders herein are granted, subject to this resolution.

ELEVENTH: Limitation of Liability: The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

TWELFTH: Directors' Powers: In addition to all powers of authorized corporations organized under the laws of the state of Idaho, the board of directors are specifically authorized to:

1. To make any alternate bylaws of this corporation, to fix the amount to be reserved as working capital over and above its capital stock paid in, and to authorize and to cause to be executed mortgages and liens upon real property and personal property of this corporation.

2. Pursuant to the affirmative vote of seventy-five percent (75%) of the issued and outstanding stock, or when authorized by the written consent of seventy-five percent (75%) of the holder of the stock, issued and outstanding, the board of directors shall have the authority at any meeting to sell, lease, or exchange all of the property and assets of this corporation, including its good will and corporate franchise, and upon such

