

# State of Idaho



## Department of State.

### CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, **GEO. H. CURTIS,** 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

**ATLAS TIE COMPANY**

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **twenty-fourth** day of **February** 19**41**

original articles of amendment, as provided by Sections 29-145 and 29-146, Idaho Code Annotated, amending the articles of incorporation to increase the capital stock to One Hundred Twenty-five Thousand (\$125,000) Dollars, divided into seven hundred fifty (750) shares of Common Stock of the par value of One Hundred (\$100) Dollars each, and five hundred (500) shares of Cumulative Preferred Stock of the par value of One Hundred (\$100.00) Dollars each

and that the said articles of amendment contain the statement of facts required by law, and are recorded in Book A- 33 of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the articles of incorporation of the said company have been amended accordingly.

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 **24th** day of **February**, in the year of our Lord one thousand nine hundred ~~thirty-four~~ **forty-one**, and of the Independence of the United States of America the One Hundred **sixty-fifth**.

Secretary of State.

ARTICLES OF AMENDMENT  
of  
ARTICLES OF INCORPORATION  
of  
ATLAS TIE COMPANY.

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At a special meeting of the shareholders of Atlas Tie Company, a corporation organized and existing under the laws of the State of Idaho, having its registered office in the City of Coeur d'Alene, Kootenai County, State of Idaho, duly called and held on the 21st day of February, A. D. 1941, the Sixth Article of the Articles of Incorporation of said Atlas Tie Company was amended to read as follows:

" SIXTH.

That the amount of the capital stock of said corporation is One Hundred Twenty-five Thousand (\$125,000.00) Dollars, divided into seven hundred fifty (750) shares of Common Stock of the par value of One Hundred (\$100.00) Dollars each, and five hundred (500) shares of Cumulative Preferred Stock of the par value of One Hundred (\$100.00) Dollars each, the Cumulative Preferred Stock to receive from the net earnings of the company a six (6%) per cent annual cumulative dividend before any dividends are paid on the common stock, and not to receive or participate in any other or further dividends, to have no voting power, and to be redeemable at any time, at the option of the company, upon payment of One Hundred Five (\$105.00) Dollars per share to the holder thereof, and accumulated dividends."

STATE OF IDAHO            )  
                              ) ss.  
County of Kootenai    )

J. S. RICHARDS and GEORGE STRAUGHAN, being first severally duly sworn, on oath depose and say:

That they are the Vice President and Secretary, respectively, of Atlas Tie Company, a corporation organized and existing under the laws of the State of Idaho, with its registered office and principal place of business in the City of Coeur d'Alene, Kootenai County, State of Idaho.

That the foregoing Amendment of the Sixth Article of the Articles of Incorporation of said Atlas Tie Company, a corporation, was duly adopted at a special meeting of the shareholders of said corporation held at the registered office of said corporation in the City of Coeur d'Alene, Kootenai County, State of Idaho, on Friday, the 21st day of February, A. D. 1941, at the hour of two o'clock in the afternoon of that day, by the vote of the holders of more than two-thirds of the voting power of all shareholders of said corporation, to-wit, by a vote of all of the shareholders of said corporation owning and holding the whole of the entire capital stock of said corporation, to-wit, a total of 750 shares issued and outstanding.

That said special meeting of shareholders was duly and regularly called by the Board of Directors of said corporation by a Resolution duly adopted by a majority vote of the Directors of said corporation at a regular meeting of said Board of Directors duly held on the 17th day of January, A. D. 1941, at the registered office of said corporation in the City of Coeur d'Alene, Kootenai County, State of Idaho, and written notice of the time and place of said meeting and of the specific purpose thereof was given by the Secretary of said corporation to all shareholders entitled to vote at such meeting by delivering such notice

personally to each of the shareholders of said corporation, and an acknowledgement of personal service of said notice, attached to the original notice thereof and signed by each of the shareholders of said corporation, was duly presented at said special meeting of shareholders and is now on file in the office of the Secretary of said corporation, and is in words and figures as follows, to-wit:

" ACKNOWLEDGEMENT OF PERSONAL SERVICE OF NOTICE.

The undersigned shareholders of ATLAS TIE COMPANY, a corporation, do hereby acknowledge the delivery to each of us personally by the Secretary of said Atlas Tie Company on January 17, 1941, and the receipt and retention by each of us of a true and correct copy of the within Notice of Special Meeting of Shareholders of Atlas Tie Company, a Corporation, to be Convened for the Purpose of Increasing the Capital Stock of said Corporation to \$125,000, divided into Classes of \$75,000 in Common Stock and \$50,000 in Cumulative Preferred Stock; and we do hereby consent to the holding of said special shareholders' meeting at the time and place specified in said Notice, and to the proposition to increase the Capital Stock and to amend the Sixth Article of the Articles of Incorporation of said corporation in accordance with the proposal contained in said Notice.

"Dated this 17th day of January, A. D. 1941.

<u>Name of Shareholder:</u>	<u>Number of Shares:</u>
George Straughan	288
J. S. Richards	62
G. B. Chamberlin	30
A. F. Goettel	1
John M. Richards	369

That the Notice of said special meeting of the shareholders of said corporation above referred to is in words and figures as follows, to-wit:

"NOTICE OF SPECIAL MEETING OF THE SHAREHOLDERS OF ATLAS TIE COMPANY, A CORPORATION, TO BE CONVENED FOR THE PURPOSE OF INCREASING THE CAPITAL STOCK OF SAID CORPORATION TO \$125,000.00, DIVIDED INTO CLASSES OF \$75,000.00 IN COMMON STOCK AND \$50,000.00 IN CUMULATIVE PREFERRED STOCK.

To the stockholders of the ATLAS TIE COMPANY, a corporation:

NOTICE IS HEREBY GIVEN that pursuant to a Resolution and Order of the Board of Directors of the Atlas Tie Company, a corporation organized and existing under the laws of the State of Idaho, adopted by a majority vote of the Directors of said corporation at a regular meeting of said Board of Directors duly held on the 17th day of January, A. D. 1941, at the registered office of said corporation in the City of Coeur d'Alene, Kootenai County, State of Idaho, a special meeting of the shareholders of said corporation is hereby called for, and will be held at the registered office of said corporation in the City of Coeur d'Alene, Kootenai County, State of Idaho, on Friday, the 21st day of February, A. D. 1941, at the hour of two o'clock in the afternoon of that day, for the purpose of considering and acting upon a proposition to increase the capital stock of said corporation from Seventy-five Thousand (\$75,000.00) Dollars, divided into 750 shares of the par value of \$100.00 each, to One Hundred Twenty-five Thousand (\$125,000.00) Dollars, divided into 750 shares of Common Stock of the par value of \$100.00 each, and 500 shares of Cumulative Preferred Stock of the par value of \$100.00 each, the said Cumulative Preferred Stock to receive from the net earnings of the company a six per cent annual cumulative dividend before any dividends are paid on the Common Stock, and not to receive or participate in any other or further dividends, to have no voting power, and to be redeemable at any time, at the option of the company, by payment of \$105.00 and accumulated dividends to the holder thereof; and to amend the Sixth Article of its Articles of Incorporation to read as follows:

SIXTH.

That the amount of the capital stock of said corporation is One Hundred Twenty-five Thousand (\$125,000.00) Dollars, divided into seven hundred fifty (750) shares of Common Stock of the par value of One Hundred (\$100.00) Dollars each, and five hundred (500) shares of Cumulative Preferred Stock of the par value of One Hundred (\$100.00) Dollars each, the Cumulative Preferred Stock to receive from the net earnings of the company a six (6%) per cent annual cumulative dividend before any dividends are paid on the common stock, and not to receive or participate in any other or further dividends, to have no voting power, and to be redeemable at any time, at the option of the company, upon payment of One Hundred Five (\$105.00) Dollars per share to the holder thereof, and accumulated dividends.

The amount to which it is proposed to increase the capital stock of said corporation is \$125,000.00, and the specific purpose of said

special meeting of shareholders is to increase such capital stock to said amount and to divide it into classes of \$75,000 of Common Stock and \$50,000 of Cumulative Preferred Stock, having the relative rights, voting power, preferences and restrictions above specified.

Dated this 17th day of January, A. D. 1941.

George Straughan  
Secretary of Atlas Tie Company, a corporation

That at said special meeting of the shareholders of said corporation there was a total of 750 shares of its issued and outstanding stock represented in person and by proxy; that the total stock of said corporation issued and outstanding at the date of said special meeting of shareholders was 750 shares, which constituted the entire voting power of all the shareholders of said corporation.

That at said special meeting of the shareholders of said corporation the following Resolution was presented:

" R E S O L U T I O N .

RESOLVED by the stockholders of Atlas Tie Company, a corporation, representing all of its capital stock issued and outstanding and the entire voting power of all the shareholders of said corporation, in special meeting duly assembled and called by the Board of Directors of said corporation, that said corporation, Atlas Tie Company, increase the capital stock of said corporation from \$75,000.00 divided into 750 shares of the par value of \$100.00 each, to \$125,000.00, divided into 750 shares of Common Stock of the par value of \$100.00 each and 500 shares of Cumulative Preferred Stock of the par value of \$100.00 each, the Cumulative Preferred Stock to receive from the net earnings of the company a six per cent annual cumulative dividend before any dividends are paid on the common stock, and not to receive or participate in any other or further dividends, to have no voting power, and to be redeemable at any time, at the option of the company, upon payment of \$105.00 per share to the holder thereof, and accumulated dividends.

"BE IT FURTHER RESOLVED that the Sixth Article of the Articles of Incorporation of Atlas Tie Company be amended to read as follows:

" : SIXTH.

That the amount of the capital stock of said corporation is One Hundred Twenty-five Thousand (\$125,000.00) Dollars, divided into seven hundred fifty (750) shares of Common Stock of the par value of One Hundred (\$100.00) Dollars

each, and five hundred (500) shares of Cumulative Preferred Stock, of the par value of One Hundred (\$100.00) Dollars each, the Cumulative Preferred Stock to receive from the net earnings of the company a six (6%) per cent annual cumulative dividend before any dividends are paid on the common stock, and not to receive or participate in any other or further dividends, to have no voting power, and to be redeemable at any time, at the option of the company, upon payment of One Hundred Five (\$105.00) Dollars per share to the holder thereof, and accumulated dividends."

That thereupon a motion was duly made and seconded at said meeting that the foregoing Resolution be adopted, and upon being put to a vote, the holders of 750 shares of the stock of said corporation voted in favor of said motion and for the adoption of said Resolution, and the said motion was carried and the said Resolution was adopted by the vote of the holders of more than two-thirds of the voting power of all of the share holders of said corporation, to-wit, by the vote of share holders owning and representing 750 shares of the capital stock, constituting the entire voting power of all shareholders of said corporation.

The chairman of said special meeting of shareholders thereupon declared the result of said vote as above stated, and that the holders of more than two-thirds of the voting power of all shareholders of said corporation had voted in favor of the adoption of said Resolution, and the amendment of the Sixth Article of the Articles of Incorporation of said corporation as set forth in said Resolution.

That the total number of shares, including those previously authorized, which the said corporation will thenceforth be authorized to have is 1250 shares, divided into 750 shares of Common Stock of the par value of \$100.00 each, and 500 shares of Cumulative Preferred Stock of the par value of \$100.00 per share, having the relative rights, voting power, preferences and restrictions set forth in said amendment of the Sixth Article of the Articles of Incorporation of said corporation.

WHEREUPON the business for which said special shareholders' meeting was called having been concluded, the meeting, on motion duly made, seconded and carried, adjourned.

J. Richards

George Stranghan

Subscribed and sworn to before me this 21st day of February,  
A. D. 1941.

D. H. Lee

Notary Public in and for the State  
of Idaho, residing at Coeur d'  
Alene, Idaho.