



CERTIFICATE OF INCORPORATION
OF

POTLATCH GRAIN & SEED COMPANY

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 _____

POTLATCH GRAIN & SEED COMPANY

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: *October 5, 1981*



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
POTLATCH GRAIN & SEED COMPANY

LaVern R. Guthmiller, being over the age of 18 years and a citizen of the United States of America, hereby makes and files these Articles of Incorporation for the purpose of establishing a corporation for the transaction of the business and the promotion and conduct of the objects and purposes herein stated, under the Laws of the State of Idaho, and hereby certifies as follows:

ARTICLE I

The name of this corporation (herein referred to as "The Corporation") is Potlatch Grain & Seed Company.

ARTICLE II

The Corporation shall have perpetual existence.

ARTICLE III

The purpose for which The Corporation is organized is the transaction of any lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, including, without limiting the generality of the foregoing, to process, store, buy and sell grain, seed, fertilizer and feed, and generally to carry on any business and have all powers conferred by the State of Idaho upon a corporation formed under its laws.

ARTICLE IV

The Corporation shall have the authority to issue 10,000 shares of common stock, without par value, which shall qualify as Section 1244 Stock, Internal Revenue Code. All of said stock shall be voting, common stock of one single class having equal rights, powers and preferences.

ARTICLE V

The incorporator of The Corporation is LaVern R. Guthmiller, residing at 12402 SE 240th, Kent, Washington, 98031.

ARTICLE VI

The stated capital of The Corporation is \$2,000.00.
The capital surplus of The Corporation is \$98,000.00.

ARTICLE VII

The initial registered office of The Corporation shall be 1246 West Dakota, Hayden Lake, Idaho 83835, and the initial registered agent at said address is Terrance Magorty.

ARTICLE VIII

The number of directors constituting the initial board of directors shall be one. The name and address of the initial director, who will serve as director until the first annual meeting of shareholders, or until his successor is elected and qualifies is LaVern R. Guthmiller, 12402 SE 240th Street, Kent, Washington 98031.

ARTICLE IX

The officers of The Corporation shall be a President, a Treasurer, a Secretary, and one or more Vice Presidents. All of said officers shall be elected by the Board of Directors and shall hold office and have the powers as respectively specified in The Corporate By-Laws.

ARTICLE X

Subject to the power of the shareholders to amend or repeal the By-Laws, the Board of Directors shall have the authority to amend the By-Laws, define the powers and duties of The Corporate Officers and provide for such other matters they deem essential or convenient to the conduct of The Corporation's affairs, insofar as said authority is consistent with the laws of the State of Idaho and these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed this instrument in duplicate at Kent, Washington, this 21 st day of September, 1981.


LaVern R. Guthmiller

STATE OF WASHINGTON)

COUNTY OF King)

On this 21st day of September, 1981, before me, the undersigned Notary Public for the State of Washington, personally appeared LaVern R. Guthmiller, known to me to be the person whose name is subscribed to the above instrument, and acknowledged to me that he executed the same.

Larry C. Hunter
Notary Public

(SEAL)

Residing at: Renton, Wa. King County
My commission expires: 8.6.85

AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT
AS INITIAL REGISTERED AGENT

To the Secretary of State of the State of Idaho:

I hereby accept my appointment, as set forth in the foregoing Articles of Incorporation, as the initial registered agent of Potlatch Grain & Seed Company.

Terrance Magorty
Terrance Magorty

STATE OF IDAHO)
COUNTY OF *Boise*)

On this 18 day of September, 1981, before me, the undersigned Notary Public for the State of Idaho, personally appeared Terrance Magorty, known to me to be the person whose name is subscribed to the above instrument, and acknowledged to me that he executed the same.

Kenneth N. Haugen
Notary Public

(SEAL)

Residing at: *Coeur d'Alene*

CONSENT TO USE OF SIMILAR CORPORATE NAME

Potlatch Grain Company, a corporation organized under the laws of the State of Idaho with its principal place of business located at Potlatch, Idaho, acting pursuant to lawful authority hereby consents to use of the corporate name of "Potlatch Grain & Seed Company," a corporation proposed by incorporator LaVern R. Guthmiller, to be organized under the laws of the State of Idaho.

Dated this 11th day of September, 1981.

Lloyd J. Gregory
Lloyd J. Gregory
President of Potlatch Grain Company

ATTEST:

Chlea C. Gregory
Chlea C. Gregory
Secretary

STATE OF IDAHO
COUNTY OF NEZ PERCE } ss.

On this 11th day of September, in the year 1981, before me, the undersigned Notary Public for the State of Idaho, personally appeared Lloyd J. Gregory, known to me to be the president of the corporation that executed the instrument or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

Steve R. Cox
Notary Public

(SEAL)

Residing at: LEWISTON, IDAHO

STATE OF IDAHO
COUNTY OF NEZ PERCE } ss.

On this 11th day of September, in the year 1981, before me, the undersigned Notary Public for the State of Idaho, personally appeared Chlea C. Gregory, known to me to be the secretary of the corporation that executed the instrument or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

Steve R. Cox
Notary Public

(SEAL)

Residing at: LEWISTON, IDAHO

CONSENT TO USE OF SIMILAR CORPORATE NAME: