

**FILED EFFECTIVE**

2004 OCT 28 AM 9:24

**ARTICLES OF INCORPORATION**

**OF**

CLERK AND  
STATE OF IDAHO

**Pullin Post & Sawmill, Inc.**

The undersigned incorporator, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE ONE**

Name: The name of the corporation is Pullin Post & Sawmill, Inc.

**ARTICLE TWO**

Stock: The total authorized number of par value shares of stock is One Hundred Thousand (100,000). The aggregate par value of the total authorized number of par value shares is One Million Dollars (\$1,000,000.00), based upon a par value of Ten and no/100 Dollars (\$10.00) per share.

**ARTICLE THREE**

Registered Office and Registered Agent: The address of the registered office of the corporation in the State of Idaho is 2935 Rock Creek Road, Hansen, Idaho 83334. The name of the corporation's registered agent at that address is Angie Pullin.

**ARTICLE FOUR**

Incorporator: The name and mailing address of the incorporators are Douglas W. Pullin and Angela M. Pullin, 2935 Rock Creek Road, Hansen, ID 83334.

**ARTICLE FIVE**

Board of Directors: The business of this corporation shall be managed and conducted by a board of not less than two (2) and not more than five (5) directors. The directors shall be elected in the manner set forth in the Bylaws.

**ARTICLE SIX**

Directors: The names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders and until their successors are elected and qualified are:

Douglas W. Pullin  
2935 Rock Creek Road  
Hansen, ID 83334

Angela M. Pullin  
2935 Rock Creek Road  
Hansen, ID 83334.

IDAHO SECRETARY OF STATE  
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## **ARTICLE SEVEN**

Articles - Amendment: The Articles of Incorporation may be amended by the affirmative vote of the holders of record of Fifty-one percent (51%) of the outstanding stock of the Corporation entitled to vote in respect thereof, given at any annual meeting or any special meeting, provided notice of the proposed amendment be included in the notice of such meeting.

## **ARTICLE EIGHT**

Bylaws - Adoption: In furtherance and not in limitation of the powers conferred by the laws of the State of Idaho, the Board of Directors is expressly authorized to frame and adopt any such Bylaws for the Corporation as are not inconsistent with the laws of the State of Idaho or these Articles of Incorporation.

## **ARTICLE NINE**

Bylaws - Amendment: All Bylaws of the corporation shall be subject to alteration or repeal, and new Bylaws may be made, by the affirmative vote of the holders of record of Fifty-one percent (51%) of the outstanding stock of the corporation given at any annual meeting or at any special meeting, provided notice of the proposed alteration or repeal or of the proposed new Bylaws be included in the notice of such meeting.

## **ARTICLE TEN**

Sale of Corporation's Assets: The corporation shall not sell, lease, convey, exchange, transfer, or otherwise dispose of all or substantially all of its property and assets, not in the regular course of its business, without authorization by a resolution adopted by a majority of the members of the Board of Directors and by a vote or written consent of Fifty-one percent (51%) of the holders of the outstanding shares.

## **ARTICLE ELEVEN**

Restriction on Alienation of Stock: The stock of the corporation may be subject to restrictions on the transfer of stock provided any agreement imposing those restrictions is on file with the Secretary of the corporation and notice of the restriction is placed conspicuously on each stock certificate.

## **ARTICLE TWELVE**

Limited Liability of Directors: No director shall be liable to the corporation or its shareholders for money damages for any action taken, or any failure to take action, as a director, except liability for (1) the amount of a financial benefit received by a director to which he was not entitled; (2) intentional infliction of harm on the corporation or the shareholders; (3) unlawful distributions; or (4) intentional violation of criminal law.

**ARTICLE THIRTEEN**

Indemnification of Directors: A director may obtain indemnification from the corporation for liability to any person for any action taken, or any failure to take action, as a director, except liability for (1) the amount of a financial benefit received by a director to which he was not entitled; (2) intentional infliction of harm on the corporation or the shareholders; (3) unlawful distributions; or (4) intentional violation of criminal law.

IN WITNESS WHEREOF, these Articles of Incorporation are executed in duplicate on the 25 day of October, 2004.

Angela M. Pullin  
Angela M. Pullin, Incorporator  
Angela M. Pullin

STATE OF IDAHO                    )  
                                          ss.  
County of TWIN FALL            )

On this 25 day of October, 2004, before me, the undersigned Notary Public in and for said state, personally appeared Angela M. Pullin, known or identified to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same.

WITNESS my hand and official seal.



Linda Morrill  
Notary Public for Idaho  
Residing at Blanchester  
Commission expires 3/29/08