



ARTICLES OF INCORPORATION (General Business)

To the Secretary of State of the State of Idaho

The undersigned, in order to form a Corporation under the provisions of Title 30, Chapter 1, Idaho Code, submits the following articles of incorporation:

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SECRETARY OF STATE
STATE OF IDAHO

Article 1: The name of the corporation shall be: Z and G Logging, Inc.

Article 2: The number of shares the corporation is authorized to issue is: 50,000

Article 3: The street address of the registered office is: 416 Elm Street, Troy, ID 83871

and the registered agent at such address is: Scott Graham

Article 4: The name and address of the incorporator are: Scott Graham, PO Box 56, Troy, ID 83871

Tom Zimmerman, 1507 Texas Ridge Road, Deary, ID 83823

Article 5: The mailing address of the corporation shall be: PO Box 56, Troy, ID 83871

Optional articles:

See Attached Sheets

Customer Acct #:

(If using pre-paid account)

Secretary of State use only
IDAHO SECRETARY OF STATE

01/11/1999 09:00
CX: 1725 CT: 69267 NH: 177471

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Signature of an incorporator:

Tom Zimmerman

Revised 7/00
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ARTICLES OF INCORPORATION

OF

Z AND G LOGGING, INC.

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

1. Name. The name of the corporation is Z AND G LOGGING, INC.
2. Duration. The period of its duration is perpetual.
3. Corporate purpose. The purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.
4. Authorized shares. The aggregate number of shares the corporation is authorized to issue shall be 50,000 (Fifty Thousand), all of which shall be common voting stock, with a par value of 10 (ten) cents per share.
5. Registered office and agent. The registered office of the corporation is 416 Elm Street (PO Box 56), Troy, Idaho 83871, and the corporation's registered agent at that address is Mr. Scott Graham.
6. Incorporators. The name and addresses of the incorporators are:
 1. Scott Graham: PO Box 56, Troy, ID 83871
 2. Tom Zimmerman: 1507 Texas Ridge Rd., Deary, ID 83823
7. Voting Entitlement of Shares.
 - (1) Except as provided in sections (2) and (4) of this Article each outstanding share, regardless of class, is entitled to one (1) vote on each matter voted on at a shareholders' meeting. Only shares are entitled to vote.
 - (2) This corporation is not entitled to vote treasury shares. The shares of this corporation are not entitled to vote if they are owned, directly or indirectly, by a second corporation, domestic or foreign, and this corporation owns, directly or indirectly, a majority of the shares entitled to vote for directors of the second corporation.
 - (3) Section (2) of this Article does not limit the power of this corporation to vote any share, including its own shares, held by it in a fiduciary capacity.

(4) Redeemable shares are not entitled to vote after notice of redemption is mailed to the holders and a sum sufficient to redeem the shares has been deposited with a bank, trust company, or other financial institution under an irrevocable obligation to pay the holders the redemption price on surrender of the shares.

8. Board of Directors. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its board of directors, subject to any limitation set forth in a shareholder agreement authorized under section 30-1-732, Idaho Code. The number of directors constituting the initial board of directors shall be 2, and the names and addresses of the persons to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

1. Scott Graham: PO Box 56, Troy, ID, ID 83871
2. Tom Zimmerman: 1507 Texas Ridge Rd., Deary, ID 83823

9. Qualification of Directors. Directors need not be residents of the State of Idaho or shareholders of the corporation.

10. Voting. Each outstanding share entitled to vote shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders. Shareholders do not have the right to cumulate their votes for directors.

11. Terms of Classes or Series of Shares Determined by Board. The board of directors may determine, in whole or in part, the preferences, limitations, and relative rights, within the limits of section 30-1-601, Idaho Code, of (a) any class of shares before the issuance of any shares of that class or (b) one (1) or more series within a class before the issuance of any shares of that series. Each series must have preferences, limitations, and relative rights identical with those of other shares of the same series and, except to the extent otherwise provided in the description of the series, with those of other series of the same class. Before issuing any shares of a class or series created under this section, the corporation shall deliver to the secretary of state for filing articles of amendment, which are effective without shareholder action, that set forth the information required by section 30-1-602, Idaho Code.

12. Preemptive Rights. The corporation elects to have preemptive rights.

13. Indemnification. The corporation shall indemnify the directors and officers of the corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the corporation to provide prior to such amendment).

14. Limitation of Liability. No director shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the corporation or the shareholders; (iii) a violation of § 30-1-833, Idaho Code; or (iv) an intentional violation of criminal law.

In witness whereof, we have subscribed these Articles of Incorporation this 4th day of January, 1999.

Scott Graham 1-4-99
SCOTT GRAHAM

Tom Zimmerman 1-4-99
TOM ZIMMERMAN