

State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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

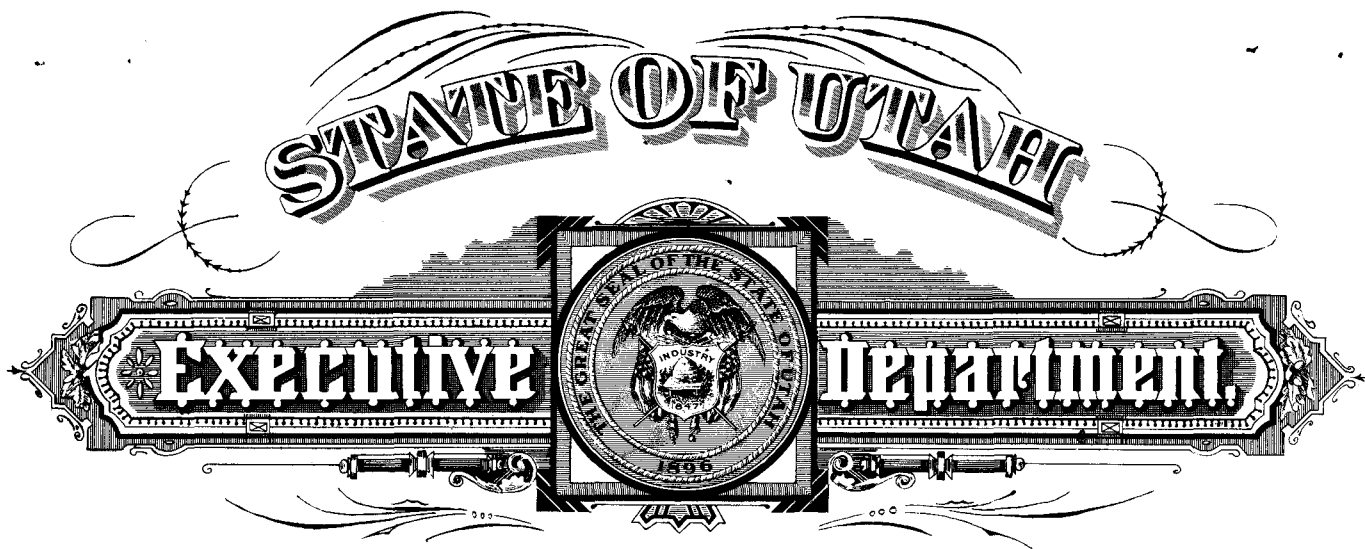
THE RIO GRANDE LUMBER COMPANY

a corporation duly organized and existing under the laws of **Utah** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **13th** day of **September** 19 **65**, a properly authenticated copy of its articles of incorporation, and on the **13th** day of **September** 19 **65**, a designation of **Orval Cole** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **13th** day of **September**, A.D. 19 **65**.

Secretary of State.



Secretary of State's Office

I, CLYDE L. MILLER, SECRETARY OF STATE OF THE STATE OF UTAH,
DO HEREBY CERTIFY THAT the attached is a full, true and correct copy
of the Articles of Incorporation thereto of The Rio Grande Lumber Co.

AS APPEARS of record IN MY OFFICE.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND

AND AFFIXED THE GREAT SEAL OF THE STATE OF UTAH

AT SALT LAKE CITY, THIS Twenty-Seventh DAY OF

August

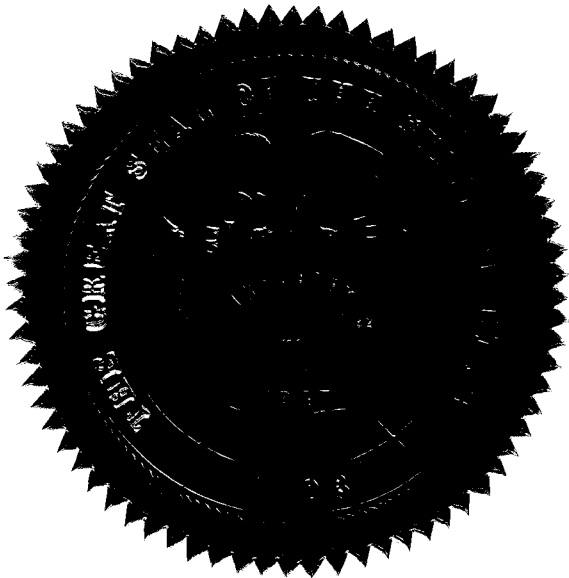
19 65

Clyde L. Miller

SECRETARY OF STATE

BY *W. G. Bush*

DEPUTY



1950

ARTICLES OF INCORPORATION
of
THE RIO GRANDE LUMBER COMPANY

16180
16180

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, whose full names and places of residence are as follows: Ray W. Frank, Anna Frank, Ernest Frank, Oswald T. Reese and Iva D. Reese, all of Salt Lake City and County, in the State of Utah; being desirous of associating themselves together and of forming a corporation for the purposes hereinafter stated, do hereby certify and agree as follows:

ARTICLE I.

That the name of the corporation hereby formed shall be THE RIO GRANDE LUMBER COMPANY and the said corporation is organized at Salt Lake City in the County of Salt Lake and State of Utah.

ARTICLE II.

The corporation shall exist for a period of one hundred years unless sooner dissolved and disincorporated according to law.

ARTICLE III.

The place of the general business of the corporation shall be Salt Lake City in the County of Salt Lake and State of Utah; but branch offices may be established at any other place or places within or without the State of Utah.

ARTICLE IV.

The business or pursuit of the corporation shall be to conduct and carry on a general wholesale and retail lumber manufacturing, and milling business, as well as to buy, sell and deal in all kinds of lumber and other building materials, builders hardware, merchandise and machinery; and, in so doing, to acquire by purchase, lease, or otherwise, and to use, hold, sell, mortgage, pledge, or otherwise dispose of, all such real and personal property of every kind and nature as may be convenient or necessary

for the carrying on and transaction of the business of the corporation. Also to borrow money for the use of the corporation and to make and deliver its notes, bonds or other evidence of indebtedness, and security, therefor.

ARTICLE V.

The amount of capital stock of the corporation shall be fifty thousand dollars (\$50,000.00) divided into five hundred shares of the denomination of one hundred dollars (\$100.00) each.

ARTICLE VI.

The amount of capital stock subscribed for by each of the incorporators, parties hereto, is as follows:

| | | |
|-----------------|-------------------|--------------------|
| Ray W. Frank | 391 shares | \$39,100.00 |
| Ernest Frank | 50 shares | 5,000.00 |
| Oswald T. Reese | 30 shares | 3,000.00 |
| Anna Frank | 1 share | 100.00 |
| Iva D. Reese | 1 share | 100.00 |
| <u>Total</u> | <u>473 shares</u> | <u>\$47,300.00</u> |

ARTICLE VII.

The twenty-seven shares of the capital stock of the corporation which have not been subscribed for shall be and remain in the treasury of the corporation unissued and shall not be voted until the same shall be sold. Such shares of stock may be sold, however, at any time the Board of Directors may deem advisable and at such price, or prices, as may be determined by such Board.

ARTICLE VIII.

The officers of the corporation shall consist of a Board of three directors, one of whom shall be President, one of whom shall be Vice-President, and the other shall be Secretary and Treasurer; each of whom to be eligible to election to such offices must be the owner and holder in his or her own name of at least ten shares of the capital stock of the corporation as shown by the books of the corporation; and such other officers as the Board of Directors may, from time to time, see fit to appoint.

ARTICLE IX.

Within ten days after the election of the Board of Directors they shall hold a directors' meeting and elect from their own number a president, vice-president, a secretary and treasurer.

ARTICLE X.

There shall be held an annual election of the stockholders of the corporation at its general office in Salt Lake City, in the State of Utah, at the hour of ten o'clock A. M. on the third Monday of January, commencing with the year 1925, for the purpose of electing a Board of three directors and of transacting such other business as may be deemed necessary or convenient for the welfare of the corporation. Representation of a majority of the outstanding capital stock of the corporation shall be necessary to legally hold any meeting of the stockholders, either general or special, or to transact any business thereat, except to adjourn.

The president or board of directors may direct the calling of special meetings of the stockholders at such times as he or they may deem necessary. The directors of the corporation shall be elected by ballot and the person receiving the largest number of votes cast shall be deemed and declared duly elected. Each stockholder shall be entitled to as many votes as he or she holds shares of capital stock and representation by proxy, duly appointed in writing, shall be allowed at all meetings of the stockholders whether annual or special. A failure to hold any annual or special meeting of the stockholders on the day or at the time appointed for the same shall not forfeit or in any way interfere with the corporate rights acquired under this agreement, but any such meeting may be held at any subsequent time upon giving ten days previous notice thereof by mailing notices to each stockholder of record as hereinafter provided. The secretary shall, or in case of his failure so to do any other officer of the corporation may, give ten days previous notice of the annual or special meetings of the stock-

holders, by mailing notices as aforesaid, which notice must specify the purpose for which any such meeting is called. Notice of any annual or special meeting may be served by the secretary or other officer, as the case may be, by delivering a copy thereof to each stockholder of such corporation, personally, or by depositing copies thereof in the post office, addressed to the several addresses of the stockholders, with the postage prepaid thereon, at least ten days prior to the date of any such meeting.

ARTICLE XI.

The term of office of all officers, except as provided in article twelve, shall be one year, and until their successors are duly elected and qualified, unless they sooner resign or are removed as herein provided for.

ARTICLE XII.

Until the first annual meeting of the stockholders to be held on the third Monday of January, 1925, and the election and qualification of officers thereat or thereafter, the following named persons shall be directors of said corporation, to-wit: Ray W. Frank, Ernest Frank and Oswald T. Reese. And the said Ray W. Frank shall be president; Ernest Frank shall be vice-president; and Oswald T. Reese shall be secretary and treasurer.

ARTICLE XIII.

The board of directors may fill vacancies occurring in the board or any offices of the corporation until the next annual meeting of the stockholders, for the election of officers.

ARTICLE XIV.

The board of directors shall have power to sell, mortgage or otherwise dispose of any or all of the corporate property, at any time, without previous authorization from or by the stockholders, or without having submitted their contemplated action, or action, to the stockholders for their authorization or confirmation. And any such sale, mortgage, or other disposition of real or per-

sonal property so made by the Board of Directors without previous authorization from or subsequent ratification by the stockholders shall be as effectual and complete as if the same had been previously authorized by the unanimous vote of the stockholders of the corporation.

ARTICLE XV.

The board of directors may enact by-laws for the conduct, regulation and management of the business affairs of the corporation, subject to the right of the stockholders, at any general meeting or at a special meeting thereof regularly called or held for that purpose, to alter, amend, revise or repeal the same.

ARTICLE XVI.

Any director or other officer of the corporation may be removed from office for conduct prejudicial to the interest of the corporation by a two-thirds vote of the outstanding capital stock, at a meeting duly called and held for that purpose after previous notice to the party proposed to be removed of the time and place of holding such meeting, and of the intention to propose such removal. Special meetings of the stockholders for this purpose may be called by the president or by the board of directors or by stockholders holding at least one-half of the outstanding capital stock. Notice of all special meetings must be given in the manner provided in these articles for the giving of notice of other meetings of the stockholders and the director or other officer sought to be removed from office shall have an opportunity to be heard in his own defense in such meeting before any such vote for his removal shall be taken by the stockholders.

ARTICLE XVII.

Any officer of the corporation may resign his office by giving the board of directors thirty days previous notice, in writing, but the same may be accepted by the board of directors on shorter notice.

ARTICLE XVIII.

Two directors shall form a quorum of the board of directors and shall be authorized and empowered to transact business and exercise the corporate powers of the corporation.

ARTICLE XIX.

The private property of the stockholders shall not be liable for the debts, liabilities or obligations of the corporation.

ARTICLE XX.

The capital stock of this corporation, after the same has been fully paid up, shall be non-assessable, unless these Articles shall hereafter be amended, in the manner provided by law, by vote of the stockholders, authorizing the assessment of such capital stock.

IN WITNESS WHEREOF, the incorporators have hereunto set their hands the ninth day of February, 1924.

Signed in the presence of)

Charles C. Richards)

Miriam B. Love)

Ray W. Frank

Anna Frank

Ernest Frank

Oswald T. Reese

Iva D. Reese

STATE OF UTAH,)
(SS.
COUNTY OF SALT LAKE.)

On this ninth day of February, 1924, personally appeared before the undersigned, a Notary Public in and for the said County of Salt Lake in the State of Utah, Ray. W. Frank, Ernest Frank and Oswald T. Reese, who, being first duly sworn, upon their oaths say: That they are three of the persons named in, and who executed the foregoing agreement for the incorporation of The Rio Grande Lumber Company; that it is bona fide their intention,

and the intention of their associates to commence and carry on the business mentioned in said agreement, and that each party to the agreement is able to and will pay the full amount of stock subscribed for by him and that each of the parties to this agreement has paid in at least ten per cent of the stock subscribed for by him, and that the same aggregates at least ten per cent of the entire capital stock of the corporation.

Subscribed and sworn to before me)
this ninth day of February, 1924.)
Charles C. Richards)
Notary Public)
Residing at Salt Lake City, Utah.)
My Commission expires Oct. 17, 1926. (

Ray W. Frank

Ernest Frank

Oswald T. Reese

(Notarial Seal)