

# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

**MRZ PERCE TRIMMER SALVAGE, INC.**

was filed in the office of the Secretary of State on the **Twenty-eighth** day  
of **February**, A.D. One Thousand Nine Hundred **Sixty-six** and  
~~will be~~ **microfilm** of Record of Domestic Corporations, of the State of Idaho,  
duly recorded on Film No. 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 **Kamiah** **Lewis.**  
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 **28th** day of **February**,  
**66**  
A.D., 19

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
NEZ PERCE TIMBER SALVAGE INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, EARL L. ERDMAN, T. R. FAUBION, JR. and GEORGE E. PLEMMONS, being three or more natural persons of full age and all being citizens of the United States of America, do hereby make, certify, execute, acknowledge and deliver the following Articles of Incorporation for the purpose of organizing a private corporation under the laws of the State of Idaho, and we do hereby certify:

I.

The name of this corporation shall be "NEZ PERCE TIMBER SALVAGE, INC."

II.

The purposes for which this corporation is formed are:

- (a) To engage in the general business of manufacturing wood, wood products, and any and all allied interests including but not limited to purchasing, leasing, or otherwise acquiring land and timber rights; constructing, maintaining and improving roads, mills, warehouses, and other works and conveniences which may be deemed necessary or incidental to any object of the company; to purchase, transport and convert logs and timber of all types into chips, pulp, and all related or allied products for pulp and paper use or other purposes; and to sell, ship and transport or furnish products, and to carry on, in any capacity, any business appertaining thereto, which in the judgment of the company may at any time be conveniently conducted in conjunction with any of the matters aforesaid or otherwise, and to do all things legal and necessary or proper to be done for the lawful conduct of the business herein contemplated, and incidental to said business.
- (b) To buy, sell, deal in, lease, hold or improve real estate and the factors and personal property incidental thereto or connected therewith, and with that end in view, to acquire, by purchase, lease, hire, or otherwise, lands, tenements, hereditaments,

or any interest therein; and to improve the same; and generally to hold, manage, deal with, and improve the property of the company; and to sell, lease, mortgage, pledge or otherwise dispose of the lands, tenements and hereditaments or other property of the company; to construct, erect, equip, repair and improve houses, buildings, public or private roads, alleys, tramways, railroads, resevoirs, ditches, wharves and loading docks; to make, enter into, perform and carry out contracts for construction, altering, improving, maintaining, and furnishing buildings of every sort and kind; to advance money to and enter into contracts and arrangements of all kinds, with builders, property owners, and others; to carry on in all their respective branches of business of builders, contractors, dealers in stone, timber, and other such materials or requisites.

- (c) In the purchase or acquisition of property, business, rights, or franchises, or for additional working capital for any other object in or about its business or affairs, and without limit as to amount, to incur debt, and to raise, borrow, and secure the payment of money in any lawful manner, including the issue and sale of or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of all kinds, whether secured by mortgage, pledge, deed, or trust or otherwise.
- (d) To carry on business in the United States or elsewhere as factors, agents, commission merchants or merchants to buy, sell, manipulate and deal in, at wholesale or retail, merchandise, goods, wares, and commodities of every sort, kind, or description, and to carry on any other business, whether manufacturing or otherwise, which can be conveniently carried on with any of the company's objects; to open stores, offices or agencies throughout the United States or elsewhere, or to allow or cause the legal estate and interest of any property or business acquired, established, or carried on by the company, to remain or be vested in the name of or carried on by any other company formed or to be formed and, either upon trust for, or as agents or nominees of this company, and to manage the affairs or take over and carry on the business of any such other company formed or to be formed, and to exercise all or any of the powers of any such company, or of holders of shares of stock or securities thereof, and to receive and to distribute as profits and dividends and interest or such shares of stock and securities; to purchase or otherwise acquire and undertake all or any part of the business properties and liabilities of any person or company carrying on any kind of business which this company is authorized to carry on; to enter into partnership or into any arrangement for sharing profits, union of interest, reciprocal concessions or cooperate with any person or company carrying on or about to carry on any business which this company is authorized to carry on, or any business or transaction capable of being conducted so as, directly or indirectly to benefit this company.

- (e) To enter into contracts or arrangements with any government or authority, national, state, municipal, or otherwise, conducive to any of the purposes of this corporation, and to obtain from such government or authority any and all rights, easements, privileges, subsidies, gifts, franchises, charters, grants, patents, or other concessions relating to or for the promotion or protection of such purposes; to carry out, exercise, comply with and enforce the same, and to sell, lease, or otherwise dispose of the same or any interest of the same, to others, where such sale, lease, or disposal shall be lawful under the laws of the government power or agency granting the same.
- (f) To use and apply its surplus earnings or accumulated profits authorized by law to be reserved to the purchase or acquisition of property, and to purchase or acquisition of its own capital stock from time to time, and to such extent and in such manner and upon such terms as its board of directors shall determine; and neither such property nor the capital stock so purchased and acquired, nor any of its capital stock taken in payment or satisfaction of any debt due to the company shall be regarded as profits for the purpose of declaration or payment of dividends, unless otherwise determined by the majority of the board of directors or by a majority of the stock holders.
- (g) To carry on the business of share dealers or financial agents in all transactions relating to the sale, transfer, or exchange of every description of stocks, shares, bonds, mortgages, free hold or leasehold property, life interests, reversions or other securities or investments for money, and all transactions and negotiations on commission or otherwise relating to such business, and to advance or negotiate the advance of money at interest in securities or otherwise, and to carry on the business of stock and share brokers, land, estate, and mortgage agents, and brokers in all branches.
- (h) To do generally each and everything necessary, proper and requisite to be done in carrying out any of the objects of this corporation herein provided for and incidental thereto.
- (i) The foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers of the company, and enjoyment thereof as conferred by the laws of the State of Idaho upon such corporation organized under the provisions of the laws of the State of Idaho.

### III.

The term for which this corporation shall exist is perpetual from and after the date of incorporation.

IV.

The place where the principal business of the company shall be transacted, its post office address, and the registered office of the corporation is P.O. Box 53, Kamiah, Lewis County, Idaho.

V.

The Board of Directors of this corporation shall be not less than three (3) in number, subject to being increased by proper action of the corporation at a later date. The Board of Directors may be authorized by the By-Laws to hold meetings outside of the State of Idaho at such places as may be properly determined.

VI.

The amount of capital stock of this corporation shall be the sum of TWO HUNDRED FIFTY THOUSAND (\$250,000.00) DOLLARS, divided into 250,000 shares of common stock, each having the par value of \$1.00, the aggregate par value of the total number of authorized shares shall be \$250,000.00, and each share shall be entitled to a vote in the organization and conduct of the proposed corporation. It is proposed that all shares of this corporation shall be non-assessable.

VII.

The names and post office address of each of the incorporators and the number of shares allocated to each at date of incorporation and subscribed for is:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>SHARES OF STOCK</u>
George E. Plemmons, Sr.	Grangeville, Idaho	20,000 shares
T. R. Faubion, Jr.	Kooskia, Idaho	20,000 shares
Earl L. Erdman	Grangeville, Idaho	666 shares

IN WITNESS WHEREOF, we the aforesaid incorporators have  
hereunto set our hands and affixed our seals in triplicate this  
21<sup>st</sup> day of February, 1966.

Earl L. Erdman (SEAL)  
Earl L. Erdman

T. R. Faubion Jr (SEAL)  
T. R. Faubion, Jr.

George E. Plemmons (SEAL)  
George E. Plemmons, Sr.

STATE OF IDAHO     )  
County of Lewis    ) ss.

On this 21<sup>st</sup> day of February, 1966, before me, the  
undersigned, a Notary Public in and for the State of Idaho,  
personally appeared EARL L. ERDMAN, T. R. FAUBION, JR., and  
GEORGE E. PLEMMONS, SR., known to me to be the persons whose  
names are subscribed to the within instrument and acknowledged  
to me that they executed the same, and that they are citizens  
of the United States and residents of the State of Idaho, and  
are over the age of twenty-one (21) years.

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

Lawrence Knutson  
Notary Public, State of Idaho  
Residing at Nezperce, therein.

(NOTARY SEAL)