



CERTIFICATE OF INCORPORATION  
OF

WOODLAND MANAGEMENT, INC.

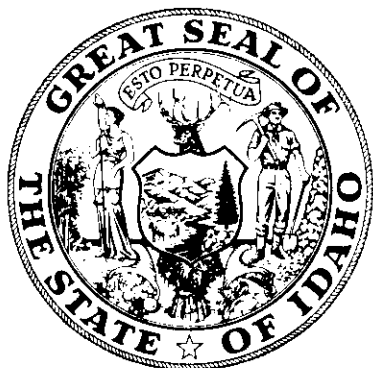
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

WOODLAND MANAGEMENT, INC.

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: **August 1, 1983**



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: \_\_\_\_\_

AUG 1 10 21 AM '83  
SECRETARY OF STATE

ARTICLES OF INCORPORATION  
OF  
WOODLAND MANAGEMENT, INC.

SECRETARY OF STATE

KNOW ALL PERSONS BY THESE PRESENTS: That the undersigned, WOODLAND MANAGEMENT, INC., for the purpose of forming a corporation under the laws of the State of Idaho, and in pursuance thereof does hereby sign and acknowledge the following Articles of Incorporation, in triplicate originals, and states as follows:

ARTICLE I.

The name of this corporation is and shall be:

WOODLAND MANAGEMENT, INC.

ARTICLE II.

The corporation is to have perpetual existence.

ARTICLE III.

The general nature of the business of the corporation and the objects and purposes proposed to be transacted, promoted and carried on by it, are as follows:

1. Management services of all types, to include contracting for management and other types of services, including manufacturing and sale of various items, and distribution.
2. In furtherance of and not in limitation of the general powers conferred by the laws of the State of Idaho, it is expressly provided that this corporation shall also have the following powers:
  - (a) To purchase or otherwise acquire, so far as permitted by law, the whole or any part of the undertaking and business of any person, firm or corporation engaged in a business of the same general character as that for which this corporation is organized, and the property and liabilities, including the good will, assets and stock in trade thereof, and to pay for the same either in cash or in shares, or partly in cash and partly in shares.
  - (b) To purchase or otherwise acquire, and to hold, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage, or otherwise dispose of and deal in, lands and leasehold, and any interest, estate and rights in real property and any personal or mixed property, and any franchises, rights, business or privileges necessary, convenient and appropriate for any of the purposes herein expressed.
  - (c) To acquire by purchase, subscription, or otherwise, and to hold for investment or otherwise, and to use, sell, assign, transfer, mortgage, pledge, or otherwise deal with or dispose of stocks, bonds, or any obligations or securities of this or any corporation or corporations; and to merge or consolidate with any corporation in such manner as may be provided by law.
  - (d) To borrow money, and to make and issue notes, bonds, debentures, obligations and evidences of indebtedness of all kinds, whether secured by mortgage, pledge or otherwise, without limit as to amount, except as may be prohibited by statute, and to secure the same by mortgage, pledge or otherwise, and generally to make and perform agreements and contracts of everykind and description.
  - (e) To conduct and carry on its business, or any part thereof, and to have one or more offices, and to exercise all or any of its corporate powers and rights in the State of Idaho, and in the various states, territories, colonies and dependencies of the United States, in the District of Columbia, and in all or any foreign countries or country.

(f) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers hereinabove set forth, either alone or in association with other corporations, firms or individuals, and to do every act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers, or any part or part thereof: Provided, the same be not inconsistent with the laws under which this corporation is organized.

(g) To have such powers as are conferred upon corporations under the laws of this state.

#### ARTICLE IV.

The aggregate number of shares which the corporation shall have authority to issue, including the classes thereof and special provisions, are as follows:

One thousand (1,000) shares of common stock (no par value)

#### ARTICLE V.

The corporation shall not commence business until consideration of at least Five Hundred Dollars (\$500.00) has been received for the issuance of shares.

#### ARTICLE VI.

The authority to make By-Laws for the corporation is hereby expressly vested in the Board of Directors of this corporation, subject of the power of the shareholders to change or repeal such By-Laws. The Board of Directors shall not make or alter any By-Laws fixing their qualifications, classifications, terms of office or compensation without first securing the approval of the shareholders.

#### ARTICLE VII.

The shareholders reserve the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on the corporation herein are granted subject to this reservation.

#### ARTICLE VIII.

The address of the initial registered office is:

1007 Mountain Ave.  
P.O. Box 1311      Coeur d'Alene, Idaho 83814

and the name of the initial registered agent at such address is:

C. J. Gibson

#### ARTICLE IX.

The management of this corporation shall be vested in a Board of Directors; the number of initial directors shall be one(1); and the subsequent number, qualifications, terms of office, manner of election, time and place of meeting, and powers and duties of the directors shall be such as are prescribed by the By-Laws of the corporation. The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualify, are as follows:

Name  
C. J. Gibson

Address  
P.O. Box 1311, Coeur d'Alene, ID 83814

1007 Mountain Ave.

ARTICLE X.

The name and address of each incorporator is as follows:

Name	Address
<u>C. J. Gibson</u>	<u>P.O. Box 1311 Coeur d'Alene, ID 83814</u>
<u></u>	<u>1007 Mountain Ave</u>

IN WITNESS WHEREOF the incorporator has hereunto se their hand in triplicate originals the 20th day of April, 1983.

C. J. Gibson  
C. J. Gibson, President

STATE OF IDAHO            )  
COUNTY OF Kootenai    ) ss.

This is to Certify that on this 20th day of April, 1983, there appeared personally before me, C. J. Gibson, to me personally known to be the person described in and who executed the foregoing Artivles of Incorporation, and did acknowledge and declare to me that he executed the same freely and voluntarily for the uses and purposes therein mentioned.

In Witness Whereof, I have hereunto set my hand and official seal, the day and year first above written.

Linda M. Newman  
Notary Public in and for the State of  
Idaho, residing at Post Falls