



## Department of State.

### CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

**DA-RO, INC.**

was filed in the office of the Secretary of State on **April 9th** 19 **79**

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 **perpetual existence** from the date hereof, with its registered office in this State located at **Grangeville, Idaho** in the county of **Idaho**

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 **9th**  
day of **April** A.D., 19 **79**

**Pete T. Cenarrusa**

Secretary of State

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Corporation Clerk

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ARTICLES OF INCORPORATION

SECRETARY OF  
STATE

OF

DA-RO, INC.

The undersigned natural persons of the age of twenty-one years or more, and citizens of the United States of America, acting as incorporators of a corporation (hereinafter referred to as the "Corporation") under the provisions of the Idaho Business Corporation Acts (hereinafter referred to as the "Act") adopt Articles of Incorporation and certify as follows:

ARTICLE I.

Name

The name of this Corporation is "DA-RO, INC."

ARTICLE II.

Purposes and Powers

Section I. The purposes for which the Corporation is organization are as follows:

Clause (a). General Purposes: To engage in a general logging and log hauling business including but not limited to the following; skidding, decking, loading, hauling and all other operations incidental to the carrying on of a logging business including the building of logging roads and other things and structures necessary in the full and complete operation of such logging business; to acquire hold, own, sell, mortgage, pledge or otherwise dispose of stock, bonds or other obligations of any corporation formed for engaged in a general lumber, timber, milling, logging or allied business; to own or hold any property or interest in property including timber rights and timber contracts which this corporation might lawfully own or hold; to engage in a general lumber, timber and milling business or any business allied therewith, and to own or hold any property and build, purchase or otherwise acquire or own, operate, sell or otherwise dispose of saw mills, wood products, manufacturing, mills and allied businesses.

1 To own, operate, and maintain a general wholesale and retail  
2 cattle business dealing primarily in the purchase and re-selling of  
3 cattle of all types.

4 To act as a general contractor for the construction, repairing  
5 and remodeling of roads and highways of all kinds and for the  
6 improvement of real estate, and the doing of any and all other  
7 business and contracting incidental thereto, or connected therewith,  
8 and the doing and performing of any and all acts or things necessary,  
9 proper, or convenient for or incidental to the furtherance or the  
10 carrying out of the powers or purposes herein mentioned.

11  
12 To purchase, own, improve, equip, operate, and manage farms  
13 and engage in any agricultural pursuit or undertaking.

14 To engage in a general livestock and ranching business, both  
15 on its own account and as agent; to agist, feed, range, graze, man-  
16 age, herd, control, brand, care for, purchase, market, and sell live-  
17 stock of every kind, both on its own account and as agent for other  
18 persons or corporation; to buy, lease, cultivate, manage, operate,  
19 and sell ranch properties and products therefrom both on its own  
20 account and as agent for other persons or corporations.

21 To purchase, improve, develop, lease, exchange, sell, dispose of,  
22 and other wise deal in and turn to account, real estate; to purchase,  
23 lease, build, construct, erect, occupy, and manage buildings of  
24 every kind and character whatsoever; to finance the purchase, impr-  
25 ovement, development, and construction of land and buildings belong-  
26 ing to or to be acquired by this company, or any other person, firm,  
27 or corporation.

28 To purchase or in any wise acquire for investment or for sale  
29 or otherwise, lands, contract for the purchase or sale of lands, build-  
30 ings, improvements, and any other real property of any kind or tenure  
31 or any interest therein, and railroad depots, tracts, ways and other  
32 terminal properties or facilities, and any property works or under-

1 takings connected with the use or development of any property of the  
2 company within the state of Idaho, and within any other state or  
3 territory of the United States; and as the consideration for same  
4 to pay cash or to issue the capital stock, debenture bonds, mortgage  
5 bonds, or other obligations of the company; and to sell, convey, lease  
6 mortgage, turn to account, or otherwise deal with all or any part of  
7 the property of the company.

8 To manage, improve, develop, and turn to account any land or  
9 contracts for purchase or sale of lands acquired by the company, or  
10 in which the company is interested, and, in particular, laying out  
11 town sites, establishing towns, and improving the same by laying out  
12 and preparing the same for building purposes, constructing, altering,  
13 and improving buildings thereon, and by planting, paving, draining,  
14 irrigating, cultivating, letting on building lease or building agree-  
15 ment, and by advancing money to, making subscriptions for, and enter-  
16 ing into contracts and arrangements of all kinds with buildings,  
17 tenants, and others.

18 To apply for, procure, and take out patents of the United  
19 States of America upon any lands in which the corporation may have  
20 any interest.

21 To construct, maintain, and operate railroads, tunnels,  
22 bridges, viaducts and like works of internal improvement or public  
23 use or utility within the State of Idaho, and in the other states  
24 or territories of the United States of America; to acquire, construct  
25 maintain and operate, control and manage any waterworks, irrigation  
26 works, gas works, reservoirs, streets, roads, electric power, heat  
27 and light supply works, hotels, parks, and other works and conven-  
28 iences which the company may think, directly or indirectly, conducive  
29 to these objects and to contribute to or otherwise assist or take  
30 part in the construction, maintenance, development, working, control,  
31 and management thereof; to obtain, accumulate, store, conduct, sell,  
32 furnish, and supply water for irrigation, agricultural, mining,

1 manufacturing, power, municipal, and domestic purposes, and take,  
2 hold, operate, lease, and convey lands, canals, ditches, reservoirs,  
3 dams, water rights and water power, properties and appurtenances,  
4 and to construct canals, ditches, reservoirs, and dams suitable for  
5 and incident to any and all such purposes.

6 To encourage, assist, and stimulate immigration to and settle-  
7 ment upon any lands owned by this company, or in which it may have  
8 any interest, by such means as to the board of directors may seem  
9 desirable, and to facilitate and assist in the cultivation and  
10 improvement of the same.

11 To engage in the rental, loan, and lease of automobiles,  
12 trucks, tractors, trailers, and, without limitation, all types of  
13 motor vehicles, and, in connection therewith, to purchase and sell  
14 motor vehicles and equipment, vehicle parts, articles, and accessories  
15 and to perform repairs and services in connection with the leasing,  
16 loaning, or rental of such vehicles, and to acquire, hold, and own  
17 any and all licenses, permits, and franchises necessary or useful in  
18 connection with the business.

19 To engage in the business of transporting persons and property  
20 for hire by motor vehicle, aircraft, watercraft, and other means of  
21 conveyance, as a common carrier or otherwise, and to acquire, own,  
22 operate, lease, and dispose of like businesses.

23 Clause (b). Ancillary Purposes: To do everything necessary,  
24 proper, advisable or convenient for the accomplishment of the purposes  
25 hereinabove set forth, and to do all other things incident thereto  
26 or connected therewith, which are not forbidden by the Act, by other  
27 law, or by these Articles of Incorporation.

28 Clause (c). To Carry Out Such Purposes in Other States: To  
29 carry out the purposes hereinabove set forth in any state, territory,  
30 district or possession of the United States, or in any foreign county  
31 to the extent that such purposes are not forbidden by the law of such  
32 state, territory, district or possession of the United States, or by

1 such foreign country; and in the case of any state, territory, dis-  
2 trict or possession of the United States, or any foreign country, in  
3 which one or more of such purposes are forbidden by law, to limit the  
4 purposes or purposes which the Corporation proposed to carry on in  
5 such state, territory, district or possession of the United States,  
6 or foreign country, to such purpose or purposes as are not forbidden  
7 by the law thereof in any certificate for application to do business  
8 in such state, territory, district or possession of the United States,  
9 or foreign country.

10 SECTION 2. Statutory Powers: The Corporation shall have and  
11 exercise the statutory powers specified in Section 30-114, Idaho Code.

12 SECTION 3. Additional Powers: In furtherance and not in lim-  
13 itation of the powers conferred by the laws of the State of Idaho  
14 upon corporations organized for the foregoing purposes, the Corp-  
15 oration shall have the following additional powers:

16 Clause (a). Directly, or through ownership of stock in any  
17 corporation to purchase, lease, exchange or otherwise acquire real  
18 estate and property, either improved or unimproved, and any interest  
19 therein; to own, hold, control, maintain, manage and develop the same;  
20 to erect, construct, maintain, improve, rebuild, enlarge, alter,  
21 manage, operate and control all kinds of buildings, offices, ware-  
22 houses, mills, shops, factories, machinery and plants, and all stru-  
23 ctures and erections of any description on any lands owned, held or  
24 leased by the Corporation, or upon any other lands; to lease or sublet  
25 offices, and other space in such building or buildings, and to sell,  
26 lease sublet, mortgage, exchange, assign, transfer, convey, pledge  
27 or otherwise alienate or dispose of any such real estate and property,  
28 and any interest therein;

29 Clause (b). Directly, or through ownership in any corporation  
30 to purchase or otherwise acquire, hold, manufacture, sell, exchange,  
31 mortgage, pledge, hypothecate, deal in and dispose of machinery,  
32 implements, equipment, accessories, parts and supplies and other

1 personal and real property of every kind, and any interest therein.

2       Clause (c). To purchase or otherwise acquire, hold, sell,  
3 exchange pledge, hypothecate, underwrite, deal in and dispose of  
4 stocks, bonds, notes, debentures, or other evidences of indebtedness  
5 and obligations and securities of any corporation, company, assoc-  
6 iation, partnership, syndicate, entity or person, domestic or foreign,  
7 or of any domestic or foreign state, government, or governmental  
8 authority of any political or administrative subdivision or department  
9 thereof, and certificates or receipts of any kind representing or  
10 evidencing any interest in any such bonds, stocks, notes, debentures,  
11 evidences of indebtedness, obligations or securities; to issue its own  
12 shares of stock, bonds, notes, debentures or other evidences of  
13 indebtedness and obligations and securities, certificates or receipts  
14 purchased or acquired by it; and, while the owner or holder of any  
15 such stocks, bonds, notes, debentures, evidences of indebtedness,  
16 obligations, securities, certificates or receipts, to exercise all  
17 the rights of ownership in respect thereof; and, to the extent now or  
18 hereafter permitted by law, to aid by loan, subsidy, guaranty or  
19 otherwise, those issuing, creating, or responsible for any such stocks,  
20 bonds, notes, debentures, evidences of indebtedness, obligations, sec-  
21 urities, certificates or receipts.

22       Clause (d). To purchase, or otherwise acquire, hold exchange  
23 pledge, hypothecate, sell, deal in, and dispose of mortgages covering  
24 any kind of property, tax liens, and transfers of tax liens on real  
25 estate.

26       Clause (e). To borrow or raise moneys for any of the purposes  
27 of the Corporation, and, from time to time, without limit as to  
28 amount, to draw, make, accept, endorse, execute, issue and grant pro-  
29 missory notes, drafts, bills of exchange, warrants, options, bonds,  
30 debentures, and other negotiable or non-negotiable instruments,  
31 evidences of indebtedness and agreements to secure the payment there-  
32 of and of the interest thereon and the performance thereof by

1 mortgage upon, or pledge, conveyance or assignment in trust of, the  
2 whole or any part of the assets of the Corporation, whether at the  
3 time owned or thereafter acquired; and to sell, pledge or otherwise  
4 dispose of such securities or other obligations of the Corporation  
5 for its corporate purposes.

6 Clause (f). To purchase or otherwise acquire, undertake carry  
7 on, improve or develop, all or any of the business, good will, rights  
8 assets and liabilities of any person, firm, association or corpor-  
9 ation carrying on any kind of business of a similar nature to that  
10 which this Corporation is authorized to carry on, pursuant to the  
11 provisions of this certificate; and to hold, utilize and in any manner  
12 dispose of the rights and property so acquired.

13 Clause (g). To make any guaranty respecting dividends, stocks,  
14 securities, indebtedness, interest, contracts or other obligations  
15 so far as the same may be permitted to be done by corporations  
16 organized under the Act.

17 Clause (h). To enter into any lawful arrangements for  
18 sharing profits, union of interest, reciprocal concession, or coo-  
19 perations, with any corporation, association, partnership, syndicate,  
20 entity, person or governmental, municipal or public authority,  
21 domestic or foreign, in the carrying on of any business which the  
22 corporation is authorized to carry on or any business or transaction  
23 deemed necessary, convenient or incidental to carrying out any of the  
24 purposes of the Corporation.

25 Clause (i). To enter into and make all necessary contracts  
26 for its business with any person, entity, partnership, association,  
27 corporation, domestic or foreign or of any domestic or foreign  
28 state, government or governmental authority, or of any political,  
29 or administrative subdivision, or department thereof, and to  
30 perform and carry out, assign, cancel or rescind any such contracts.

31 Clause (j). To exercise all or any of the corporate powers  
32 and to carry out all or any of the purposes, enumerated herein or



otherwise granted or permitted by law, while acting as agent, nominee, or attorney in fact for any persons or corporations, and to perform any service under contract or otherwise for any corporation, joint stock company, association, partnership firm, syndicate, individual or other entity, and in such capacity or under such arrangement, to develop, improve, stabilize, strengthen, or extend the property or commercial interests thereof, and to aid, assist or participate in any lawful enterprises in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the Act.

Clause (k). To purchase the Corporation's own capital stock, using the Corporation's surplus earnings or accumulated profits at any time, as the Board of Directors may determine, and the Corporation's capital stock so purchased may, if the Directors so determine, be held in the Treasury as its Treasury stock, to be thereafter disposed of in such manner as the Directors may deem proper.

### ARTICLE III.

#### Period of Duration

The period of duration of the Corporation is perpetual.

### ARTICLE IV.

#### Registered Office

The location of the Corporation's registered office in this state is <sup>702 Maple</sup> ~~General Delivery~~, Grangeville, Idaho County, Idaho. The registered agent is Darrell I. Adams.

### ARTICLE V.

#### Authorized Shares

SECTION 1. Number. The total authorized number of shares which the Corporation shall have authority to issue is 5,000 shares of common stock. The aggregate par value of said shares is \$50,000.00, and the par value of each share is \$10.00.

SECTION 2. Dividends. The holders of the capital stock shall be entitled to receive, when and as declared by the Board of Directors,

DEE AND MACGREGOR  
ATTORNEYS AT LAW  
GRANGEVILLE, IDAHO 83830

1 out of the unreserved surplus of the Corporation, as permitted by  
2 the Act, dividends payable either in cash, in property, or in  
3 shares of the capital stock of the Corporation.

4 SECTION 3. Stock Non-Assessable. The private property of  
5 the stock holders of this Corporation shall not be subject to the  
6 payment of the corporate debts to any extent whatsoever, and shares  
7 of the Corporation shall not be subject to assessment for the purpose  
8 of paying expenses, conducting business, or paying debts of the  
9 corporation.

10 SECTION 4. Issuance of Stock. All or any portion of the  
11 capital stock may be issued for cash or in payment for real or  
12 personal property, services, or any other right or thing of value  
13 for the uses and purposes of the corporation and when so issued  
14 shall become and be fully paid, the same as though paid for in  
15 cash at par; and the Directors shall be the sole judges of any  
16 property right or thing acquired in exchanges for capital stock.

17 SECTION 5. Increase of Capital Stock. From time to time  
18 the capital stock may be increased, according to law, and may be  
19 issued in such amounts and proportions as shall be determined by  
20 the Board of Directors and as may be permitted by law.

21 SECTION 6. Voting Power. The entire voting power for the  
22 election of Directors and for all other purposes shall be vested  
23 exclusively in the holders of the common stock, who shall be entit-  
24 led to one vote for each share of common stock held by them of record.

25 ARTICLE VI.

26 Incorporators

27 The names and post office addresses of the incorporators<sup>and initial directors</sup> of  
28 the Corporation and the number of shares subscribed for by each,  
29 are as follows:

30	<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
31	Roy Sturtevant	Elk City, Idaho	1
32	Darrell I. Adams	Grangeville, Idaho	1
	Patricia K. Adams	Grangeville, Idaho	1

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ATTORNEYS AT LAW  
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ARTICLE VII.

Interest of Directors in Contracts.

Any contract or other transaction between the Corporation and one or more of its Directors are members or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its Directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors of the Corporation, which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the Directors present, such interested Director or Directors to be counted in determining whether a quorum is present, and in calculating the majority necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE VIII.

Board of Directors

The initial Board of Directors shall consist of three (3) members. The number of Directors may be increased or decreased from time to time (but not below three (3) members) by amendment of the By-Laws, but no decrease shall have the effect of shortening the term of any incumbent Director. In the absence of a By-Law fixing the number of Directors, the number shall be three (3).

ARTICLE IX.

Amendment of By-Laws

The power to alter, amend or repeal the Code of By-Laws, or to adopt a new Code of By-Laws for the government of this Corporation,

shall be vested in the Board of Directors. The Code of By-Laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the Act of these Articles of Incorporation.

IN WITNESS WHEREOF, We have hereunto set our hands and seals  
this 29<sup>th</sup> day of March, 1979.

*Roy Sturtevant*  
ROY STURTEVANT

**ROY STURTEVANT**

Darrell I. Adams  
DARRELL I. ADAMS

**DARRELL I. ADAMS**

Patricia K. Adams  
PATRICIA K. ADAMS

**PATRICIA K. ADAMS**

STATE OF IDAHO )  
County of IDAHO ) ss.

On this 29<sup>th</sup> day of March, 1979, before me, the undersigned, a Notary Public for the State of Idaho, personally appeared ROY STURTEVANT, DARRELL I. ADAMS and PATRICIA K. ADAMS, 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 notarial seal, the day and year first above written.

(SEAL)

Carol B. Montsema

Notary Public in and for the State of  
Idaho, Residing at Grangeville, ther-  
in.