

State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, JAS. H. YOUNG, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

CITY OF EMERY () PAID

a corporation duly organized and existing under the laws of _____ 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 _____ day of _____, 19____, a properly authenticated copy of its articles of incorporation, and on the _____ day of _____, 19____, a designation of _____ in the County of _____ 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 _____ day of _____, A.D. 19____.

Secretary of State.

United States of America.



I, Joseph L. Donovan, Secretary of State of the State of Minnesota, do hereby certify that I have compared the annexed copy with record of the original _____ - Instrument - _____ in my office of Articles of Incorporation of Cuyuna Realty Company, as filed for record in this office on the 6th day of November, 1912, and recorded in Book W-3 of Incorporations at page 110: And Amendments thereto as filed on the 2nd day of November, 1942; and on the 18th day of December, 1956-----

and that said copy is a true and correct transcript of said _____ - Instrument - _____

and of the whole thereof _____



IN TESTIMONY WHEREOF I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol in St. Paul, this 24th day of September A. D. 1958

Joseph L. Donovan
Secretary of State

The undersigned, residents of the state of Minnesota, associate themselves together for the purpose of forming a corporation under the general laws of Minnesota, and for that purpose adopt the following

ARTICLES OF INCORPORATION

Article I.

The name of the corporation is the CUYUNA REALTY COMPANY. The general nature of its business is the buying, selling and improving of lands and tenements. The principal place of transacting the business of the corporation is Saint Paul in the state of Minnesota.

Article II.

The time of commencement of the corporation is November 12, 1912 and the period of continuance thereof is thirty (30) years from that date.

Article III.

The amount of capital stock of the corporation is ten thousand dollars (\$10,000.) to be divided into one hundred (100) shares of one hundred dollars (\$100.) each and it is to be paid for at par in cash as subscribed.

Article IV.

The highest amount of indebtedness or liability to which the corporation shall at any time be subject is Five hundred thousand dollars (\$500,000.).

Article V.

The names and places of residence of the persons forming this incorporation are as follows:

Thomas Cooper,	Saint Paul, Minnesota
R. W. Clark,	Saint Paul, Minnesota
E. M. Willis,	Saint Paul, Minnesota

Article VI.

The names of the first board of directors are, Thomas Cooper, R. W. Clark and E. M. Willis.

The government of the corporation and the management of its affairs are vested in a board of directors who may adopt by-laws and elect such officers as may be provided by the Board. The board shall be elected at an annual meeting to be held in each year on the first Tuesday in October but the first board above named shall manage the affairs of the corporation until the time fixed for the first annual meeting.

Signed in the presence of:

s/ J. M. McIlrath

s/ Thomas Cooper

s/ W. B. Cornell

s/ R. W. Clark

s/ E. M. Willis

STATE OF MINNESOTA,)
) ss
County of Ramsey.)

On this 5th day of November, 1912, before me personally came THOMAS COOPER, R. W. CLARK and E. M. WILLIS, to me personally known to be the individuals who executed the foregoing articles of incorporation of the CUYUNA REALTY COMPANY and each of them acknowledged that he executed the same as his free act and deed.

(SEAL) s/ F. J. Gehan
Notary Public, Ramsey County, Minn.
My commission expires April 5, 1918.

STATE OF MINNESOTA
DEPARTMENT OF STATE

I hereby certify that the within instrument
was filed for record in this office on the 6 day of Nov.
A.D. 1912, at 11 1/2 o'clock a M., and was duly recorded
in Book W-3 of Incorporations, on page 110.

/s/ Julius A. Schmal
Secretary of State

CERTIFICATE OF AMENDMENT
of
ARTICLES OF INCORPORATION
of
"CUYUNA REALTY COMPANY".

We, the undersigned, C. E. DENNEY and A. M. GOTTSCHALD, respectively the President and Secretary of CUYUNA REALTY COMPANY, a corporation subject to the provisions of Chapter 300, Laws 1933, known as the Minnesota Business Corporation Act, do hereby certify that, by instrument in writing dated the 23rd day of October, 1942, the holders of all of the outstanding shares of the capital stock of said CUYUNA REALTY COMPANY, being all of the holders of shares of said corporation who would be entitled to notice of a meeting of shareholders for such purpose, have adopted the following resolution for the purpose of amending the Articles of Incorporation of said corporation pursuant to provisions of said act, to-wit:

"WHEREAS, This company was incorporated under the laws of the State of Minnesota in November 1912, for a term of thirty (30) years, which term will expire November 12, 1942, and

WHEREAS, it is desirable that the existence of this company shall be extended perpetually.

NOW, THEREFORE, Be It Resolved that Article II of the articles of incorporation of this company is amended by substituting in lieu thereof the following:

"The time of commencement of the corporation is November 12, 1912, and this corporation shall have perpetual existence."

FURTHER RESOLVED, that the President and Secretary of this corporation be and they hereby are authorized and directed to make, execute and acknowledge a certificate under the corporate seal of this corporation, embracing the foregoing resolution, and to cause such certificate to be filed for record in the manner required by law."

IN WITNESS WHEREOF we have subscribed our names and caused the corporate seal of said corporation to be hereto affixed this 23rd day of October, 1942.

(SEAL) CUYUNA REALTY COMPANY

By s/ C. E. Denney
President

Executed in the Presence of:

s/ H. J. Sackett
s/ Hugh McLeod

ATTEST:

s/ A. M. Gottschald
Secretary

* * * * *

STATE OF MINNESOTA)
) ss.
COUNTY OF RAMSEY)

C. E. DENNEY and A. M. GOTTSCHALD being first duly sworn on oath, depose and say; that they are respectively the President and Secretary of Cuyuna Realty Company, the corporation named in the foregoing certificate; that said certificate contains a true statement of the action of the shareholders of said corporation; that the seal attached is the corporate seal of said corporation; that said certificate is executed on behalf of said corporation, by its express authority; and they further acknowledge the same to be their free act and deed and the free act and deed of said corporation.

s/ C. B. Theits
Notary Public, Ramsey County Minnesota.
My commission expires Jan. 24, 1944.

STATE OF MINNESOTA
DEPARTMENT OF STATE

I hereby certify that the within instrument was filed for record in this office on the 2 day of Nov. A.D. 1942, at 1:30 o'clock P.M., and was duly recorded in Book B-7 of Incorporations, on page 50.

/s/ Mike Holm
Secretary of State

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
"CUYUNA REALTY COMPANY".

We, the undersigned, ROBERT S. MACFARLANE and A. M. GOTTSCHALD, respectively the President and Secretary of Cuyuna Realty Company, a corporation subject to the provisions of Chapter 300, Laws 1933, known as the Minnesota Business Corporation Act, do hereby certify that by instrument in writing dated the 14th day of December, 1956, the holders of all of the outstanding shares of the capital stock of said Cuyuna Realty Company, being all of the holders of shares of said corporation who would be entitled to notice of a meeting of shareholders for such purpose, have adopted the following resolution for the purpose of amending the Articles of Incorporation of said corporation, pursuant to the provisions of said Act, to-wit:

RESOLVED, That the Articles of Incorporation of this corporation be and they are hereby amended and altered so that Articles I, III and IV thereof shall read as follows:

ARTICLE I.

The name of the corporation is the CUYUNA REALTY COMPANY and its registered office is located at 176 East Fifth Street in the City of St. Paul, County of Ramsey, in the State of Minnesota.

ARTICLE III.

The total authorized number of shares of the corporation is one hundred (100) shares, all of which shall be without par value.

ARTICLE IV.

The purposes of the corporation are:

To acquire, hold, lease, encumber, sell or otherwise dispose of, and to manage, improve and deal in lands and tenements of any and every description.

To acquire, hold, encumber, lease, sell or otherwise dispose of, and to manage and operate mines, mining claims, mineral rights and mineral properties of any and every description.

To acquire, hold, operate and maintain works of internal improvement for supplying the public with water, light, heat or power.

To acquire, hold, mortgage, pledge, or dispose of the shares, bonds, securities and other evidences of indebtedness of any domestic or foreign corporation.

To construct, manufacture, purchase, or otherwise acquire, own, encumber, sell, lease, assign and transfer, or otherwise dispose of, railroad, highway, waterway or airline equipment and appliances.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the objects, purposes and powers of this corporation.

FURTHER RESOLVED, That the President and Secretary of this corporation be and they hereby are authorized and directed to make, execute and acknowledge a certificate under the corporate seal of this corporation, embracing the foregoing resolution, and to cause such certificate to be filed for record in the manner required by law.

IN WITNESS WHEREOF, we have subscribed our names and caused the corporate seal of said corporation to be hereto affixed this 18th day of December, 1956.

CUYUNA REALTY COMPANY

Executed in the presence of:

H. J. Sackett

Hugh McLeod

By Robert S. Macfarlane
President

(SEAL)

Attest:

A. M. Gottschald
Secretary

STATE OF MINNESOTA)
) ss
COUNTY OF RAMSEY)

ROBERT S. MACFARLANE and A. M. GOTTSCHALD, being first duly sworn on oath, depose and say: That they are respectively the President and Secretary of Cuyuna Realty Company, the corporation named in the foregoing certificate; that said certificate contains a true statement of the action of the shareholders of said corporation; that the seal attached is the corporate seal of said corporation; that said certificate is executed on behalf of said corporation by its express authority; and they further acknowledge the same to be their free act and deed and the free act and deed of said corporation.

s/ R. A. Arneberg

Notary Public, Ramsey County, Minnesota
My commission expires December 29, 1960.

(Notarial Seal)

STATE OF MINNESOTA
DEPARTMENT OF STATE

I hereby certify that the within instrument was filed for record in this office on the 18 day of Dec. A.D. 1956, at 2 o'clock P.M., and was duly recorded in Book T-15 of Incorporations, on page 101.

s/ Joseph L. Donovan
Secretary of State