

STATE OF OREGON

CORPORATION DEPARTMENT

I, MARK D. McCALLISTER, Corporation Commissioner and Custodian of the Seal of the Corporation Department of the State of Oregon, do hereby certify that I have carefully compared the annexed copy of Supplementary Articles of Incorporation and Resolu- Increasing Capital Stock of INDEPENDENT WAREHOUSE COMPANY with the originals now on file in my office, and that the same is a correct transcript therefrom, and of the whole thereof. I further certify that this authentication is in due form and by the proper officer.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed hereto the seal of the Corporation Department of the State of Oregon.

Done at the Capitol, at Salem, Oregon, this 18th day of August 1928.

MARK D. McCALLISTER

(SEAL)

Corporation Commissioner.

SUPPLEMENTARY ARTICLES OF INCORPORATION
OF
INDEPENDENT WAREHOUSE COMPANY.

KNOW ALL MEN BY THESE PRESENTS; That we, H. W. Collins, J. J. Chisholm and Walter Lehman, all of Pendleton, Umatilla County, State of Oregon, and each and all being citizens of the United States, and being the directors of the Independent Warehouse Company and authorized by a unanimous vote of the stock holders of said corporation to file these supplementary articles of incorporation, do hereby make and file the following articles of incorporation under the general incorporation laws of the State of Oregon, and do hereby adopt the following

SUPPLEMENTARY ARTICLES OF INCORPORATION

ARTICLE 1.

The name of this corporation and by which it shall continue to be known and under which it has acted and shall continue to act shall be Independent Warehouse Company.

ARTICLE 2.

The duration of this corporation shall be unlimited.

ARTICLE 3.

The enterprise, business, pursuit and occupation for which this corporation is organized and in which it purposes to engage is:

(1) To establish, operate and maintain a general warehouse, storage, forwarding and commission business in the County of Umatilla and State of Oregon, and generally in the State of Oregon, and elsewhere, and for that purpose to do any and all things necessary, proper or convenient in conducting such business.

(2) To buy, sell, rent, operate, maintain, hold, occupy, construct, improve, use and enjoy, and to convey, lease, mortgage and

pledge, and generally to hold and conduct warehouses, elevators and cleaning plants, and platforms, offices and agencies within Umatilla County, Oregon, and elsewhere, for the conducting of any of the businesses of the corporation.

(3) To buy, build or otherwise acquire, and to own, equip, sell and operate grist, flour and feed mills in Pendleton, Oregon and elsewhere, either in Oregon or in any other State in the United States.

(4) To handle, forward and ship and to deal generally in all kinds of produce and commodities, including farm machinery.

(5) To buy, sell and convey, lease, mortgage, pledge, contract for and in every manner deal with real property, located in the State of Oregon and elsewhere.

(6) To buy, sell, contract for, convey, mortgage and pledge and generally deal with grain of all kinds, flour and grain products, hay, feed and any and all kinds of farming produce, wool, hides, wood, lumber, coal, grain sacks, twine, bags, wool, sacks, fuel, posts, and all other kinds and characters of natural or artificial products.

(7) To conduct a general drayage and transfer business in connection with any of its said warehouse or other businesses herein enumerated, or otherwise, at any point within the State of Oregon, or elsewhere.

(8) To apply for, receive, buy or otherwise acquire and own any secret or patent process and any patent, copyright or trade mark useful in carrying on any of the above businesses.

(9) To act as agent for any person, persons, firm or corporation in doing any or all of the things which this corporation is itself empowered to do, or any and all things necessary, proper or convenient to be done in connection therewith.

(10) To purchase, acquire or hold and dispose of obligations of every nature and stocks of corporations and stocks and other evidences of indebtedness of any individual partnership cor-

poration, either domestic or foreign, including stock of this corporation; and while owner of any such stock or bonds to possess and exercise in respect thereto through the accredited officers of this corporation all the rights, powers and privileges of individual owners and holders thereof, and to have and exercise the right to vote the said stock as an individual would do.

(11) To determine prices, fix charges, commissions, and compensations for doing any and all of the things herein provided for, and to collect, use, receive and receipt for the same, and to buy and sell for profit all commodities and products and in all businesses herein provided for, and to borrow money upon the credit of the corporation, and to execute and deliver bonds, notes and other evidences of indebtedness to secure the same, and to secure the same by mortgage, pledge or hypothecation of its real or personal property, or both, and generally to contract for and do any and all things necessary, proper or convenient, suitable or advantageous for carrying into effect any of the businesses of this corporation, as fully and completely as a natural person could do.

ARTICLE 4.

The principal office and place of business of this corporation shall be in Pendleton, in Umatilla County, State of Oregon, but it shall have power to establish branch offices and agencies in other places within and without the State of Oregon.

ARTICLE 5.

The capital stock of this corporation shall be Five Hundred Thousand Dollars divided into thirty-nine hundred fifty shares of common stock of the par value of One Hundred Dollars each and Ten Hundred Fifty shares of preferred stock of the par value of One Hundred Dollars each.

ARTICLE 6.

The preferred stock of this corporation shall be entitled to a six per cent cumulative dividend preference payable semi-annually on January 1st and July 1st of each year, and is entitled to preference over the common stock for the full face value and accrued interest on dissolution of the corporation or the sale of its property. Preferred stock shall not have voting power in the corporation. This issue of preferred stock may be retired at the option of the corporation at any time within four years from the date of issue at par and accrued interest, and at the expiration of five years from date of issue 20% of this issue shall be retired at par and accrued interest and at the expiration of each year thereafter 20% of this issue shall be retired at par and accrued interest until the whole amount of preferred stock has been retired, the shares to be retired each year to be determined by lot.

IN WITNESS WHEREOF We, the said H. W. Collins, J. J. Chisholm, and Walter Lehman, have hereinto set our hands and seals in triplicate, this 19th day of July, 1924.

Signed and Sealed
in the Presence of:

Frederick Steiwer
J. R. Raley

H. W. Collins (SEAL)
J. J. Chisholm (SEAL)
Walter Lehman (SEAL)

STATE OF OREGON
County of Umatilla

ss.

BE IT REMEMBERED, That on this 19th day of July, 1924 personally appeared before me, the undersigned, a Notary Public in and for said County and State, H. W. Collins, J. J. Chisholm and Walter Lehman, who are each and all persons known to me to be the identical persons named in and who subscribed their names to the foregoing Supplementary Articles of Incorporation, and each of

them severally acknowledged to me that he and they and each of them executed the same freely and voluntarily, for the uses and purposes therein mentioned.

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

NOTARIAL SEAL

J. R. Raley
Notary Public for Oregon.
My Commission Expires July 25th, 1924.

ENDORSED: 21690 - SUPPLEMENTARY ARTICLES OF INCORPORATION OF THE
INDEPENDENT WAREHOUSE CO.
Filed in the office of the CORPORATION COMMISSIONER
of the State OF OREGON at 8:30 o'clock A.M., the
21st day of July, 1924.
W. E. Crews, Corporation Commissioner

Certificate of Increase or Decrease of Capital Stock.

CERTIFICATE AND COPY OF RESOLUTIONS - Increasing --
CAPITAL STOCK OF Independent Warehouse Company, A CORPORATION

I. J. J. Chisholm, secretary of Independent Warehouse Company, a corporation organized and formed under and by virtue of the laws of the State of Oregon, hereby certify that at a meeting of the stockholders of said corporation, duly and legally called and held at the principal office of said corporation at 114 Court Street, in the City of Pendleton, County of Umatilla, State of Oregon, at 3 o'clock P. M., on the 19th day of July, 1924, due and legal notice having been given of such meeting, which meeting was called for the purpose of Increasing the capital stock of such corporation; that all of the stock of said corporation was present at such meeting of the stockholders thereof and voted; that the following is a full copy of the resolutions authorizing the increase of capital stock of said corporation:

BE IT RESOLVED that the capital stock of the Independent Warehouse Company be increased from the sum of \$100,000.00, divided into 1,000 shares of the par value of \$100.00 each, to the sum of \$500,000.00, which capital of \$500,000.00, shall be evidenced by an issue of 2950 additional shares of common stock of the par value of \$100.00 each, and by an issue of 1050 shares of preferred stock of the par value of \$100.00 per share being a total issuance of \$105,000.00 of preferred stock.

BE IT FURTHER RESOLVED that the said preferred stock when issued shall have the following rights and privileges, and the following statement shall be indorsed on each certificate of preferred stock to-wit:

The preferred stock represented by this certificate is part of an issue of preferred stock of the par value of \$105,000.00 and is entitled to a 6% cumulative dividend preference, payable semi-annually on January 1, and July 1, of each year, and is entitled to preference over the common

stock for the full face value and accrued interest on dissolution of the corporation or the sale of its property.

Preferred stock shall not have voting power in the corporation.

This issue of preferred stock may be retired at the option of the corporation at any time within four years from the date of issue at par value and accrued interest, and at the expiration of five years from date of issue 20% of this issue shall be retired at par and accrued interest and at the expiration of each year thereafter 20% of this issue shall be retired at par and accrued interest until the whole amount of preferred stock has been retired, the shares to be retired each year to be determined by lot.

Such resolution was adopted by a unanimous vote of the stock of such corporation.

WITNESS my hand and the seal of said corporation affixed this 19th day of July, 1924.

(Corporate Seal)

J. J. Chisholm Secretary.

STATE OF OREGON, }
County of Umatilla } ss.

I, J. J. Chisholm, being first duly sworn, upon my oath depose and say that I am secretary of Independent Warehouse Company, a corporation; that the foregoing statement is true, and that the resolution therein is a full and complete copy of the resolution adopted at the meeting of the stockholders of said corporation, held at its principal office at 114 Court Street, in the City of Pendleton, State of Oregon, at 3 o'clock P. M., on the 19th day of July, 1924, which said meeting was called for the purpose of Increasing the capital stock of said corporation; that there was present, either in person or by proxy, all of the stock of said corporation; and that said resolution increasing the capital stock of the Independent Warehouse Company, a corporation, from One Hundred Thousand Dollars Dollars to Five Hundred Thousand Dollars was duly adopted by a unanimous vote of the stock of such corporation.

J. J. Chisholm

Subscribed and sworn to before me this 19th day of
July, 1924

J. R. Raley

(Notarial seal)

Notary Public for Oregon.

My commission expires My Commission
Expires July 25th, 1924

ENDORSED: File No. 21690 CERTIFICATE AND COPY OF RESOLUTIONS
Increasing Capital Stock of Independent Warehouse
Company A Corporation Principal Office Pendleton, Ore.
Filed in the office of the CORPORATION COMMISSIONER of
the STATE OF OREGON at 8:30 o'clock A.M., the 21st day
of July, 1924.

W. E. Crews
Corporation Commissioner

ENDORSED:

125444

Office of Clerk of the District Court
and Ex-Officio Auditor and Recorder

STATE OF IDAHO,
County of Nez Perce ss.

I hereby certify that the within instrument was filed for record on Aug 21 1928 at the request of W. A. Mitchell at 2:40 o'clock P. M., and was duly recorded in book ____ of ____ on page ____.

R. E. WYATT
Clerk of the District Court
and Ex-officio Auditor and
Recorder

By H. WREN, Deputy

Fees: 50¢