



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

NORTH IDAHO FORESTRY ASSOCIATION, INC.

was filed in the office of the Secretary of State on the **fifth** day
of **December** A. D. One Thousand Nine Hundred **seventy-three** and
~~to be~~ is duly recorded on ~~film~~ **microfilm** 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 and
Sections 30-1001 to 30-1005, inclusive, 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
Coeur d'Alene, Idaho in the County of **Kootenai**
and as such are subject to the rights, privileges and limitations granted to Non-Profit Coopera-
tive Associations as provided in Chapter 10, Title 30, Idaho Code.

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 **5th** day of **December**
A.D., 19 **73**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
NORTH IDAHO FORESTRY ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, do hereby voluntarily associate ourselves for the purpose of forming a non-profit cooperative association under the provisions of Chapter 10, Title 30, Idaho Code, and amendments thereto; we do hereby certify, adopt and set forth Articles of Incorporation as follows:

ARTICLE I.

NAME

The name of this non-profit cooperative association is NORTH IDAHO FORESTRY ASSOCIATION, INC.

ARTICLE II.

LOCATION AND POST OFFICE ADDRESS

The location and post office address of the registered office of the Association in the State of Idaho is at Coeur d'Alene, Kootenai County, State of Idaho. The present post office address of the registered office of the association is P. O. Box 657, Coeur d'Alene, Idaho.

ARTICLE III .

DURATION

The term of existence of this Association shall be perpetual from the date of filing of the Articles of Incorporation in the office of the Secretary of the State of the State of Idaho.

ARTICLE IV.

PURPOSES

The purposes for which this Association is organized are as follows: The conservation through proper use of the forest resources of Idaho; the promotion of practical and scientific forest land management; a cooperative approach to protection of the forests and their products from fire, insects, disease, and other destructive influences; to create a favorable public image of forestry and its related industries; to provide information and statistics to state and national legislative bodies; to provide a forum for discussion of the problems of forestry, forest land management and related subjects by public and private agencies and to do cooperatively such things and conduct such activities that will further the purposes and objectives as set forth herein or incidental thereto.

ARTICLE V.

CAPITAL

A. This association shall not have capital stock, but its capital shall be represented by membership certificates.

B. Membership fees in this association shall be as determined by the board of directors. The voting power of each member whose fees are fully paid and who is in good standing shall be equal and each member shall be entitled to one vote only. New members upon admission to this association shall be entitled to one vote and to share equally in the association with old members. When a member has paid his membership fee in full he shall receive a certificate of membership. Assessments against members and the determination of their liabilities shall be fixed by the by-laws of this association.

C. This association is organized on a non-profit basis and consequently will not have profits with which to pay dividends on capital. After all expenses of the association have been paid and reasonable reserves, as determined by the board of directors, are set aside, the net earnings of the association shall be accumulated for such purposes as the board of directors may determine to be for the best interests of the association.

ARTICLE VI.

DIRECTORS

The corporation shall have Nine (9) directors; the names and addresses of the persons who shall manage the business of the corporation until the first meeting of the members are:

J. C. Venishnick
Box 670
Sandpoint, Idaho 83864

Clem Pederson *c/o IDAHO VENDOR CO.*
Post Falls, Idaho 83854

William G. Cochran
St. Maries, Idaho 83861

Arthur Hall
Box 158
Grangeville, Idaho

Richard Bennett
Box 49
Princeton, Idaho 83857

M. L. Brandenburg
S. 1806 Fawn Drive
Spokane, Washington 99206

W. Phillip Blessing *c/o Louisiana Pacific Corp.*
Post Falls, Idaho 83854

Bruce Colwell
Box 1119
Coeur d'Alene, Idaho 83814

James W. Martin
Box 278
Sandpoint, Idaho 83864

ARTICLE VII

NAMES AND ADDRESSES OF INCORPORATORS

The name and address of each of the incorporators is:

J. C. Venishnick
Box 670
Sandpoint, Idaho 83864

M. L. Brandenburg
S. 1806 Fawn Drive
Spokane, Washington 99206

Clem Pederson,
Post Falls, Idaho 83854

W. Phillip Blessing
Post Falls, Idaho 83854

William G. Cochran
St. Maries, Idaho

Bruce Colwell
Box 1119 - Coeur d'Alene, Idaho 83814

Arthur Hall
Box 153
Grangeville, Idaho 83530

James W. Martin
Box 278
Sandpoint, Idaho 83864

Richard Bennett
Box 49
Princeton, Idaho 83857

ARTICLE VIII

PROVISIONS FOR BY-LAWS

The Association shall be governed by a duly adopted code of by-laws which shall not be inconsistent with these Articles nor inconsistent with the laws of the State of Idaho; the meetings of the members of the Association shall be held and by-laws shall be adopted in accordance with the laws of the State of Idaho upon issuance of the Certificate of Incorporation by the Secretary of State.

ARTICLE IX.

POWERS

The Association shall have all the powers granted non-profit cooperative associations under the laws of the State of Idaho. However, notwithstanding anything herein to the contrary, the Association shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in the subsection of Section 501(c) of the Internal Revenue Code of 1954

under which the Association choses to qualify for exemption, as the same now exists, or as it may be amended from time to time.

ARTICLE X.

DISTRIBUTION ON DISSOLUTION

In the event of the dissolution of the association, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the association from any source, after the payment of all debts and obligations of the association shall be used or distributed exclusively for purposes within the intendment of Section 501(c) of the Internal Revenue Code as the same now exists or as it may be amended from time to time.

ARTICLE XI.

AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended by the minimum vote required by the laws by the State of Idaho of the members of the association, at any regular meeting, or at a special meeting called for that purpose by a majority of the Board of Directors after thirty (30) days written notice to all members, which notice shall be in conformance with the statutes of the State of Idaho.

IN WITNESS WHEREOF, We, the undersigned, being all of the incorporators above-named, have hereunto set our hands and seals this ____ day of _____, 1973.

J. C. Wernick
Arthur C. Hoel

Emory E. Colwell
James W. Marts

Oliver Pederson
Phillip Blessing
Robert Abbott

Manley L. Brandenburg
W. E. Looman


STATE OF WASHINGTON)

(ss.

County of Spokane)

On this 14th day of August, 1973, before me, the undersigned, a notary public in and for the State of Washington, personally appeared M. L. BRANDENBURG, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he signed the same.

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


Notary Public in and for the State of
Washington, residing at Spokane therein.

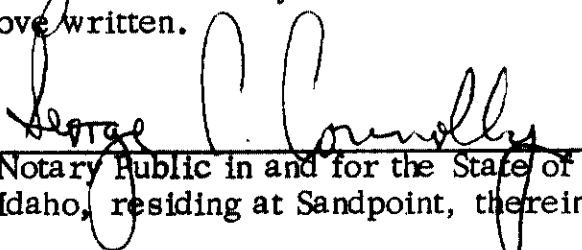
STATE OF IDAHO)

(ss.

County of Bonner)

On this 29th day of August, 1973, before me, the undersigned, a notary public in and for the State of Idaho, personally appeared J. C. VENISHNICK and JAMES W. MARTIN, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they signed the same.

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


Notary Public in and for the State of
Idaho, residing at Sandpoint, therein.


STATE OF IDAHO)

(ss.

County of Kootanei)

On this 16th day of August, 1973, before me, the undersigned, a notary public in and for the State of Idaho, personally appeared CLEM PEDERSON, W. PHILLIP BLESSING, and BRUCE COLWELL, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they signed the same.

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


Notary Public in and for the State of
Idaho, residing at Coeur d'Alene therein.

STATE OF IDAHO)
(ss.
County of Benewah)

On this ___ day of _____, 1973, before me, the undersigned, a notary public in and for the State of Idaho, personally appeared WILLIAM G. COCHRAN, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he signed the same.


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

Notary Public in and for the State of
Idaho, residing at St. Maries, therein.

STATE OF IDAHO)
(ss.
County of Idaho)

On this 15 day of August, 1973, before me, the undersigned, a notary public in and for the State of Idaho, personally appeared ARTHUR HALL, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he signed the same.

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



Notary Public in and for the State of
Idaho, residing at Grangeville, therein.

STATE OF IDAHO)
(ss.
County of Latah)

On this ___ day of _____, 1973, before me, the undersigned, a notary public in and for the State of Idaho, personally appeared RICHARD BENNETT, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he signed the same.

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

Notary Public in and for the State of
Idaho, residing at Princeton, therein.