

### CERTIFICATE OF INCORPORATION

I, JAS H. YOUNG, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

### IDAHO BOX AND LUMBER CO., INC.

23rd was filed in the office of the Secretary of State on the day Fifty-eight **April** and A.D. One Thousand Nine Hundred ofduly recorded on Film No.  $^{102}$ of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code. I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for fifty years existence from the date hereof, with its registered office in this State located at Canyon in the County of

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this 23rd day of April ,

A.D., 19 58 .

Secretary of State.

#### ARTICLES OF INCORPORATION

OF

IDAHO BOX AND LUMBER CO., INC.

\* \* \* \* \* \* \*

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, three or more natural persons of full age, at least two-thirds of whom are citizens of the United States or of its territories, incorporated or unincorporated, or possessions, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and do hereby certify, adopt, sign and acknowledge these Articles of Incorporation as follows:

## ARTICLE I.

That the name of this corporation shall be: "IDAHO BOX AND LUMBER CO., INC."

### ARTICLE II.

That the corporate existence of this corporation shall be fifty years.

# ARTICLE III.

That the place where the principal business of this corporation shall be transacted is Nampa, Canyon County, Idaho, and the location and Post Office address of its registered office shall be in Nampa, Canyon County, Idaho; meetings of the stock-holders and of directors may be held either within or without the State of Idaho.

### ARTICLE IV.

That the purposes for which this corporation is formed are as follows:

(1) To own, operate, and conduct a general box manufacturing plant or plants within the State of Idaho, United States of America, or any foreign country.

- (2) To buy, sell or manufacture wooden boxes or any other lumber products in connection therewith at either a retail or wholesale trade.
- (3) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.
- of the corporation, and from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidence of indebtedness, and to secure the payment of any thereof and of the interest therein by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the Corporation, whether at the time owned or thereafter acquired and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.
- any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any of the States, Districts, Territories or Colonies of the United States, and in any and all foreign countries, subject to the laws of such State, District, territory, colony or country.
- (6) In general, to carry on any other business in connection with the foregoing, and to have and to exercise all the powers conferred by law on corporations organized under the laws of Idaho, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any

other clause in these articles of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regard as independent objects and purposes.

# ARTICLE V.

The total number of shares of stock which the corporation shall have authority to issue shall be Two Hundred Fifty of the par value of \$100.00 per share, amounting in the aggregate to Twenty Five Thousand Dollars (\$25,000.00). All said shares shall be of the same class and shall be known as Common Stock.

## ARTICLE VI.

The names and post office addresses of the subscribers and the number of shares subscribed for by each are as follows:

| Name              | Post office address | No. of shares   |
|-------------------|---------------------|-----------------|
| Walter B. Mitchel | Nampa, Idaho        | l Share         |
| Harry E. Youren   | Nampa, Idaho        | l Sha <b>re</b> |
| Mildred Mitchel   | Nampa, Idaho        | l Share         |
|                   |                     |                 |

# ARTICLE VII.

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

- (1) To repeal and amend the by-laws of the Corporation and to adopt new by-laws.
- (2) To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.
- (3) To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for depreciation and depletion and losses of every character, or to abolish any such reserves in the manner allowed by the laws of the State of Idaho.
- (4) By resolution passed by a majority of the whole board, to designate two or more of the directors to constitute an executive committee, which to the extent provided in such resolution shall have and exercise the authority of the board of directors in the management of the business of the corporation.

When, and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a shareholders' meeting duly called for that purpose, the board of directors shall have power and authority to sell, lease or exchange all the assets of the corporation, other than its franchise of being a corporation, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

# ARTICLE VIII.

Fully paid shares of the stock of the corporation shall not be subject to assessments.

## ARTICLE IX.

This corporation reserves the right to amend, alter, change or repeal any provision contained in these articles of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, We do make and execute this certificate in triplicate, this 14th day of April . . . , 1958.

WALTER B. MITCHEL

Harry E. Yourn

Mildred Metchell

STATE OF IDAHO ) (ss. County of Canyon )

On this / th day of April , 1958, before me, which will appeared Walter B. Mitchel, Harry E. Youren, and Mildred Mitchel, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same

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

Notary Public for Idaho
Residing at Nampa, Idaho
My Commission Expires 4/3/60

(SEAL)

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