

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, 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

IDAHO WESTERN MILLS, INC.

was filed in the office of the Secretary of State on the **Eleventh** day of **October** A.D. One Thousand Nine Hundred **Sixty-five** and

~~will be~~ recorded on ~~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 **Orangeville** 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 **11th** day of **October** A.D., 19**65**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
IDAHO WESTERN MILLS, INC.

Grangeville, Idaho

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age, and citizens of the United States of America, and residents of the State of Idaho, have associated ourselves and do hereby associate ourselves for the purpose of forming a business corporation pursuant to the provisions of the Business Corporation Act of the State of Idaho for the purposes hereinafter mentioned and set forth, and we do hereby certify to and adopt the following Articles of Incorporation:

I.

The name of the corporation is IDAHO WESTERN MILLS, INC.

II.

The corporation shall have perpetual existence except that it may be limited or terminated by or in accordance with law.

III.

That this corporation is formed and organized for the purposes of engaging in a general logging and manufacturing of timber products and related activities, including wholesale and retail merchandising, and marketing, including, but not limited to the following specific purposes:

- A. To engage in a general logging, lumber, timber, milling and allied activities and the doing of all things necessary or expedient in the full and complete operation of such businesses; to acquire, hold, own, sell, lease (either as Lessor or Lessee), and to mortgage, pledge or otherwise dispose of

real and personal property; and to acquire, hold, own, sell, mortgage, pledge or otherwise dispose of stocks, bonds, or other obligations of any corporation formed for or engaged in similar businesses.

- B. To engage in the wholesale or retail business of merchandising forest products, building supplies, and related items of commerce.
- C. To enter into and perform contracts related to any of the other business activities of the corporation.
- D. To engage in a general construction business, and to enter into and perform contracts with relation thereto.
- E. To purchase, hold, sell or transfer shares of the corporation's own capital stock.
- F. To purchase or otherwise acquire the capital stock or assets of any business corporation authorized to do business in the State of Idaho or in any other state of the United States wherein this Corporation may be qualified and authorized to do business.
- G. To borrow money and to issue notes, bonds, debentures or other evidences of debt, secured or unsecured.
- H. To engage in any of businesses of said corporation in the State of Idaho or elsewhere as may be determined by the Board of Directors of the corporation.

- I. To do all things reasonably necessary or expedient in carrying out any of the purposes herein mentioned or any business which the corporation is qualified and authorized to enter into, either as principal or as agent for another.
- J. The objectives and purposes herein specified are not to be limited or restricted by reference or inference to any of the specific purposes of said corporation herein set forth.
- K. To do any and all things necessary in the operation of any of said businesses and to use and enjoy all the power and authority granted by the laws of the State of Idaho relating to business corporations; and to do all things necessary and convenient to fully effectuate the intent and purposes of this corporation.

IV.

The location and post office address of the principal and registered office of this corporation is Grangeville, Idaho County, Idaho, and the Board of Directors of this corporation shall be empowered to establish offices and places of business for the corporate purposes at any other place which they deem to be proper.

V.

The capital stock and authorized capital of this corporation is the sum of FIVE HUNDRED THOUSAND DOLLARS (~~\$~~500,000.00) which will be represented by Five Thousand shares of common stock of the par value of

\$100.00 each, and each share will entitle the holder thereof to one vote in the conduct of corporation business in any special or regular meeting of stockholders.

VI.

The name and post office address of each of the incorporators, and the number of shares subscribed by each, are as follows:

Oscar H. Welch, Hayden Lake, Idaho	850 shares
T. J. Welch, Grangeville, Idaho	900 shares
Glenna F. Welch, Grangeville, Idaho	42 shares

IN WITNESS WHEREOF, we, the incorporators, in certifying and adopting the foregoing Articles of Incorporation, have hereunto set our hands this 6th day of October, 1965.

Oscar H. Welch

T. J. Welch

Glenna F. Welch

STATE OF IDAHO)
) ss:
COUNTY OF KOOTENAI)

On this 6th day of October, 1965, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared OSCAR H. WELCH, known to me to be the individual whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, on the day and year last above written.

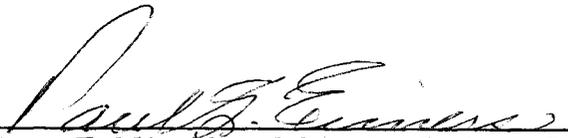
Paul G. Eimers

 Notary Public in and for the State of Idaho
 Residing at Hayden Lake Idaho
my commission expires 4/4/66

STATE OF IDAHO)
) ss:
COUNTY OF IDAHO)

On this 8th day of October, 1965, before me, the under-
signed, a Notary Public in and for the State of Idaho, personally appeared
T. J. WELCH and GLENNA F. WELCH, known to me to be the individuals
whose names are subscribed to the foregoing instrument, and acknowledged
to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal, on the day and year last above written.


Notary Public in and for the State of Idaho
Residing at Grangeville, Idaho