

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, Ira H. Masters, 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

BROWN'S TIE & LUMBER COMPANY

was filed in the office of the Secretary of State on the thirtieth day of December A. D. One Thousand Nine Hundred Forty-Eight and duly recorded on Film Roll No. 8 of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 29-103, Idaho Code, Annotated.

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

McCall in the County of Valley

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 thirtieth day

of December, in the year of our Lord

one thousand nine hundred forty-eight

and of the Independence of the United States of

America the One Hundred Seventy-Fifth

Secretary of State.

ARTICLES OF INCORPORATION

of

BROWN'S TIE & LUMBER COMPANY

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

FIRST

The name of the corporation is BROWN'S TIE & LUMBER COMPANY.

SECOND

The purposes and objects for which the corporation is formed are:

(a) To engage in and carry on the business of acquiring, owning, buying, selling, leasing, mortgaging, exchanging, manufacturing, distributing, marketing or otherwise dealing in, timber, lumber, and the various products thereof, and to carry on in any capacity any business appertaining to or which in the judgment of the Company may at any time be conveniently and lawfully conducted in conjunction with any of the matters aforesaid, and to own such real estate as may be necessary or proper in connection therewith.

(b) To carry on business as timber merchants, saw-mill 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 businesses 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;

(c) To purchase or otherwise acquire, own, build, construct, alter, improve, furnish, and equip, sell, let, sublet, or otherwise dispose of, buildings for any purposes in these articles enumerated and to do any and all acts and things and exercise any and all powers necessarily incident to the purposes and objects therein set forth, or which may hereafter be deemed as incident to any of such objects and purposes;

(d) To buy, sell, prepare for market, trade and deal in and with goods, wares, commodities and articles of trade, and personal property of whatsoever kind, without limitation and to act as agent, factor, broker, middleman, forwarder, or in any other capacity for manufacturers of, or dealers in, such products;

(e) To buy, sell, lease, let, mortgage, exchange, or otherwise acquire or dispose of lands, lots, houses, buildings and real property, hereditaments and appurtenances, of all kinds and wheresoever situated, and of any interests and rights therein, to the same extent as natural persons might or could do, and without limit as to amount;

(f) To acquire by purchase, subscription, or otherwise, and to own, hold, sell, negotiate, assign, deal in, exchange, transfer, mortgage, pledge or otherwise dispose of, any shares of capital stock, scrip, bonds, mortgages, securities, or evidences of

indebtedness, issued or created by any other corporation, joint stock company or association, public or private, or by whomsoever issued, and while the holder or owner thereof to possess and exercise in respect thereof any and all rights, powers, and privileges of ownership, including the right to vote thereon;

(g) To make, perform, and carry out contracts of every kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, either public or private, or with any territory or government, or any agency thereof;

(h) To borrow money, to draw, make, accept, endorse, transfer, assign, execute, and issue bonds, debentures, promissory notes, and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets, real or personal at any time owned or held by this corporation, upon such terms and conditions as the Board of Directors shall authorize, and as may be permitted by law;

(i) To acquire, hold, sell, re-issue, or cancel any shares of its own capital stock, provided, however, that this corporation may not use any of its funds or property for the purchase of its own common stock when such use would cause any impairment of the capital of this corporation, and provided, further, that the shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly;

(j) To purchase or otherwise acquire the whole or any part of the property, assets, business and goodwill of any other person, firm, corporation or association, and to conduct in any lawful manner the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business;

(k) To have one or more offices to carry on all or any

part of its operations and business, and to do all and everything necessary, suitable, convenient, or proper for the accomplishment of any of the purposes, or the attainment of any one or more of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and which now or hereafter may be authorized by law, and this to the same extent and as fully as natural persons might or could do, as principals, agents, contractors, trustees, or otherwise, and either alone or in connection with any person, firm, association, or corporation;

(1) To organize, incorporate and re-organize subsidiary corporations and joint stock companies and associations for any purpose permitted by law;

(m) To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho upon corporations formed under the general corporation laws of said State, or under any Act amendatory thereof or supplemental thereto or substituted therefor;

The foregoing clauses are to be construed both as objects and powers; and it is hereby expressly provided that enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation; provided, however, that nothing contained herein shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do any act which a corporation formed under the act hereinbefore referred to, or any amendment thereof or supplement thereto, or substitute therefor, may not at the time lawfully carry on or do. It is the intention the the purposes, objects, and powers specified in each of the subparagraphs (a) to (m), inclusive, of paragraph Second of these Articles of Incorporation, shall, except as otherwise expressly

provided, in nowise be limited or restricted by reference to, or inference from, the terms of any other subparagraph, clause or paragraph of these Articles of Incorporation.

THIRD

The corporation is to have perpetual existence.

FOURTH

The location and postoffice address of the registered office of the corporation is McCall, Valley County, Idaho.

FIFTH

The amount of the capital stock of this corporation shall be, and is, Five Hundred Thousand (\$500,000.00) Dollars, divided into Five Thousand (5000) shares of the par value of One Hundred (\$100.00) Dollars each.

SIXTH

The names and postoffice addresses of the incorporators, and the number of shares subscribed for by each, are as follows:

<u>Name</u>	<u>Postoffice Address</u>	<u>No. of Shares</u>
Carl E. Brown	McCall, Idaho	1
Ida H. Brown	McCall, Idaho	1
Warren H. Brown	McCall, Idaho	1
Jayne J. Brown	McCall, Idaho	1

SEVENTH

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the corporation.

EIGHTH

The number of Directors of the corporation shall be specified in the By-Laws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the By-Laws, provided the number of Directors of the corporation shall not be less than four (4). In case of any increase in the

number of Directors, the additional Directors may be elected by the Directors then in office, and the Directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

NINTH

A voluntary sale, lease, or exchange of all of the property and assets of the corporation, including its goodwill and its corporate franchises, may be made by the Board of Directors upon such terms and conditions as it may deem expedient and for the best interests of the corporation.

TENTH

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be 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 any 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 he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any Director of the corporation who is also a Director or officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction and may vote thereat to authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ELEVENTH

The Board of Directors is expressly authorized to repeal and amend the By-Laws of the corporation and to adopt new By-Laws, and the corporation reserves the right to amend, alter, change or

repeal any provision contained in these Articles of Incorporation, in the manner now, or hereafter, prescribed by law, by a majority vote of the shareholders, represented in person or by proxy, at any annual meeting of the shareholders or at any meeting duly called for that purpose, except where the laws of the State of Idaho otherwise provide.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 30th day of December, 1946.

Carl E Brown
Ida H. Brown
Warren H. Brown
Jayne J. Brown

STATE OF IDAHO)
ss
County of Valley)

On this 30th day of December, 1946, before me, a Notary Public in and for said State, personally appeared Carl E. Brown, Ida H. Brown, Warren H. Brown, and Jayne J. Brown, 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 were citizens of the United States and over the age of twenty-one (21) years.

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

J. J. Z. Bere
Notary Public for Idaho,
Residing at McCall, Idaho.