



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

GOLD FORK LOGGING COMPANY

was filed in the office of the Secretary of State on the **seventh** day of **July** A.D., One Thousand Nine Hundred **seventy-five** and ~~all be~~ ~~duly recorded on film No.~~ ~~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 **McCall, Idaho** in the County of **Valley**

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 **7th** day of **July**, A.D., 19 **75**

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION OF
GOLD FORK LOGGING COMPANY

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the Idaho Business Corporation Act, and subchapter "S" of the Internal Revenue Code, adopt the following articles of incorporation for such corporation:

I

The name of the corporation is GOLD FORK LOGGING COMPANY.

II

The period of its duration is perpetual.

III

The purpose or purposes for which the corporation is organized are: To engage in the general logging and lumber business, including but without limitation, the manufacture and sale of lumber and timber products of all kinds, milling and like interests, and all other things necessary in the full and complete operation thereof. To build, maintain, rent, lease, or otherwise use buildings, sawmills, logging camps, roads, and equipment, to buy and sell land in connection with same, to borrow, lend, mortgage, hypothecate, or engage in other financial transactions that will achieve the ends and purposes of this corporation.

V

The aggregate number of shares which the corporation shall have authority to issue is ten (10) shares of common stock at no par value.

The preferences, limitations, and relative rights in respect to the shares of the company are as follows:

(a) All shares shall be non-assessable, fully paid when issued, and each share shall be entitled to one non-accumulative vote in all corporate affairs and shall share equally upon dissolution.

(b) The division of all profits or surplus funds and all dividends of every type shall be pro-rated according to the number of shares held by each stockholder.

V

The corporation is organized under and complys with the provisions of Subchapter "S" of the Internal Revenue Code, which permits the stockholders the option to be taxed as individuals and not as a corporation.

VI

The corporation shall not commence business until consideration of the value of at least one Thousand Dollars has been received for the issuance of shares.

VII

There shall be no provisions limiting or denying to shareholders the pre-emptive right to acquire additional or treasury shares of the corporation.

VIII

The provisions for the regulation of the internal affairs of the corporation are:

The affairs and management of this corporation shall be under the control of the board of directors consisting of three or more members to be elected by the stockholders at the annual or special stockholders meeting by the majority of the stock represented at such meeting.

The officers of this corporation shall consist of President, Vice President, and Secretary-Treasurer. Said officers shall be elected by a majority of the directors at a meeting regularly called for or in any meeting called for that purpose.

The number of directors may be increased or decreased to not less than three at any time, and the articles of Incorporation may be amended by a majority vote of the Board of Directors.

The Directors and officers of this corporation need not be stockholders.

A majority of the shares present in person or by proxy entitled to vote at any stockholders meeting, but not less than one third of the outstanding shares entitled to vote at such meeting shall constitute a quorum for the transaction of all business at a stockholders meeting.

Any transaction of this corporation is not invalidated by the fact that a director or officer is personally interested in or affected by such transaction, provided, that such interest be made known to all other directors who vote in favor of same and before such vote is taken. The interest of such director or officer is to be recorded in the minutes of the board meeting, together with the fact that all persons voting for such transactions were so informed of this interest before the vote was taken. The interested director or officer must refrain from voting on such question.

IX

The post office address of its initial registered office is Mc Call, Idaho 83638, and the name of the initial registered agent at such address is Michael C. Johnson.

X

The number of directors constituting the initial board of directors of the corporation is three, and the name and address of the persons who are to serve as directors shall be until the first annual meeting of the stockholders or until their successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Michael C. Johnson	Mc Call, Idaho 83638
E. D. Johnson	Mc Call, Idaho 83638
Elizabeth A. Johnson	265 East 400 South Provo, Utah 84601

Each stockholder has subscribed to one (1) share of stock.

XI

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Michael C. Johnson	Mc Call, Idaho 83638
E. D. Johnson	Mc Call, Idaho 83638
Elizabeth A. Johnson	265 East 400 South Provo, Utah 84601

XII

The private property of the common stockholder of this corporation shall not be liable for corporate debts.

Dated this _____ day of _____, 1975.

Michael C. Johnson
Michael C. Johnson

E. D. Johnson
E. D. Johnson

Elizabeth A. Johnson
Elizabeth A. Johnson

State of Idaho)
County of Valley) ss.

I, Mary A. Stowell, Notary Public, hereby certify that on the 5th day of June, 1975, personally appeared before me Michael C. Johnson and E. D. Johnson, who being by me first duly sworn, declared that they are the signers of the foregoing document, as incorporators, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 5th day of June, 1975.

Mary A. Stowell
Notary Public

State of Utah)
County of Utah) ss.

I, Rich E. Ham, Notary Public, hereby certify that on the 30 day of May, 1975 personally appeared before me Elizabeth A. Johnson, who being by me first duly sworn, declared that she is a signer of the foregoing document, as an incorporator, and that the statements contained herein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 30 day of May, 1975.

Rich E. Ham
Notary Public