

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

ARNOLD WILLIAMS

I, ~~WILLIAM H. FOUNG~~ **ARNOLD WILLIAMS**, 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

BENEWAH LUMBER COOPERATIVE, INC.

was filed in the office of the Secretary of State on the **Twelfth** day of **February**, A.D. One Thousand Nine Hundred **Sixty-two** and is duly recorded on Film No. **114** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 22-2608, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation by the name stated in the articles for **Fifty years** from the date hereof, with its registered office in this State located at **Plummer** in the County of **Beneviah**, Idaho, and as such are entitled to all the rights and privileges granted to, and subject to the limitations and requirements of a Cooperative Marketing Association, as provided in said Chapter 26 of Title 22, Idaho Code.

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 **12th** day of **February**, A. D., 19**62**.

Secretary of State.

ARTICLES OF INCORPORATION
of
BENEWAH LUMBER COOPERATIVE, INC.

Article I -- Name

The name of this corporation shall be Benewah Lumber Cooperative, Inc. (sometimes referred to hereinafter as the "Association").

Article II -- Purposes

This Association is hereby organized as a cooperative marketing association, under and in accordance with the provisions of Title 22, Chapter 26, Idaho Code of 1947, as amended, for the following purposes:

(a) To engage in any and all lawful activities in connection with the production, marketing or selling of the forest products of its members, including, and not by way of limitation, the harvesting, preserving, drying, processing, storing, handling, shipping or utilization of such products and the by-products and derivatives thereof;

(b) To engage in all lawful activities in connection with the purchasing, manufacture, selling or supplying to, for or in behalf of its members of machinery, equipment, materials or supplies used or useful in the production of such products, by-products and derivatives;

(c) To engage in the financing of any of the above enumerated activities; and

(d) To promote and encourage the conservation of forest resources, the beneficial use and enjoyment of such resources, and the legitimate interests and general welfare of the forest products industry and of its members engaged or employed therein.

Article III -- Business Location

The principal office and place of business of the Association shall be located in Plummer, Idaho, or at such other location within Benewah County, Idaho as its members or directors may from time to time select. The Association may establish such other offices or places of business, within or outside Benewah County or the State of Idaho as it may see fit.

Article IV -- Term of Existence

This Association shall have a term of existence of fifty (50) years; provided, however, that in the event it shall hereafter be made lawful for cooperative marketing associations to have a longer or perpetual term of existence, this Article shall not operate as a limitation upon the Association's right to take advantage thereof.

Article V -- Rights of Shareholders and Members

This Association shall be authorized to issue Preferred Stock, Common Stock and Certificates of Membership, or any combination thereof, and the rights, privileges, preferences and obligations of each shall be as hereinafter set forth, subject, however, to any more specific or detailed provisions not inconsistent herewith as may appear in the Bylaws of the Association or in the resolutions of its directors.

(a) Preferred Stock The Association is hereby authorized to issue Preferred Stock of the par value of ten dollars (\$10.00) per share, of which not more than one hundred thousand (100,000) shares shall be issued and outstanding at any time or from time to time. Such Preferred Stock shall be entitled to participate in the operating profit of the Association to the amount of eighty cents (80¢) per share per annum, or such lesser amount per share as the directors shall determine and specify in the resolution authorizing the issuance thereof. Such dividends shall be paid prior to the payment or allocation of any dividends upon Common Stock or patronage dividends or refunds to members; and any such Preferred Stock dividend or portion thereof which shall not be paid in any year shall accumulate and remain a charge upon operating profits of the next or any subsequent year. Any Preferred Stock which has been issued and outstanding for not less than two full years may, if the certificate thereof so provides, be redeemed by the Association upon thirty (30) days' notice in writing to the holders thereof; provided, however, that if the Association shall elect to redeem less than the entire amount of such eligible stock, any stock so redeemed shall be called in the direct order of its issuance, and shall be redeemed at par plus accrued dividends. In the event of liquidation of the Association, whether voluntary or involuntary, the holders of Preferred Stock shall be entitled to receive, from the proceeds of liquidation remaining after payment of all debts and prior obligations, the par value of their shares plus dividends accrued thereon, prior to any participation in such proceeds by the holders, as such, of Common Stock or Certificates of Membership. The Preferred Stock shall be non-voting and may be issued to non-members as well as members.

(b) Common Stock The Association is hereby authorized to issue Common Stock of the par value of ten dollars (\$10.00) per share, of which not more than two hundred thousand (200,000) shares shall be issued and outstanding at any time or from time to time. Such Common Stock shall be entitled to participate in the operating profits of the Association, after payment of all current and accrued dividends on the Preferred Stock, to the extent determined by the directors, but not in excess of eighty cents (80¢) per share per year. Upon liquidation of the Association, whether voluntary or involuntary, the holders of Common Stock shall be entitled to receive, from the proceeds of liquidation remaining after payment of all debts and prior obligations, the par value of their shares, prior to any participation in such proceeds by the holders, as such, of Certificates of Membership. The Common Stock shall be non-voting, may be held only by members, and shall be subject to such restrictions upon transfer as the Bylaws shall provide, which restrictions shall be set forth in the Common Stock certificates.

(c) Membership Certificates The Association shall issue, to every person, corporation, partnership or association meeting the qualifications for membership set forth in the Bylaws, a Certificate of Membership, upon payment therefor of the membership fee in the amount of fifty dollars (\$50.00). Each owner of a Certificate of Membership shall be a member of the Association and shall have a property right and interest therein equal to that of every other member. Each such member shall be entitled to a single vote at any election of directors or upon any matter which shall be submitted to a vote of the membership. Only such members shall be entitled to participate in the operating profits of the Association remaining after payment of dividends on Preferred and Common Stock; but such profits shall be paid or allocated to such members in the proportion that each member's patronage of the Association bears to the total patronage of the Association by all members. Such patronage dividends or refunds shall be allocated and paid at such times and in such manner as the directors shall determine in accordance with the general principles herein set forth, as refined and particularized, but not contravened, by the provisions of the Bylaws and the contracts of the Association with its members.

Article VI -- Powers

This Association shall have and exercise all of the powers and

rights granted and available to cooperative associations under all provisions of Idaho law applicable thereto, unless and except to the extent that any such powers or rights shall be restricted by any express provision of these Articles.

IN WITNESS WHEREOF, the undersigned incorporators, each of whom is a citizen and resident of the United States of America and the State of Idaho, have hereunto subscribed their respective names as members and incorporators of Benewah Lumber Cooperative, Inc. this 26th day of January, 1962, at Plummer, Idaho.

George H. Dohman
Tensed, Idaho

Gordon Smith
Tensed, Idaho

Marvin A. Brigger
Plummer, Idaho

Good Worthington
Plummer, Idaho

Naomi E. Bralton
220 - 12th Str.,
St. Maries, Idaho

Vern Mitchell
Tensed, Idaho

STATE OF IDAHO }
COUNTY OF BENEWAH) ss.

Personally appeared before me this 26th day of January, 1962,
GEORGE H. DOHMAN, one of the persons who subscribed
his name to the foregoing Articles of Incorporation of Benewah Lumber
Cooperative, Inc., and acknowledged to me that he executed the same as
a member and incorporator thereof as his voluntary act and deed.

Daniel Z. Mitchell
Notary Public in and for Idaho
Residing at: St. Maries, Idaho
My Commission expires 2/6/65