

98202

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

FOREST IMPROVEMENT, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: April 10, 1992



*Pete T. Cenarrusa*

SECRETARY OF STATE

By *Sheryl DeWine*

RECEIVED  
SEC. OF STATE

**ARTICLES OF INCORPORATION OF**

**FOREST IMPROVEMENT, INC. '92 APR 10 AM 8 44**

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, John Mallon and Betty Mallon, being both natural persons of legal age and citizens of the United State of America, in order to form a corporation for the purposes hereinafter stated, pursuant to the laws of the State of Idaho, do hereby certify as follows:

**I.**

**NAME**

The name of the corporation shall be Forest Improvement, Inc., and shall hereinafter be referred to as the "Corporation."

**II.**

**REGISTERED OFFICE**

The location and post office address of the registered office of the Corporation shall be 2282 Cornhusk, Boise, Idaho 83706.

**III.**

**REGISTERED AGENT**

The name of the registered agent of the Corporation is John Mallon, 2282 Cornhusk, Boise, Idaho 83706.

**IV.**

**DURATION**

The period of existence and duration of the Corporation shall be perpetual.

**V.**

**CORPORATE PURPOSE**

The purpose for which the Corporation is organized shall be the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Idaho.

**VI.**

**AUTHORIZED CAPITAL STOCK**

The Corporation shall have 1,000 shares of common stock with a par value of \$1.00 per share, for a total capitalization of \$1,000.00. Each shares shall have the same rights, privileges and voting power and shall be non-assessable.

**VII.**

**INCORPORATORS**

The names and post office addresses of the incorporators are as follows:

<b>NAME</b>	<b>POST OFFICE ADDRESS</b>
John Mallon	2282 Cornhusk Boise, Idaho 83706
Betty Mallon	2282 Cornhusk Boise, Idaho 83706

**VIII.**

**DIRECTORS**

There shall be two directors of the Corporation, but the number of directors may be increased or decreased from time to time as provided by the Bylaws. The names and post office addresses of the initial directors, named by the incorporators are as follows:

<b>NAME</b>	<b>POST OFFICE ADDRESS</b>
John Mallon	2282 Cornhusk Boise, Idaho 83706
Betty Mallon	2282 Cornhusk Boise, Idaho 83706

The initial directors shall serve until the first election of directors.

**IX.**

**BYLAWS**

The Board of Directors, by a majority vote, shall have the power to adopt Bylaws, and to repeal and amend Bylaws.

**X.**

**DIRECTOR CONFLICTS OF INTEREST**

No contract or other transaction between the Corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the Corporation, and no act of the Corporation, shall be in any way affected or invalidated by the fact that any of the directors of the Corporation are pecuniarily or otherwise interested in, or are

directors or officers of such other corporation. Any director, individually, or any firm of which such director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation; provided that the fact that said director or such firm is so interested shall be disclosed or shall have been known to the Board of Directors of the Corporation. The director of the Corporation who is interested in any Corporation contract or transaction may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not otherwise interested in the contract or transaction.

IN WITNESS WHEREOF, the undersigned incorporators of said Corporation have executed these Articles of Incorporation this 2 day of April, 1992.

  
\_\_\_\_\_  
John Mallon

  
\_\_\_\_\_  
Betty Mallon

for912.2/vm