

Department of State.

CERTIFICATE OF INCORPORATION

LOUIS E. CLAPP

~~XXXXXXXXXXXXXXXXXXXX~~

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 **MINIDA, INC.**

was filed in the office of the Secretary of State on the **Eighth** day
December **Sixty-six**
will be A.D. One Thousand Nine Hundred and
~~xxxxxxxxxxxx~~
duly recorded on Film No. 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, 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 **Lewiston** **Boise** in the County of **Boise**

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 **8th** day of **December**, **66** A.D., 19 .

Secretary of State.

ARTICLES OF INCORPORATION

OF

MINIDA, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, L. I. HANSON, B. J. HANSON and M. S. FLOAN, all of whom are of legal age and citizens of the United States of America and residents of the State of Idaho, 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: MINIDA, INC.

II.

The purposes for which this Corporation is formed are:

a) To acquire, develop, refine, buy, sell and deal with all types of stones, mineral deposits, both synthetic and natural, including but not limited to the development by cutting, polishing and manufacturing of the same into jewelry, both on a wholesale and retail basis, and as broker or otherwise.

b) To lease, purchase and hold timber lands, and other lands in connection therewith; to buy, cut, sell, manufacture, and ship timber, lumber, pulp, tanbark and the products thereof; construct, own, lease and operate sawmills, pulp, tanbark mills and other mills; also tramroads, railroads and other roads for the transportation of the said commodities to and from said mills; also side booms and pocket booms and shear booms, at and near said mills, for the purpose of catching and holding logs and other timber to be used and manufactured at said mills; carry on a general merchandising business in connection with said lumber and milling business and to do all things legal, necessary or proper to be done for the successful conduct of the business herein contemplated and incident to said business.

c) To buy, sell, deal in, lease, hold or improve real estate in the State of Idaho, and all other States and Territories of the United States of America, and the fixtures 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, operate, repair and improve houses, buildings, resort areas, golf courses, public and private boat docking facilities, restaurants, public or private roads, alleys, tramways, railroads, reservoirs, irrigation ditches, wharves, sewers, tunnels, conduits and subways; to make, enter into, perform and carry out contracts for constructing, altering, decorating, maintaining, furnishing, fitting up and improving 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 the business of builders, contractors, decorators, dealers in stone, brick, timber, hardware and other building materials or requisites.

d) To carry on business as timber merchants, sawmill proprietors, and timber growers, and to buy, sell, grow, prepare for market, manipulate, import, export, and deal in timber and wood of all kinds and to manufacture and deal in articles of all kinds in the manufacture of which timber or wood is used, to purchase and deal in timber rights or concessions, and to carry on business as shipowners and so far as may be deemed expedient, the business of general merchants, and to cut, clear, plant and work timber estates, and to carry on any other business which may seem to the company capable of being conveniently carried on in connection with any of the above, or calculated directly or indirectly to render profitable or enhance the value of the company's property or rights for the time being.

e) In the purchase or acquisition of property, business, rights or franchises, or for additional working capital, or 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 or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

f) 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 in interest in any properties 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 the dividends and interest on such shares of stock and securities; to purchase or otherwise acquire and undertake all or any part of the business, property, and liabilities of any persons 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 interests, 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.

g) 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 concessions relating to or for the promotion or protection of such purposes; to carry out, exercise, comply with and enforce the same; to sell, lease, or otherwise dispose of the same or any interest therein to others, where such sale, lease, or disposal shall be lawful under the laws of the government power granting the same.

h) To use and apply its surplus earnings or accumulated profits authorized by law to be reserved to the 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 a majority of the Board of Directors, or by a majority of the stockholders.

i) To do generally each and every necessary, proper and requisite thing to be done in carrying out any of the objects of this Corporation herein provided for and incidental thereto.

j) 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 corporations organized under the provisions of the laws of the State of Idaho.

III.

The place where the principal business of the company shall be transacted is Lewiston, Nez Perce County, State of Idaho, P. O. Box 338.

IV.

The term for which this Corporation shall exist is a perpetual term.

V.

The Board of Directors of this Corporation shall be Three (3) in number. 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 determined.

VI.

The amount of the capital stock of this Corporation shall be \$10,000.00, divided into 10,000 shares of common stock, each share having the par value of \$1.00.

The amount of stock actually subscribed is _____, and is subscribed by each of the incorporators, whose addresses are set opposite each of their names, for the number of shares set opposite their names, towit:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES OF STOCK</u>
L. I. HANSON	<i>807 337</i>	ONE
B. J. HANSON		ONE
M. S. FLOAN	Lewiston, Idaho	ONE

IN WITNESS WHEREOF, we, the aforesaid incorporators, have hereunto set our hands and affixed our seals in triplicate this 7th day of December, 1966.

L. I. Hanson (SEAL)
L. I. HANSON

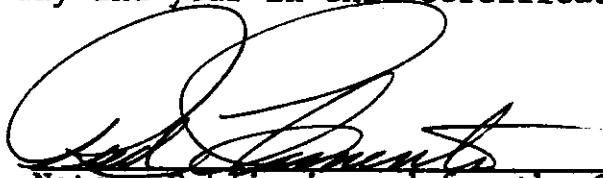
B. J. Hanson (SEAL)
B. J. HANSON

M. S. Floan (SEAL)
M. S. FLOAN

STATE OF I D A H O)
 : ss.
County of NEZ PERCE)

On this 7th day of December , 1966, before me, the undersigned Notary Public in and for the State of Idaho, personally appeared L. J. HANSON and B. J. HANSON, known to me to be the persons whose names are subscribed to the within and foregoing ARTICLES OF INCORPORATION OF MINIDA, INC., and acknowledged to me that they executed the same.

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



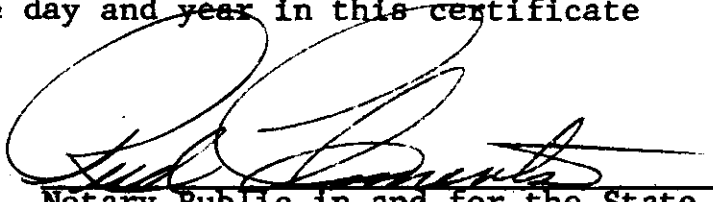
Notary Public in and for the State of
Idaho, Residing at Lewiston, therein.

(S E A L)

STATE OF I D A H O)
 : ss.
County of NEZ PERCE)

On this 7th day of December , 1966, before me, the undersigned Notary Public in and for the State of Idaho, personally appeared M. S. FLOAN, known to me to be the person whose name is subscribed to the within and foregoing ARTICLES OF INCORPORATION OF MINIDA, INC., and acknowledged to me that he executed the same.

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



Notary Public in and for the State of
Idaho, Residing at Lewiston, therein.

(S E A L)