

BY-LAWS  
of  
COOK CEDAR COMPANY

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NAME

FIRST. The title of this Company is Cook Cedar Company.

OFFICE

SECOND. The principal office of the Company shall be in St. Maries, Idaho.

SEAL

THIRD. The seal of this Company shall have inscribed thereon the name of the Company.

BOARD OF DIRECTORS.

FOURTH. (a) The number of Directors of this Corporation shall be five who shall be stockholders of said Company, and shall hold office until their successors are elected and qualified.

(b) Directors and Officers shall receive such compensation for any services rendered for and on behalf of the Company as may within the discretion and by resolution of the Directors seem reasonable and proper.

(c) Annual meeting to be held the third Monday in January of each year.

(d) Notice of regular meetings shall be given to each Director by the Secretary, at least two days previous thereto.

(e) Special meetings shall be held at the place prescribed for the regular meetings, unless otherwise ordered by the Board, and may be called by the President on his own motion on one day's notice to each Director.

(f) Special meetings shall be called in like manner by the President upon the written request of two members of the Board. All calls for special meetings shall briefly state the objects of said meetings.

(g) At any meeting of the Board a majority of the members elected and qualified shall constitute a quorum for the transaction of business, but a less number may adjourn.

(h) The order of business at the meetings of the Board shall be as follows:

1. A quorum being present, the president shall call the Board to order.
2. The Minutes of last meeting shall be read and considered as approved, if there is no amendment offered.
3. Report of officers.
4. Report of Committees.
5. Unfinished Business.
6. Miscellaneous business.
- 7 New Business.

#### OFFICERS

FIFTH. The executive officers of the Company shall be a President, and General Manager, one or more Vice-Presidents, a Secretary and Treasurer and such other officers as may from time to time be elected or appointed by the Board of Directors.

SIXTH. The president shall be a member of the board of directors and he shall be the chief executive officer of the Company and shall exercise general supervision and administration over all its affairs. He shall, when present, preside at all meetings of the Directors and shall appoint all special or other committees, unless otherwise ordered by the Board of Directors. He shall, with the secretary, sign all certificates of stocks of the capital stock of the Company. He shall be the custodian of all the funds and securities of the Company. He shall endorse for collection or deposit, to the credit of the Company all bills, notes, checks and other negotiable instruments of the Company coming into his hands in such depositories and safe deposits as may be designated by the Directors. He shall borrow all funds for the needs and requirements of the company necessary to properly carry on the business, sign all notes and execute all papers pertaining thereto. He shall disburse the funds of the company as may be ordered by the specific instructions of the Directors taking proper vouchers for all such sums and with such surety as shall be satisfactory to the proper officer of the Company.

#### VICE-PRESIDENT

SEVENTH. The Vice-President of the company shall, in absence, disability or refusal to act of the President, be vested with all the powers of the President

#### NOTICE

FOURTEENTH. Whenever under the provisions of these by-laws notice is to be given to any Director, it shall not be construed to be limited to personal notice, but such notice may be given in writing by depositing the same in the Post-office or letter box in a post-paid sealed wrapper, addressed to such Director as the same appears in the books of the Company and the time when the same shall be mailed shall be deemed to be the time of giving of such notice.

#### ALTERATION AND AMENDMENT

FIFTEENTH. The Directors may by two-thirds vote of the whole Board, alter or amend these by-laws at any regular meeting or at any special meeting, provided notice of such alteration or amendment has been given to each Director at least three days prior to said meeting. Each stockholder and member of the Company on receipt of stock hereby accepts and agrees to abide by the provisions of these by-laws and amendments thereof, which may hereafter be adopted. It is the intention that these by-laws shall have the force and effect of contracts ~~as~~ between stockholders.

#### DEFERRED MEETINGS

SIXTEENTH. If any meeting provided for in these by-laws should fall upon a legal holiday, the same shall be held the next succeeding business day at the same hour and place.

#### DIVIDENDS

SEVENTEENTH. No dividends shall be made except out of surplus or net profits and at such times as the Directors shall direct; and no dividend shall be declared that will impair the capital of the Company.

*Fullon*  
*Abraham*  
*G. E. Yates*  
*Quinn*  
*M. D. Donora*

and shall be required to perform all his duties. He shall perform such other duties as may be prescribed by the Directors.

#### SECRETARY

EIGHTH. The Secretary shall be sworn to the faithful discharge of his duties and shall keep full minutes of all the meetings of the Directors, and shall perform the same duty for the standing committees when required. He shall issue all calls for meetings of the Directors, and shall notify all officers and Directors of their election. He shall have charge of the seal of the Company and affix the same to the certificates of stock when such certificates are signed by the President and Secretary, and shall affix the seal, attested by his signature, to such other instruments as may require the same.

#### TREASURER

NINTH. The Treasurer shall keep full and accurate records and accounts in books provided for that purpose of all receipts, disbursements, credits, assets, liabilities and general financial transactions of the Company.

#### GENERAL MANAGER

TENTH. The General Manager shall sign or countersign as may be necessary all such bills, notes, checks, contracts, and other instruments as may pertain to the business and affairs of the Company and he shall sign when duly authorized, all contracts, orders, deeds, leins, licenses and other instruments of a special nature. He shall be in active personal charge of the affairs of the Company under the Board of Directors. He shall have supervision of all advertising and publicity, prepare literature, appoint salesmen and make contracts with salesmen on terms approved by the Directors and shall have full charge of the offices of the Company under the Board of Directors.

#### OFFICER PRO TEM.

ELEVENTH. In the absence of any officer, the Directors may delegate his powers and duties to any other officer, or to any Director, for the time being.

#### COMMITTEES

TWELFTH. Standing and special committees shall have such powers and perform such duties as the Board shall prescribe.

#### WAIVER OF NOTICE

THIRTEENTH. Any Director may at any time waive any notice required to be given under these by-laws.