

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

SALMON POINT DEVELOPMENT, 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: February 22, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Dale Danner*

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ARTICLES OF INCORPORATION

OF

SALMON POINT DEVELOPMENT, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, RONALD BATH and TERRI BATH, each being of natural age and acting as incorporators of the above named corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

I.

The name of this corporation shall be SALMON POINT DEVELOPMENT, INC.

II.

The period of existence and duration of the life of this corporation shall be perpetual.

III.

The location of the registered office of this corporation shall be 1 Lodge Street, Riggins, Idaho County, State of Idaho, and the address of the registered office of the corporation shall be the same.

IV.

The nature of the business and the objectives and purposes to be transacted, promoted and carried out are to do any or all things herein mentioned as fully and to the same extent as natural persons might or could do, in any part of the world, viz:

To purchase real estate, land, interest in land, interest in buildings or improvements located upon land, timber and growing crops of every kind and description and to acquire such real estate

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1 by purchase or trade and to carry on the business of brokers,
2 dealers and/or financial agents and all transactions relating to
3 the sale, transfer or exchange of every kind and description of
4 real estate land or anything affixed or a part thereof, including
5 lumber, timber, or any type of forest products and to subdivide,
6 sell, apportion and develop for the purpose of resale and the
7 building of residential or recreational property of any kind and
8 description and to do and carry on all other transactions and
9 negotiations in any way by cash sales, installment sales, or any
10 other method whether on commission or otherwise relating to such
11 business and to further carry on the business of lumber and timber
12 brokers in all branches of the industry related thereto.

13 To do a general business as commission merchants, buying and
14 selling agents, and factor in the manner and to the same extent as
15 natural persons could do; to buy, sell, and otherwise deal in any
16 land, real estate, timber, lumber or any forest products, build-
17 ings, improvements, lots, subdivisions, or similar or related thing
18 within and without the United States.

19 To make and enter into all kinds of contracts, agreements and
20 obligations by or with any person or persons, corporation or
21 corporations, partnership or any business entity for the purchas-
22 ing, acquiring, holding and selling or otherwise disposing of,
23 either as principal or agent, upon commission or otherwise, all
24 land, real estate, lots, subdivisions, improvements, buildings,
25 timber, lumber and related forest products within or without the
26 United States;

27 To carry on and undertake any business, undertaking, transac-
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tion or operation commonly carried on or undertaken by merchants, commission men, factors, importers, manufacturers, agents and exporters, and in the course of such business to draw, accept, endorse, acquire and sell all or any negotiable or transferable instruments and securities.

To act as agent or representative of owners or other persons or corporations having or claiming to have any interest in land, real estate, lots, subdivisions, improvements, buildings, timber, lumber or related forest products.

To enter into, make and perform and carry out contracts of every sort and kind with any person, firm, association or corporation, municipality, body public, country, territory, district, state and government.

To purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by, any other corporation or corporations organized under the laws of this state or any other state, country, nation or government, and whiled the owner thereof, to exercise all the rights, powers and privileges of ownership.

To apply for, secure, acquire by assignment, transfer, purchase or otherwise, and to exercise, carry out and enjoy any charter, license, power, authority, franchise, concessions, rights, or privileges, which any government or authority or any corporation or other public body may be empowered to grant; and to pay for, aid in and contribute toward carrying the same into effect, and to appropriate any of the corporation's shares of stocks, bonds and

1 assets to defray the necessary costs, charges and expenses thereof.
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3 To acquire, and pay for in cash, stock or bonds of this
4 corporation or otherwise, the good will, rights, assets and
5 property and to undertake or assume the whole or any part of the
6 obligations or liabilities of any person, firm, association or
7 corporation.

8 To draw, make, accept, endorse, discount, execute and issue
9 promissory notes, bills of exchange and other negotiable or
10 transferable instruments.

11 In the purchase or acquisition of property, business, rights,
12 or franchises, or for additional working capital, or any other
13 object in or about its business or affairs, and without limit as to
14 amount, incur debts and to raise, borrow and secure the payment of
15 money in any lawful manner, including the issue and sale or other
16 disposition of bonds, debentures, obligations, negotiable and
17 transferable instruments and evidence of indebtedness of all kinds,
18 whether secured by mortgage, pledge, deed of trust or otherwise;

19 To carry on any other business which may seem to the corpora-
20 tion capable of being conveniently carried on in connection with
21 its business or calculated directly or indirectly to enhance the
22 value of or render profitable any of the corporation's property or
23 rights.

24 The said corporation may perform any part of its business
25 outside the State of Idaho, in the other states, in the District of
26 Columbia, territories or possessions, or dependencies of the United
27 States.

28 To do each and every thing necessary, suitable, useful or

advisable for the accomplishment of any one or more of the said objects or which shall, at any time, appear to be conducive to or expedient for the benefit of said corporation in connection therewith.

To do each and all things set forth herein to the same extent and as fully as natural persons might or could do in the State of Idaho, and in any other state, country or place.

The foregoing clauses shall be construed as objects, purposes and powers; and it is hereby expressly provided that any enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by laws of the State of Idaho upon corporations.

v.

In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized;

To make and alter by-laws 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 cause to be executed mortgages and liens upon the real and personal property of this corporation.

If the by-laws so provided, to designate two or more of its members to constitute an executive committee, which committee shall for the time being, as provided in said resolution or in the by-laws of this corporation, have and exercise any or all of the powers of the board of directors in the management of the business and affairs of this corporation, and have power to authorize the

1 sale of this corporation to be affixed to all papers which may
2 require it.

3 Pursuant to the affirmative vote of the holders of at least a
4 majority of the stock issued and outstanding, having voting power,
5 given at a stockholders meeting duly called for that purpose, or
6 when authorized by the written consent of at least a majority of
7 the holders of the voting stock issued and outstanding, the board
8 of directors shall have power and authority at any meeting to sell,
9 lease or exchange all of the property and assets of this corpora-
10 tion, including its good will and its corporate franchises, upon
11 such terms and conditions as its board of directors deem expedient
12 and for the best interest of the corporation.

13 This corporation may in its by-laws confer powers upon its
14 directors in addition to the foregoing, and in addition to the
15 powers and authorities expressly conferred upon them by statute.

16 VI.

17 The capital stock of this corporation shall be ONE HUNDRED
18 THOUSAND DOLLARS (\$100,000.00), divided into ONE HUNDRED (100)
19 shares with a par value of ONE THOUSAND DOLLARS (\$1,000.00) each.
20 No distinction shall exist between the shares of this corporation
21 and all such shares shall have the same rights in the corporation.

22 VII.

23 All or any portion of the capital stock may be issued for cash
24 or in payment for real or personal property, services or any other
25 right or thing of value, for the uses and purposes of the corpora-
26 tion and when so issued shall become and be fully paid, the same as
27 though paid for in cash at par; and the directors shall be the sole
28

judges of the value of any property, right, or thing acquired in exchange for capital stock.

VIII.

From time to time the capital stock may be increased according to laws, and may be issued in such amounts and proportions as shall be determined by the board of directors, and as may be permitted by law.

IX.

The private property of the stockholders shall not be subject to the payment of corporate debts to any extend whatsoever.

2

The address of the initial registered office of the corporation is 1 Lodge Street, Riggins, Idaho County, State of Idaho, and the name of its initial registered agent is RONALD BATH, 904 North Macarthur, Riggins, Idaho County, Idaho.

XI.

The number of directors constituting the initial board of directors of the corporation is two (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

Ronald Bath
904 North Macarthur
Riggins, ID

Terri Bath
904 North Macarthur
Riggins, ID

The addresses of the incorporators are:

Ronald Bath
904 North Macarthur
Riggins, ID

Terri Bath
904 North Macarthur
Riggins, ID

This corporation reserves the right to amend, alter, change or

1 repeal any provisions contained in this certificate of incorpora-
2 tion in the manner now or hereafter prescribed by statute, and all
3 right conferred upon stockholders herein are granted, subject to
4 this reservation.

5 WE, THE UNDERSIGNED, being the incorporators hereinbefore
6 named for the purpose of forming a corporation to do business both
7 within and without the State of Idaho, and in pursuance of the laws
8 of the State of Idaho, do make, and file these Articles of
9 Incorporation, hereby declaring and certifying that the facts
10 herein stated are true, and accordingly, have hereunto set our
11 hands and seals this 31st day of January, 1994.



RONALD BATH



TERRI BATH

14 STATE OF IDAHO)
15 ss.
County of IDAHO)

16 On this 31 day of January, 1994, before me, the undersigned,
17 a Notary Public in and for the State of Idaho, personally appeared
18 RONALD BATH and TERRI BATH, husband and wife, known to me to be the
19 persons whose names are subscribed to the within and foregoing
instrument, and acknowledged to me that they executed the same.

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



22 Dolina C. Dice
23 Notary Public in and for the
24 State of Idaho; Residing at
25 Grangeville, therein.
26 My commission expires: 1-18-2000