

ARTICLES OF INCORPORATION
OF
LONGFIBRE COMPANY

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SECRETARY OF STATE
STATE OF WASHINGTON

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ARTICLE I

Name

The name of this corporation (the "Corporation") is
LONGFIBRE COMPANY.

ARTICLE II

Duration

The Corporation has perpetual existence.

ARTICLE III

Purpose

The Corporation is organized for the purposes of trans-
acting any and all lawful business for which corporations may be
incorporated under Title 23A of the Revised Code of Washington,
as amended.

ARTICLE IV

Registered Office

The address of the registered office of the Corporation
is CT Corporation, 520 Pike Street, 26th Floor, Seattle,
Washington 98101 and the name of the registered agent at such
address is C T CORPORATION SYSTEM.

ARTICLE V

Authorized Capital Stock

Section 1. Classes. The Corporation shall be author-
ized to issue two classes of shares of stock to be designated,
respectively, "Common Stock" and "Preferred Stock"; the total
number of shares which the Corporation shall have authority to
issue is one hundred fifty two million (152,000,000); the total
number of shares of Common Stock shall be one hundred fifty
million (150,000,000) and each such share shall have an ascribed
value of \$1.50; the total number of shares of Preferred Stock
shall be two million (2,000,000) and each such share shall have
no ascribed or par value.

Section 2. Preferred Stock. Shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors of the Corporation is hereby authorized to fix the designations and powers, preferences and relative, participating, optional or other rights, if any, and qualifications, limitations or other restrictions thereof, including, without limitation, dividend rights and preferences over dividend on Common Stock or any series of Preferred Stock, the dividend rate (and whether dividends are cumulative), conversion rights, if any, voting rights, rights and terms of redemption (including sinking fund provisions, if any), redemption price and liquidation preferences of any wholly unissued series of Preferred Stock and the number of shares constituting any such series and the designation thereof, of any of them; and to increase or decrease the number of shares of any series subsequent to the issue of shares of that series, but not below the number of shares of such series then outstanding.

Section 3. Preemptive Rights. The shareholders of the Corporation shall have no preemptive rights to acquire additional shares issued by the Corporation, except as may be provided to holders as specified in any Certificate of Designation creating such series or class of Preferred Stock as may hereinafter be adopted by the Board of Directors of the Corporation.

ARTICLE VI

Directors

The number of directors which shall constitute the whole Board of the Corporation shall be at least that number required by the Washington Business Corporation Act, as the same may be amended from time to time, to classify the Board and such number shall be specified in the Bylaws of the Corporation, as the same may be amended from time to time.

The Board shall be divided into three classes: Class I Directors, Class II Directors and Class III Directors. Each such class of directors shall be as nearly equal in number of directors as possible. Each director shall serve for a term ending at the third annual shareholders' meeting following the annual meeting at which such director was elected; provided, however, that the directors first elected as Class I Directors shall serve for a term ending at the annual meeting to be held in the year following the first election of directors by classes, the directors first elected as Class II Directors shall serve for a term ending at the annual meeting to be held in the second year following the first election of directors by classes and the directors first elected as Class III Directors shall serve for a term ending at the annual meeting to be held in the third year following the first election of directors by classes. Notwithstanding the foregoing, each director shall serve until

his successor shall have been elected and qualified or until his earlier death, resignation or removal.

At each annual election, the directors chosen to succeed those whose terms then expire shall be identified as being of the same class as the directors they succeed, unless, by reason of any intervening changes in the authorized number of directors, the Board shall designate one or more directorships whose terms then expire as directorships of another class in order to more nearly to achieve equality in the number of directors among the classes. When the Board fills a vacancy resulting from the death, resignation or removal of a director, the director chosen to fill that vacancy shall be of the same class as the director he succeeds, unless, by reason of any previous changes in the authorized number of directors, the Board shall designate the vacant directorship as a directorship of another class in order more nearly to achieve equality in the number of directors among the classes.

Notwithstanding the rule that the three classes shall be as nearly equal in number of directors as possible, upon any change in the authorized number of directors, each director then continuing to serve as such will nevertheless continue as a director of the class of which he is a member, until the expiration of his current term or his earlier death, resignation or removal. If there are any newly created directorships or vacancies on the Board, the Board shall allocate any such directorship or vacancy to that of the available classes of directors which term of office is due to expire at the earliest dated following such allocation.

Newly created directorships resulting from any increase in the number of directors and any vacancies on the Board of Directors resulting from death, resignation, removal or other cause shall be filled by the affirmative vote of a majority of the remaining directors then in office, even though less than a quorum of the Board of Directors. Any director elected in accordance with the preceding sentence shall hold office for the remainder of the full term of the class of directors in which the new directorship was created or in which the vacancy occurred and thereafter until such director's successor shall have been elected and qualified. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

At any meeting of shareholders called expressly for that purpose, the entire Board of Directors, or any member thereof, may be removed from office at any time, but only (1) for Cause and (2) by the affirmative vote of the holders of the majority of shares then entitled to vote at an election of such directors. For purposes of this Article VI, "Cause" shall be limited to (i) action by a director involving willful malfeasance having a material adverse effect on the Corporation or (ii) a

director being convicted of a felony; provided that any action by a director shall not constitute "Cause" if, in good faith, he believed such action to be in or not opposed to the best interests of the Corporation, or if a director shall be entitled, under applicable law or the Articles of Incorporation or Bylaws of the Corporation, to be indemnified with respect to such action.

The first directors of the Corporation are ten (10) in number and their names, class and addresses are:

<u>Name</u>	<u>Class</u>	<u>Address</u>
R.P. Wollenberg	III	P.O. Box 606 Longview, Washington 98632
R.E. Wertheimer	II	120 Montgomery Street San Francisco, California 94104
P.M. Wertheimer	III	P.O. Box 427 Longview, Washington 98632
G.E. Schwartz	I	P.O. Box 639 Longview, Washington 98632
R.G. McDermott	I	P.O. Box 639 Longview, Washington 98632
D.A. Wollenberg	I	85 Michaels Way Atherton, California 94025
D.C. Stibich	II	120 Montgomery Street San Francisco, California 94104
R.B. Arkell	III	P.O. Box 639 Longview, Washington 98632
M.A. Dow	III	2580 N.W. Westover Road Portland, Oregon 97210
C.H. Monroe	II	P.O. Box 456 Longview, Washington 98632

ARTICLE VII

Incorporator

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Richard P. Wollenberg	Longview Fibre Company End of Fibre Way P.O. Box 639 Longview, WA 98632

ARTICLE VIII

Voting Rights

Subject to the rights of the holders of any series of Preferred Stock outstanding, at each election of directors, every shareholder entitled to vote at such election has the right to vote in person or by proxy the number of shares of stock held by him for as many persons as there are directors to be elected. No cumulative voting for directors shall be permitted.

ARTICLE IX

Limitation on Liability of Directors

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for his or her conduct as a director, except for (1) acts or omissions that involve intentional misconduct or a knowing violation of law by the director, (2) approval of distributions or loans in violation of RCW 23A.08.450, or (3) any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If the Washington Business Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Washington Business Corporation Act, as so amended. Any amendment to or repeal of this Article shall not adversely affect any right or protection of a director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

ARTICLE X

Amendment of Articles

Except as set forth below, the Corporation reserves the right to amend, alter, change or repeal any provision contained

in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on shareholders and directors are subject to this reserved power.

Notwithstanding any other provisions of these Articles of Incorporation or the Bylaws of this Corporation (and notwithstanding the fact that some lesser percentage may be permitted by law) no amendment to these Articles of Incorporation which reduces to less than two-thirds the percentage of votes necessary to approve a merger, share exchange, sale of assets other than in the regular course of business or dissolution of the Corporation shall be effective unless the amendment is approved by each voting group entitled to vote separately by two-thirds of all the votes entitled to be cast on the proposed action by that voting group, given at a shareholders' meeting duly called for that purpose. Further, this Article X shall not be amended, altered, changed or repealed unless approved by each voting group entitled to vote separately by two-thirds of all the votes entitled to be cast by that voting group, given at a shareholders' meeting duly called for that purpose.

As used herein, the term "voting group" shall mean all shares of one or more classes or series of equity securities of the Corporation that under the Articles of Incorporation of the Corporation or by law are entitled to vote together and be counted together collectively on a matter at a meeting of shareholders of the Corporation.

DATED: November 15, 1989


Richard P. Wollenberg