

**ARTICLES OF INCORPORATION**  
**OF**  
**FOREST ENHANCEMENT, INC.**

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For the purposes of forming a corporation under and pursuant to the General Business Corporation Act of Idaho, as provided by Title 30, Chapter 1, Idaho Code, the undersigned person, who is of legal age hereby adopts the following Articles of Incorporation.

**ARTICLE I**

**NAME.** The name of the corporation is FOREST ENHANCEMENT, INC.

**ARTICLE II**

**REGISTERED OFFICE AND AGENT.** The corporate initial registered office in the State is:

River Lot #11  
South Riley Creek Road  
Laclede, ID 83841.

The initial agent in compliance with the statutes is Tim Rickard, whose address is:

P.O. Box 0202  
Laclede, ID 83841

**ARTICLE III**

**DURATION.** The period of duration for this corporation shall be perpetual.

**ARTICLE IV**

**PURPOSE.** The purpose for which this corporation is organized is to include the transaction of any and all lawful business for

which a corporation may be permitted to engage, as is defined by § 30-1-4, Idaho Code, and to particularly engage in the business of buying, selling, marketing, manufacturing, sawing and harvesting timber and timber products; buying and selling land; to engage in the manufacture and the sale and marketing of wood and wood products; and all allied or related businesses that are associated and/or inherently connected therewith.

#### ARTICLE V

**CAPITAL STOCK.** The capital stock of this corporation shall be of one class, being common stock. All common stock, as issued by the corporation, shall have equal voting rights; shareholder preemptive rights as defined by § 30-1-26, Idaho Code; subject to those restrictions on transfers of shares as is authorized and permitted by § 30-1-23(a), Idaho Code.

All stock issued by the corporation shall be non-assessable.

#### ARTICLE VI

**SHARES.** The aggregate number of shares which the corporation shall have authority to issue shall be common stock, having a par value of ONE HUNDRED DOLLARS (\$100.00) per share, and as represented by ONE THOUSAND (1,000) total authorized shares; totaling a capital for the corporation of a value of ONE HUNDRED THOUSAND DOLLARS (\$100,000.00).

#### ARTICLE VII

**NAME OF INCORPORATOR.** The name of the Incorporator of the

corporation, pursuant to § 30-1-53, Idaho Code, shall be Tim Rickard, whose address is:

Riley Creek Road  
P. O. Box 0202  
Laclede, ID 83841.

#### ARTICLE VIII

**LIABILITIES.** The private property of a shareholder of this corporation is not subject to the payment of any corporate debts, corporate liabilities or corporate obligations except to the extent there is existent any unpaid balance of subscriptions for shares in the corporation.

#### ARTICLE IX

**DIRECTORS.** The number of directors constituting the initial Board of Directors and their names and addresses who shall serve until the First Annual Meeting of Shareholders or until their successors are duly elected and qualified are as follows:

Tim Rickard	Riley Creek Road P.O. Box 0202 Laclede, ID 83841
Sheryl Rickard	Riley Creek Road P.O. Box 0202 Laclede, ID 83841
Elmer Kraft	1358 Meadowlark Lane Big Arm, MT 59910.

#### ARTICLE X

**VOTING.** In all elections of directors of this corporation, each shareholder shall have the right to cast as many votes as equal the number of shares held by the shareholder, multiplied by

the number of directors to be elected, and the shareholder may cast all of such votes for a single director or may distribute them among the number of directors to be elected, or any two or more of them as such shareholder shall seem and deem fit.

This Article may be amended only by a vote of the shareholders at a duly called meeting comprising not less than two-thirds (2/3) of the ownership of outstanding shares of stock of the corporation.

#### ARTICLE XI

**TAXES.** In the event the stockholders of the corporation ever elect to be taxed pursuant to the S Corporation provisions of the Internal Revenue Code of 1986, as amended, then to the extent allowed by law, the corporation and the Board of Directors will each year, on or before the due date for estimated payments of federal and applicable state and local income taxes pay to the shareholders, by way of salary, bonus, dividend or otherwise sufficient monies for each stockholder to pay the federal and applicable state and local income taxes due for the applicable time period in the event of an election. Neither any shareholder, nor any of the officers of the corporation may, without the prior written consent of the holders of records, of more than sixty percent (60%) of the then outstanding shares of stock in the corporation, make or effect any transfer of any shares of stock in the corporation that would cause a termination or invalidation of the election, or be in violation of any agreement by the sharehold-

ers of options by the corporation or among shareholders to acquire and purchase the stock as is desired by any shareholder or shareholders to be sold.

#### ARTICLE XII


**BREACH.** Pursuant to the provisions of § 30-1-54(2), Idaho Code, the Board of Directors of the corporation may adopt and enact, in conformity with the statutes of the State of Idaho, provisions that relate to the personal liability of a director to the corporation or to any shareholder or stockholder for monetary damages for breach of fiduciary duty as a director, as is permitted or allowed by the statute above defined.

#### ARTICLE XIII

**BYLAWS.** The Board of Directors of the corporation shall be empowered by a majority vote to adopt Bylaws for and on behalf of the corporation, and to amend, repeal or restate any Bylaws of the corporation as is authorized pursuant to § 30-1-27, Idaho Code.

The Bylaws, as adopted, shall provide in conformity with § 30-1-28, Idaho Code, the fixation of the Annual Meeting of shareholders.

The undersigned Incorporator, has this date, executed these Articles of Incorporation, in conformity with the statutes of the State of Idaho on the 24<sup>th</sup> day of July, 1997.

  
Incorporator

STATE OF IDAHO                    )  
  : ss.  
County of Bonner)

On this 24<sup>th</sup> day of July, 1997, before me  
Sharon Beeman, the undersigned Notary Public, personally  
appeared Tim Rickard, known or identified to me to  
be the person whose name is subscribed to the within instrument as  
Incorporator, and acknowledged to me that he executed the same as  
such Incorporator.

(SEAL)

Sharon D. Beeman  
Notary Public for Idaho  
Residing at Sandpoint  
Commission Expires 1/3/2003