

ARTICLES OF INCORPORATION

OF

WESTERN LAND COMPANY,

LIMITED.

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KNOW ALL MEN BY THESE PRESENTS, that we whose names are hereunto subscribed, have agreed to and do hereby associate ourselves together, under the Constitution and General Laws of the State of Minnesota, and more particularly under the provisions of Title 2 of Chapter 34 of the General Statutes of said State, of the revision of 1878, and the laws amendatory thereof and supplementary thereto, as a corporation, under the name and for the purposes hereinafter set forth, and to that end do hereby adopt the following, ARTICLES OF INCORPORATION:

ARTICLE I.

The name of this corporation shall be WESTERN LAND COMPANY, LIMITED, and the general nature of its business shall be to acquire timber and timber lands, to log the same and to manufacture lumber, shingles, lath and all other timber and lumber products; to purchase, construct, own and operate saw mills and ~~planing~~ planing mills, and any other machinery or equipment incident to the conduct of such manufacturing business; to sell and dispose of any thereof, and the products thereof; to purchase, handle and dispose of lumber, timber, timber lands and lumber products; to acquire, own and hold stocks and bonds of any other corporation or corporations, which may be deemed for the advantage of this corporation in the conduct of its business, and to sell and dispose of same; to purchase, hold, lease, sell, dispose of and deal in lands, tenements and hereditaments, real, personal and mixed property; to colonize lands, to sell lands to actual settlers; to plat lands in ^{to} townsites and to improve, sell, lease and dispose of the same, or parcels thereof and to develop and improve the facilities and resources of the territory in which the said corporation operates, and to do all things necessary or incidental to any of said business, any or all of said business to be carried on in the State of Minnesota and ~~in~~ in the State of Idaho,

or in any other of the northwestern states, territories or provinces, and the principal place of transacting the business of said corporation shall be in the City of Duluth, in the County of St. Louis and State of Minnesota, with such branch offices at such other points or places as may from time to time be determined by the management of said corporation.

ARTICLE II.

The time of the commencement of this corporation shall be the first day of June, 1905, and the period of its continuance shall be thirty (30) years;

ARTICLE III.

The amount of the capital stock of this corporation shall be One Hundred Thousand Dollars (\$100,000), and the same shall be sold only at par, either for cash or for property and things of value deemed by the Board of Directors to be equivalent thereto, such determination by the board of directors to be deemed final and binding upon all parties in interest.

The capital stock of this corporation shall be paid in full at or before the time of the commencement of business.

ARTICLE IV.

The highest amount of indebtedness to which this corporation shall at any time be subject is the sum of One Hundred ^{thousand} Dollars (\$100,000).

ARTICLE V.

The names and places of residence of ^{the} persons forming this association for the purposes of incorporation, are as follows:

H. J. Conner, Residing at Superior, Wisconsin.

J. P. McDonald, Residing at Duluth, Minnesota.

Henry Maxemter, Residing at Duluth, Minnesota.

ARTICLE VI.

The government of this corporation and the conduct and management of its affairs is hereby vested in a board of five directors, who shall all be stockholders, and, except as herein, provided, shall be elected by the stockholders at their annual meeting on

the first Monday ⁱⁿ of June ^{of} in each year, and who shall, within ten days thereafter, elect from their ^{own} number the following officers: A president, a vice president, a secretary and ^a treasurer.

The first annual meeting of this corporation shall be held on the first Monday ⁱⁿ of June, 1905, and until such time and such directors have been elected and qualified, the following persons shall be and constitute the board of directors of this corporation: James J. Turrish, H. J. Conner, J. P. McDonald, Henry Maxeiner and F. E. Maxeiner. And until such annual meeting is held and the directors thereat chosen shall elect officers, as hereinbefore provided, and until such officers shall have been duly elected and qualified, the general officers of this corporation shall be as follows; James J. Turrish, President; H. J. Conner, Vice President; J. P. McDonald, Treasurer; and Henry Maxeiner, Secretary.

The office of Treasurer may be held by any other officer of this corporation and the holders of the offices of Secretary and Treasurer may or may not be members of the board of directors.

The officers and directors of this corporation, except those herein designated to act as such in the first instance, shall hold office for the period of one year, or until their successors are elected and qualified, and in case any vacancy occurs in any of the offices or in the membership of the board of directors of this corporation, the same shall be filled by the board of directors until the next annual meeting and until such vacancies shall be filled by election held in accordance with these articles and such by-laws as may be adopted, providing for elections.

The Board of Directors of this corporation shall adopt and is hereby authorized to adopt, such by-laws, rules and regulations for the corporation and the management of its business, not inconsistent with these articles or with the constitution and laws of the State of Minnesota, as it may deem needful for the government of the officer and the conduct of the affairs of the corporation, and may create such other offices in addition to those

herein provided, as may from time to time be deemed necessary for the advantageous conduct of the business of the corporation, and may fill such offices as it may so create, and may abolish and discontinue such offices so created at will. The board of directors may also whenever it deems the same advisable create and appoint an executive committee, consisting of at least three members of the board, for the purpose of transacting the business and exercising the ordinary powers of the board when the board is not in session.

The board of directors may also fix the compensation to be paid to any officers or employes of this corporation, and cause the same to be paid from the funds of the corporation applicable thereto, in accordance with such regulations and by-laws as may be adopted by the board.

The board of directors shall also have the power, when in its judgement cause exists, to remove any officers of this corporation from their positions and to declare the offices vacant.

ARTICLE VII.

The capital stock of this corporation is divided into one thousand shares of One Hundred Dollars each.

IN TESTIMONY WHEREOF, the parties hereto have hereunto set their hands and seals all this eighteenth day of May, A. D. 1905.

H. J. Conner, (Seal)

J. P. McDonald (Seal)

Henry Maxeffer, (Seal)

Signed and Sealed

IN PRESENCE OF

J. L. Washburn.

L. I. Feetham.

State of Minnesota,
County of St. Louis.

On this 18th., day of May, 1905, before me, a Notary Public within and for said County, personally appeared H. J. Conner,

J. P. McDonald and Henry Maxⁱⁿer, to me well known to be the same persons described in and who executed the foregoing articles of incorporation and they acknowledged that they executed the same as their free act and deed, for the uses and purposes therein expressed.

J. L. Washburn.

Notary Public, St. Louis Co., Minn.

(Notarial Seal).

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State of Minnesota,
Department of State.

I hereby certify that the within instrument was filed for record in this office on the 19th., day of May, 1905, at 9 o'clock a. m., and was duly recorded in book J 3 of incorporations, on page 580.

P. E. [REDACTED]
Secretary of State.

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OFFICE OF REGISTER OF DEEDS.

State of Minnesota,
County of St. Louis. ss.

I hereby certify that the within instrument was filed in this office for record May 25, 1905, at 9.30 a. m., and was duly recorded in book 3 of Misc., page 375.

M. C. Palmer,
Register of Deeds.

By Thos. Clark,
Deputy.

UNITED STATES OF AMERICA.

STATE OF MINNESOTA,

DEPARTMENT OF STATE



I, P. E. Hanson, Secretary of State
of the State of Minnesota

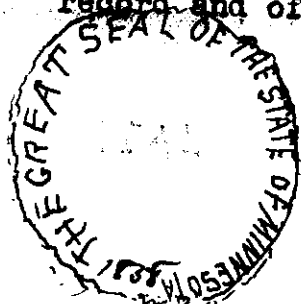
do hereby certify that I have compared the annexed copy with
record of the original instrument-----

in my office of Articles of Incorporation of the Western Land
Company Limited filed for record May 12-1905-----

and that said copy is a true and correct transcript of said
record and of the whole thereof

In Testimony Whereof I have hereunto set my
hand and affixed the Great Seal of the State
at the Capital in Saint Paul this 27th day
of June A. D. ~~nineteen~~ hundred and five

P. E. Hanson
Secretary of State



(Endorsed)

CERTIFIED COPY
of
ARTS. OF INCORPORATION
of
WESTERN LAND CO. LTD.

State of Idaho,)
County of Latah.)ss

I hereby certify that the within instrument was filed on the 11th day of July 1905 at 10:45 o'clock A.M. Request of Wm.M.Morgan.

Axel P. Ramstedt,

Fee 50 ¢

County Recorder

36868

By G.F. Walker Deputy.

S ----- E
: Auditor and Recorder :
: Latah County, Idaho :
A ----- J,

County of Latah, } SS. I, AXEL P. RAMSTEDT, Ex-officio Auditor and Recorder, in and for said county and state, do hereby certify that the above and foregoing is a full, true and correct copy of a Certified Copy of Articles of Incorporation of Western Land Company, Limited as the same appears on file in my office at Moscow, volume _____.

IN WITNESS WHEREOF, I have herunto set my hand and affixed my official seal at Moscow, Idaho, this 11th day of July A. D. 1905.

G.F. Walker

Deputy.

Axel P. Ramstedt
Ex-officio Auditor and Recorder