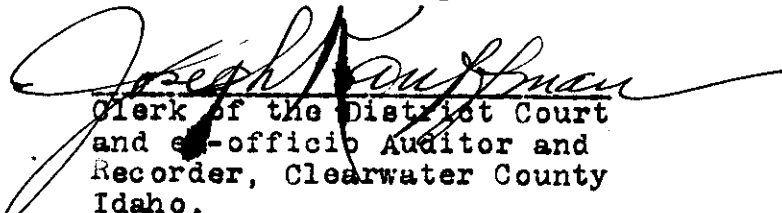


State of Idaho)
County of Clearwater) ss.

I, Joseph Kauffman, Clerk of the District Court, and ex-officio Auditor and Recorder in and for the County of Clearwater, State of Idaho, do hereby certify that the Instrument hereto attached is a full, true and correct copy of the articles of Incorporation of "NORTH FORK WHITE PINE COMPANY", filed in my office under date of March 6th 1922, at 10 o'clock A.M.

WITNESS my hand and official SEAL this 24th day of April 1922.


Clerk of the District Court
and ex-officio Auditor and
Recorder, Clearwater County
Idaho.

United States of America



TO ALL TO WHOM THESE PRESENTS SHALL COME

I, J. GRANT HINKLE, Secretary of State of the State of Washington, and custodian of the Seal of said State, do hereby certify that I have carefully compared the annexed copy of the

ARTICLES OF INCORPORATION OF THE NORTH FORK WHITE PINE COMPANY

with the original copy of said ~~Articles of Incorporation~~ Articles of Incorporation now on file in this office, and find the same to be a full, true and correct copy thereof, and of the whole of said original, together with all official endorsements thereon. And I further certify that the said ~~Articles of Incorporation~~ Articles appear to have been duly and regularly filed in this office, according to law, and that the same are of a genuine, valid, and subsisting character, and that this certificate is in due form, and by the proper officer, having the legal custody of said original and the requisite official knowledge relative thereto.



In Testimony Whereof, I have hereunto set my hand and affixed hereto the Seal of the State of Washington. Done at the Capitol, at Olympia,

this 15th day of Feb. A.D. 1922

J. Grant Hinkle Secretary of State

By J. H. [Signature] Assistant Secretary of State

Completed, to N.F.C.

ARTICLES OF INCORPORATION

of the

NORTH FORK WHITE PINE COMPANY

We, the undersigned, all being citizens of the United States and of the State of Washington, residing at Spokane, Washington, unite and associate ourselves together for the purpose of forming a corporation under the laws of the State of Washington, and in witness whereof, execute these Articles in triplicate for said purpose:

1. The name of this corporation shall be: "NORTH FORK WHITE PINE COMPANY".

2. The purposes for which this corporation is formed are as follows:

To manufacture, buy, sell, import and export, and deal in, timber and lumber and to acquire, hold, improve, lease, sell, mortgage and otherwise use lands and the products thereof; to build, construct, maintain and operate plants and works for the development of such lands, and for the handling, preparing and rendering commercially available the various products thereof, and do all other things incidental to such business.

To acquire by purchase or otherwise, own, buy, sell and deal in standing timber and timber lands, and to buy, cut, haul, drive and sell timber and logs and to saw and otherwise work the same, and to buy, manufacture, and sell lumber, bark, wood, pulp and all products made therefrom.

To acquire rights-of-way and to construct and maintain thereon roads, logging roads, flumes, canals, ditches, tunnels, tramways, and other structures upon, over and through which timber, stone, minerals and other valuable materials and products may be transported and carried; to acquire and maintain any and all means of transportation that may assist this corporation in the marketing of its products.

To purchase, lease or otherwise acquire lands and buildings for the erection and establishment and maintenance of manufactories and workshops with suitable plants, engines and machinery. To manufacture, buy, sell, import, export, and generally deal in machinery of all classes and descriptions.

To purchase or otherwise acquire, sell, dispose of and deal in real and per-

1 sonal property of all kinds, and in particular, lands, buildings, business con-
2 cerns and undertakings, mortgage, shares, book-debts and claims, and any inter-
3 est in real or personal property, and any claims against such property or
4 against any person or company, and to carry on any business, concern or under-
5 taking so acquired.

6 3. The capital stock of this corporation shall be Forty Thousand Dollars
7 (\$40,000.00) which shall be divided into common and preferred stock. Of the
8 common stock there shall be two hundred (200) shares, of the par value of One
9 Hundred Dollars (\$100.00) each; and of the preferred stock there shall be two
10 hundred (200) shares, of the par value of One Hundred Dollars (\$100.00) each.
11 The said Twenty Thousand Dollars of preferred stock shall be entitled to receive
12 dividends at the rate of 8% per annum, payable semi-annually on the first Monday
13 of January and July of each year, out of the earnings of said corporation, be-
14 fore any dividend shall be paid upon the common stock, and such dividends shall
15 be cumulative so that any deficiency in the dividends to be paid on said pre-
16 ferred stock in any year shall be made good out of the earnings of subsequent
17 years together with 8% per annum interest on deferred dividends, before any divi-
18 dends shall be paid upon the said common stock, and said preferred stock shall
19 not further participate with the common stock in other dividends. On the final
20 liquidation of this corporation and the distribution of its assets, all arrears
21 of dividends if any shall be paid to the holders of such preferred stock together
22 with 8% per annum interest on deferred dividends, and the shares of preferred
23 stock shall be paid in full before any payment shall be made to the holder of the
24 common stock; but when such arrears of dividends and the face value of such pre-
25 ferred stock shall have been paid, the holder thereof shall receive no other or
26 additional payments whatever. The amount of such preferred stock shall not be
27 changed or altered by any increase or reduction in the capital stock of said
28 corporation without the consent in writing of the holders of a majority thereof.
29 The holders of the common stock shall have the management and control of this
30 corporation so long as the business of said corporation is able to pay from its
31 earnings the said preference dividends on such preferred stock and during such
32 time the holders of such preferred stock shall have no voting power, but in case

1 such dividends on said preferred stock shall not be earned and paid for a per-
2 iod of two years, then in that event the holders of the preferred stock shall
3 have the same voting power in the elections and in the management and control
4 of said corporation as the common stockholders during the period such dividends
5 on the preferred stock shall be in arrears.

6 4. The time of existence of this corporation shall be fifty (50) years.

7 5. The principal place of business of this corporation shall be Spokane,
8 Washington.

9 6. The business affairs of this corporation shall be managed and con-
10 trolled by a board of three (3) trustees, the first board to be elected to serve
11 until the first Monday in January, 1923, the said board to be elected annually
12 to hold for a year at the annual meeting of stockholders at said date and there-
13 after. The names and residences of the trustees who shall serve as trustees
14 until the first Monday of July, 1922, are as follows:

| <u>Name</u> | <u>Address</u> |
|--------------------|---------------------|
| William P. Hopkins | Spokane, Washington |
| Lloyd E. Gandy | Spokane, Washington |
| S. W. O'Brien | Spokane, Washington |

19 IN WITNESS WHEREOF, We have hereunto subscribed our names this 6th
20 day of February, 1922.

William P. Hopkins
Lloyd E. Gandy
S. W. O'Brien

1 STATE OF WASHINGTON)
2) SS
3 COUNTY OF SPOKANE)

4 I, Gene Blumingham, a Notary Public in and for the
5 State of Washington, do hereby certify that on this 6th day of
6 February, A. D. 1922, personally appeared before me William P. Hopkins, Lloyd
7 E. Gandy, and S. W. O'Brien, to me known to be the individuals described in and
8 who executed the within instrument, and acknowledged that they signed and sealed
9 the same as their free and voluntary act and deed, for the uses and purposes
10 therein mentioned.

11 Given under my hand and official seal, this 6th day of
12 February, A. D. 1922.

13 Gene Blumingham
14 Notary Public in and for the State of
15 Washington, residing at Spokane

16
17
18
19 (Endorsement)

20 State of Washington, ss.

21 Filed for record in the office of the Secretary of State
22 Feb. 14, 1922 at 9:10 o'clock A.M.

23 DOMESTIC CORPORATIONS

24 J. Grant Hinkle,

25 Secretary of State.
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