

State of Delaware



Office of Secretary of State.

I Walter Dent Smith, *Secretary of State of the State of Delaware,*
do hereby certify *that the above and foregoing is a true and correct copy of*
Certificate of Amendment of Certificate of Incorporation of the
"WINTON LUMBER COMPANY", as received and filed in this office the
tenth day of December, A. D. 1936, at 1 o'clock P.M.

In Testimony Whereof, I have hereunto set my hand
and official seal, at Dover, this ninth *day*
of January *in the year of our Lord*
one thousand nine hundred and thirty-seven.



Secretary of State.

15-2

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

* * * *

WINTON LUMBER COMPANY, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware

DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of said WINTON LUMBER COMPANY duly held and convened, a resolution was duly adopted setting forth an amendment proposed to the certificate of incorporation of said corporation as follows:

"FURTHER RESOLVED, that the certificate of incorporation of the corporation be amended by striking out all of that Article thereof numbered "FOURTH" and by inserting in lieu thereof the following:

"FOURTH: That total number of shares which the corporation shall have authority to issue is twenty-three thousand seven hundred ninety-seven (23,797); all of such shares shall be without par value."

and declaring said amendment advisable and calling a meeting of the stockholders of said corporation for consideration thereof.

SECOND: That thereafter, pursuant to the aforesaid resolution of its board of directors, a special meeting of the stockholders of said corporation was duly called and held, at which meeting the necessary number of stockholders as required by statute voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 26 of the General Corporation Law of Delaware as amended.

FOURTH: That the capital of said corporation will not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said WINTON LUMBER COMPANY has caused its corporate seal to be hereunto affixed and this certificate to be signed by J. M. Winton, its Vice-President, and W. S. Rosenberry, its Secretary, this 7th day of December, 1936.

By J. M. Winton
Vice President

By W. S. Rosenberry
Secretary

Winton Lumber Company
Incorporated
Delaware
1928

STATE OF MINNESOTA)
) ss:
COUNTY OF HENNEPIN)

BE IT REMEMBERED that on this 7th day of December A. D. 1938, personally came before me, a Notary Public in and for the County and State aforesaid, J. N. Winton, Vice President of WINTON LUMBER COMPANY, a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said J. N. Winton as such Vice President, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of the said Vice President and of the Secretary of said corporation to said foregoing certificate are in the handwriting of the said Vice President and Secretary of said Company respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

Laura A. Sullivan
Notary Public

Laura A. Sullivan
Notary Public, Hennepin County, Minn.
My Commission Expires May 27, 1939.

Notarial Seal
L'Etoile de Nord
Hennepin Co., Minn.