

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

ALPCO, INC.

was filed in the office of the Secretary of State on the **sixth** day of **March** A.D., One Thousand Nine Hundred **seventy** and **will be** duly recorded ~~on Film~~ **Microfilm** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

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 **Grangeville, Idaho** in the County of **Idaho**

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 **sixth** day of **March** A.D., 19**70**

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

42062

ARTICLES OF INCORPORATION
of
ALPCO, INC.

The undersigned natural persons of the age of twenty-one years or more, and citizens of the United States of America, acting as incorporators of a corporation (hereinafter referred to as the "Corporation") under the provisions of the Idaho Business Corporation Acts (hereinafter referred to as the "Act") adopt Articles of Incorporation and certify as follows:

ARTICLE I.

Name

The name of this Corporation is "ALPCO, INC."

ARTICLE II.

Purposes and Powers

Section 1. The purposes for which the Corporation is organized are as follows:

Clause (a). General Purposes. To engage in a general logging and log hauling business including but not limited to the following: skidding, decking, loading, hauling and all other operations incidental to the carrying on of a logging business including the building of logging roads and other things and structures necessary in the full and complete operation of such logging business; to acquire, hold, own, sell, mortgage, pledge or otherwise dispose of stock, bonds or other obligations of any corporation formed for or engaged in the general lumber, timber, milling, logging or allied businesses; to own or hold any property or interest in property including timber rights and timber contracts which this corporation might lawfully own or hold; to engage in a general lumber, timber and milling business or any business allied therewith, and to own or hold any property, and build, purchase or otherwise acquire or own, operate, sell or otherwise dispose

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1 of sawmills, wood products, manufacturing, mills and allied businesses.

2 Clause (b). Ancillary Purposes. To do everything necessary, proper,
3 advisable or convenient for the accomplishment of the purposes hereinabove set
4 forth, and to do all other things incident thereto or connected therewith, which
5 are not forbidden by the Act, by other law, or by these Articles of Incorporation.
6

7 Clause (c). To Carry Out Such Purposes in Other States. To carry out
8 the purposes hereinabove set forth in any state, territory, district or possession
9 of the United States, or in any foreign country, to the extent that such purposes
10 are not forbidden by the law of such state, territory, district or possession of
11 the United States, or by such foreign country; and in the case of any state, terri-
12 tory, district or possession of the United States, or any foreign country, in which
13 one or more of such purposes are forbidden by law, to limit the purpose or pur-
14 poses which the Corporation proposed to carry on in such state, territory, dis-
15 trict or possession of the United States, or foreign country, to such purpose or
16 purposes as are not forbidden by the law thereof in any certificate for applica-
17 tion to do business in such state, territory, district or possession of the United
18 States, or foreign country.
19

20 SECTION 2. Statutory Powers. The Corporation shall have and exer-
21 cise the statutory powers specified in Section 30-114, Idaho Code.
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23 SECTION 3. Additional Powers. In furtherance and not in limitation of
24 the powers conferred by the laws of the State of Idaho upon corporations organized
25 for the foregoing purposes, the Corporation shall have the following additional
26 powers:
27

28 Clause (a). Directly, or through ownership of stock in any corporation
29 to purchase, lease, exchange or otherwise acquire real estate and property,
30 either improved or unimproved, and any interest therein; to own, hold, control,
31 maintain, manage and develop the same; to erect, construct, maintain, improve,
32 rebuild, enlarge, alter, manage, operate and control all kinds of buildings,

1 offices, warehouses, mills, shops, factories, machinery and plants, and all
2 structures and erections of any description on any lands owned, held or leased
3 by the Corporation, or upon any other lands; to lease or sublet offices, and other
4 space in such building or buildings, and to sell, lease, sublet, mortgage, ex-
5 change, assign, transfer, convey, pledge or otherwise alienate or dispose of any
6 such real estate and property, and any interest therein;

8 Clause (b). Directly, or through ownership in any corporation, to pur-
9 chase or otherwise acquire, hold, manufacture, sell, exchange, mortgage,
10 pledge, hypothecate, deal in and dispose of machinery, implements, equipment,
11 accessories, parts and supplies and other personal and real property of every
12 kind, and any interest therein.

14 Clause (c). To purchase or otherwise acquire, hold, sell, exchange,
15 pledge, hypothecate, underwrite, deal in and dispose of stocks, bonds, notes;
16 debentures, or other evidences of indebtedness and obligations and securities
17 of any corporation, company, association, partnership, syndicate, entity or
18 person, domestic or foreign, or of any domestic or foreign state, government,
19 or governmental authority or of any political or administrative subdivision or
20 department thereof, and certificates or receipts of any kind representing or
21 evidencing any interest in any such bonds, stocks, notes, debentures, evidences
22 of indebtedness, obligations or securities; to issue its own shares of stock,
23 bonds, notes, debentures or other evidences of indebtedness and obligations and
24 securities, certificates or receipts purchased or acquired by it; and, while the
25 owner or holder of any such stocks, bonds, notes, debentures, evidences of
26 indebtedness, obligations, securities, certificates or receipts, to exercise all
27 the rights of ownership in respect thereof; and, to the extent now or hereafter
28 permitted by law, to aid by loan, subsidy, guaranty or otherwise, those issuing,
29 creating, or responsible for any such stocks, bonds, notes, debentures, evidences
30 of indebtedness, obligations, securities, certificates or receipts.

1 Clause (d). To purchase, or otherwise acquire, hold, exchange, pledge,
2 hypothecate, sell, deal in, and dispose of mortgages covering any kind of pro-
3 perty, tax liens, and transfers of tax liens on real estate.

4 Clause (e). To borrow or raise moneys for any of the purposes of the
5 Corporation, and, from time to time, without limit as to amount, to draw, make,
6 accept, endorse, execute, issue and grant promissory notes, drafts, bills of
7 exchange, warrants, options, bonds, debentures, and other negotiable or non-
8 negotiable instruments, evidences of indebtedness and agreements; to secure the
9 payment thereof and of the interest thereon and the performance thereof by
10 mortgage upon, or pledge, conveyance or assignment in trust of, the whole or any
11 part of the assets of the Corporation, whether at the time owned or thereafter
12 acquired; and to sell, pledge or otherwise dispose of such securities or other
13 obligations of the Corporation for its corporate purposes.

14 Clause (f). To purchase or otherwise acquire, undertake, carry on,
15 improve or develop, all or any of the business, good will, rights, assets and
16 liabilities of any person, firm, association or corporation carrying on any kind
17 of business of a similar nature to that which this Corporation is authorized to
18 carry on, pursuant to the provisions of this certificate; and to hold, utilize and
19 in any manner dispose of the rights and property so acquired.

20 Clause (g). To make any guaranty respecting dividends, stocks,
21 securities, indebtedness, interest, contracts or other obligations so far as the
22 same may be permitted to be done by corporations organized under the Act.

23 Clause (h). To enter into any lawful arrangements for sharing profits,
24 union of interest, reciprocal concession, or cooperations, with any corporation,
25 association, partnership, syndicate, entity, person or governmental, municipal
26 or public authority, domestic or foreign, in the carrying on of any business
27 which the corporation is authorized to carry on or any business or transaction
28 deemed necessary, convenient or incidental to carrying out any of the purposes
29 of the Corporation.
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Clause (i). To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government or governmental authority, or of any political, or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel or rescind any such contracts.

Clause (j). To exercise all or any of the corporate powers and to carry out all or any of the purposes, enumerated herein or otherwise granted or permitted by law, while acting as agent, nominee, or attorney in fact for any persons or corporations, and to perform any service under contract or otherwise for any corporation, joint stock company, association, partnership firm, syndicate, individual or other entity, and in such capacity or under such arrangement, to develop, improve, stabilize, strengthen, or extend the property or commercial interests thereof, and to aid, assist or participate in any lawful enterprises in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the Act.

Clause (k). To purchase the Corporation's own capital stock, using the Corporation's surplus earnings or accumulated profits at any time, as the Board of Directors may determine, and the Corporation's capital stock so purchased may, if the Directors so determine, be held in the Treasury as its Treasury stock, to be thereafter disposed of in such manner as the Directors may deem proper.

ARTICLE III.

Period of Duration

The period of duration of the Corporation is perpetual.

ARTICLE IV.

Registered Office

The location of the Corporation's registered office in this state is
722 Washington Avenue, Grangeville, Idaho County, Idaho.

W. C. MACGREGOR, JR.
ATTORNEY AT LAW
GRANGEVILLE, IDAHO

1 ARTICLE V.

2 Authorized Shares

3
4 SECTION 1. Number. The total authorized number of shares which
5 the Corporation shall have authority to issue is 5,000 shares of common stock.
6 The aggregate par value of said shares is \$50,000.00, and the par value of each
7 share is \$10.00.

8 SECTION 2. Dividends. The holders of the capital stock shall be
9 entitled to receive, when and as declared by the Board of Directors, out of the
10 unreserved surplus of the Corporation, as permitted by the Act, dividends pay-
11 able either in cash, in property, or in shares of the capital stock of the Corpora-
12 tion.
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14 SECTION 3. Stock Non-Assessable. The private property of the stock-
15 holders of this Corporation shall not be subject to the payment of the corporate
16 debts to any extent whatsoever, and shares of the Corporation shall not be sub-
17 ject to assessment for the purpose of paying expenses, conducting business, or
18 paying debts of the corporation.
19

20 SECTION 4. Issuance of Stock. All or any portion of the capital stock
21 may be issued for cash or in payment for real or personal property, services,
22 or any other right or thing of value for the uses and purposes of the corporation
23 and when so issued shall become and be fully paid, the same as though paid for
24 in cash at par; and the Directors shall be the sole judges of any property right
25 or thing acquired in exchanges for capital stock.
26

27 SECTION 5. Increase of Capital Stock. From time to time the
28 capital stock may be increased, according to law, and may be issued in such
29 amounts and proportions as shall be determined by the Board of Directors and
30 as may be permitted by law.
31

1 SECTION 6. Voting Power. The entire voting power for the election
2 of Directors and for all other purposes shall be vested exclusively in the holders
3 of the common stock, who shall be entitled to one vote for each share of common
4 stock held by them of record.
5

6 ARTICLE VI.

7 Incorporators

8 The names and post office addresses of the incorporators of the Cor-
9 poration and the number of shares subscribed for by each, are as follows:

10	<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>
11	Phillip A. Robinett	Grangeville, Idaho	1
12	Leo O. Robinett	Grangeville, Idaho	1
13	George A. Robinett	Grangeville, Idaho	1

14 ARTICLE VII.

15 Interest of Directors in Contracts

16 Any contract or other transaction between the Corporation and one or
17 more of its Directors, or between the Corporation and any firm of which one or
18 more of its Directors are members or employees, or in which they are interested,
19 or between the Corporation and any corporation or association of which one or
20 more of its Directors are shareholders, members, directors, officers or em-
21 ployees, or in which they are interested, shall be valid for all purposes, not-
22 withstanding the presence of such Director or Directors at the meeting of the
23 Board of Directors of the Corporation, which acts upon, or in reference to, such
24 contract or transaction, and notwithstanding his or their participation in such
25 action, if the fact of such interest shall be disclosed or known to the Board of
26 Directors, and the Board of Directors shall, nevertheless, authorize, approve
27 and ratify such contract or transaction by a vote of a majority of the Directors
28 present, such interested Director or Directors to be counted in determining
29 whether a quorum is present, and in calculating the majority necessary to carry
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1 such vote. This section shall not be construed to invalidate any contract or other
2 transaction which would otherwise be valid under the common and statutory law
3 applicable thereto.

4 ARTICLE VIII.

5 Board of Directors


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7 The initial Board of Directors shall consist of three (3) members. The
8 number of Directors may be increased or decreased from time to time (but not
9 below three members) by amendment of the By-Laws, but no decrease shall
10 have the effect of shortening the term of any incumbent Director. In the absence
11 of a By-Law fixing the number of Directors, the number shall be three (3).

12 ARTICLE IX.

13 Amendment of By-Laws

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15 The power to alter, amend or repeal the Code of By-Laws, or to adopt
16 a new Code of By-Laws for the government of this Corporation, shall be vested
17 in the Board of Directors. The Code of By-Laws may contain any provisions for
18 the regulation and management of the affairs of the Corporation not inconsistent
19 with the Act or these Articles of Incorporation.

20 IN WITNESS WHEREOF, We have hereunto set our hands and seals
21 this _____ day of _____, 1970.

22
23 
24 Phillip A. Robinett

25 
26 Leo O. Robinett

27 
28 George A. Robinett

W. C. MACGREGOR, JR.
ATTORNEY AT LAW
GRANGEVILLE, IDAHO

1 STATE OF IDAHO)
2) ss.
3 County of IDAHO)

4 On this _____ day of _____, 1970, before me, the under-
5 signed, a Notary Public for the State of Idaho, personally appeared PHILLIP A.
6 ROBINETT, LEO O. ROBINETT and GEORGE A. ROBINETT, known to me to be
7 the persons whose names are subscribed to the foregoing instrument, and acknow-
8 ledged to me that they executed the same.

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

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12
13 (SEAL)

Notary Public for Idaho
Residing at Grangeville therein.

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ATTORNEY AT LAW
GRANGEVILLE, IDAHO

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