



I, **Frank J. Healy**, 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 Articles of Amendment filed April 29, 1964 of _____

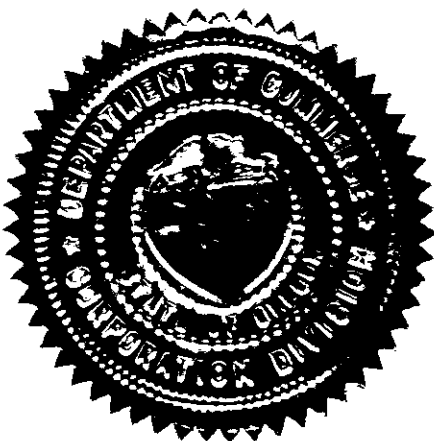
BOTSFORD, CONSTANTINE & GARDNER, INC.

with the record 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, at Salem, this—5th— day of — August —, 19 64.

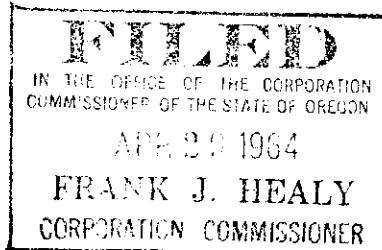
Frank J. Healy
Corporation Commissioner

By _____
Helene Kungen
Chief Clerk



57729
ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF

BOYSFORD, CONSTANTINE & GARDNER, INC.



Pursuant to the provisions of Oregon Revised Statutes 57.370, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Boysford, Constantine & Gardner, Inc.

SECOND: The amendments adopted by the shareholders of the corporation amend the Articles of Incorporation in the following respects:

1. Amend Article III to read as follows:

"III
AUTHORIZED SHARES

The aggregate number of shares which the corporation shall have authority to issue is 36,500, of which 35,000 shares shall be common stock without par value, and 1,500 shall be preferred stock without par value."

2. Amend Article IV, Section 1 to read as follows:

"IV
DESIGNATION OF EACH CLASS OF SHARES AND STATEMENT OF
PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS.

Section 1. Designation of Classes of Shares. Thirty-five thousand shares of the authorized shares without par value shall be known as common stock, and one thousand five hundred shares of the authorized shares without par value shall be known as preferred stock."

3. Amend Article VI to read as follows:

"VI
PRE-EMPTIVE RIGHTS.

Subject to the following limitations, the holders from time to time of the common stock of the corporation shall have the pre-emptive right to purchase, at such equitable prices, terms and conditions (including adjustments of such cash or fractional shares as may be necessary to avoid the issue of fractional shares) and for such period of time as shall be fixed by the board of directors, such of the shares of common stock of the corporation as are to be issued by the corporation for cash.

Pre-emptive rights shall not be applicable to such number of shares offered to an employee of the corporation as will bring such employee's holdings of the corporation's common stock to not in excess of 500 shares. Such offering of the corporation's stock to an employee shall only be made upon the approval of the board of directors of the corporation.

Pre-emptive rights as herein limited shall also be applicable to shares held in the treasury of the corporation which are to be issued by the corporation. The pre-emptive rights of the shareholder shall be

enrolled in the respective ratio which the number of shares held by each shareholder at the time of the commencement of the offering of such common stock compares to the total number of shares outstanding in the names of all holders of the common stock of the corporation at such time.

The holders of the preferred stock of the corporation shall have no pre-emptive rights as such holders to purchase any shares of any class which may at any time be sold or offered for sale by the corporation."

THIRD: The amendments were adopted by the shareholders of the corporation in the manner prescribed by the Oregon Business Corporation Act on April 27, 1964.

FOURTH: The number of shares outstanding is 2,375 shares of common stock and 300 shares of preferred stock. The number of shares entitled to vote on such an amendment was 1,452 .

FIFTH: The number of shares voted for such amendment was _____ and the number of shares voted against such amendment was 1,529 .

DATED April 27, 1964.

BORSFORD, CONSTANTINE & GARDNER, INC.

By Joseph McGuire b6
b7C
b7D

By I. V. Bender ~~SECRET~~

STATE OF OREGON)
County of Multnomah) 53.

I Daryl Browley , a Notary Public for Oregon, hereby
certify that on the 27th day of April , 1964, personally appeared
before me L. K. WENDER, who being by me first duly sworn, declared that he
is the Secretary of Botsford, Constantine & Garthner, Inc., and that he signed
the foregoing statement as Secretary of the corporation, and that the statements
contained therein are true.

Maryl Crowley
Notary Public for Oregon
My Commission Expires: 6/25/84