



I, James W. Mott, 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 INCORPORATION OF ~~~~~

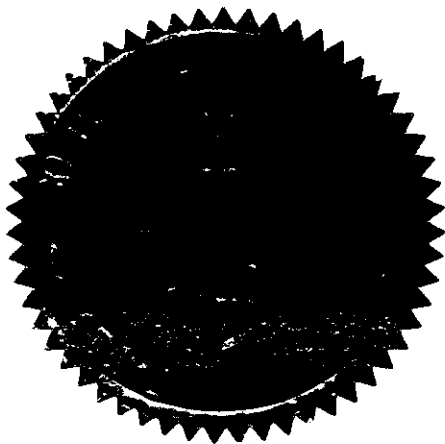
OREGON AND WASHINGTON RAILROAD COMPANY

with the ~~~~~ original 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

~30th day of ~July ~~~~~, 1932 ~



James W. Mott
Corporation Commissioner

State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, FRED E. LUKENS, 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

OREGON AND WASHINGTON RAILROAD COMPANY

a corporation duly organized and existing under the laws of Oregon has fully complied with Section 10 of Article II of the Constitution, and with Sections 4772 and 4773 of the Idaho Compiled Statutes, as amended by Chapter 282 of the 1929 Session Laws of Idaho, by filing in this office on the twenty-third day of August 1932, a properly authenticated copy of its articles of incorporation, and on the twenty-third day of August 1932, a designation of Joel L. Priest in the County of Ada 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 187 of the Idaho Compiled Statutes and amendments thereto, 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 23rd day
of August, in the year of our Lord
one thousand nine hundred and thirty-two,
and of the Independence of the United States of
America the One Hundred and Fifty-seventh.

Secretary of State.

ARTICLES OF INCORPORATION
OF
OREGON AND WASHINGTON RAILROAD COMPANY.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, W. W. Cotton, Wm. Crooks and W. A. Robbins, all of Portland, Oregon, do hereby associate ourselves as a corporation under the general incorporation laws of the State of Oregon and do hereby adopt and execute the following

ARTICLES OF INCORPORATION.

ARTICLE I.

The name of this corporation shall be Oregon and Washington Railroad Company.

ARTICLE II.

The duration of this corporation shall be perpetual.

ARTICLE III.

The business of this corporation shall be:

First. To acquire or construct and equip a line of railroad on such route as the board of directors of the company may select from the City of Portland in the County of Multnomah, State of Oregon, to Everett in the County of Snohomish, State of Washington, together with all necessary and appurtenant branches, spurs, switches, and sidings, depot facilities and appurtenances; also to construct and equip a line or lines of telegraph following the course of said line of railroad between the termini thereof, and to maintain and operate such constructed or acquired railroad line together with all branches, spurs, switches, sidings and depot facilities and such telegraph line or lines, and to carry freight and passengers over said line of railroad and to receive and deliver messages

over said line or lines and to receive tolls for the carriage of freight and passengers and for the transmission of messages.

Second. To build bridges across streams at such places where the line shall cross the same between the termini above specified and to acquire trackage rights over any line or portion of any line between the termini of this company above specified.

Third. To purchase or consolidate with, to lease or otherwise acquire or to operate and maintain on such terms as may be agreed upon, all or any portion of any railroad or railroads in the States of Oregon and Washington, or either or both of them, with its or their rolling stock, equipment and appurtenances, or telegraph line or lines, and to complete the same to its or their authorized terminus or termini.

Fourth. To facilitate and to assist in the construction, building, extension, equipment and operation of any railroad line or lines in the States of Oregon and Washington, or either of said states, and to subscribe for or purchase the stock or bonds of any company owning or operating any railroad in the States of Oregon and Washington, or either of said states, and to subscribe for or purchase the stock or bonds of any company owning or operating steamships or steamboats in the States of Oregon and Washington, or either of said states, or running from or to a port or ports in said States of Oregon and Washington, or either of said states, and to guarantee or otherwise secure the payment of any of the bonds herein referred to or the interest thereon by pledge or mortgage of the property of this corporation or any part thereof, or otherwise, and to consolidate with or lease and contract for the operation and maintenance of any and all such

ARTICLE VI

The capital stock of the corporation shall be \$1000,000 and the amount of each share of such capital stock shall be \$100.

ARTICLE VII

W. W. Cotton, Wm. Crooks and W. A. Robbins, or any two of them, are hereby appointed to open stock books of the corporation, to receive subscriptions and to organize the corporation.

IN WITNESS WHEREOF WE have to these presents, executed in triplicate, set our hands and seals the 11th day of May, 1906.

W. W. Cotton	(SEAL)
Wm. Crooks	(SEAL)
W. A. Robbins	(SEAL)

STATE OF OREGON,)
COUNTY OF MULTNOMAH.) SS

BE IT REMEMBERED That on this 11th day of May, 1906, before me the undersigned, a notary public in and for said county and state, personally appeared the within named W. W. Cotton, Wm. Crooks, and W. A. Robbins, personally known to me and known to me to be the identical persons described in and who executed the foregoing articles of incorporation of the Oregon and Washington Railroad Company, and acknowledged to me that they executed the same as their free act and deed for the uses and purposes therein mentioned.

IN WITNESS WHEREOF I have hereunto set my hand and notarial seal this 11th day of May, 1906.

(Notarial Seal)	James G. Wilson Notary Public for Oregon
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(ON THE BACK APPEARS THE FOLLOWING)

10968

Articles of Incorporation
of
Oregon and Washington
Railroad Company

Filed in the office of the
Secretary of State of the
State of Oregon, for Record
at Nine o'clock, A.M., the
12th day of May 1906 and re-
corded on page 187 of Book
23 of Records of Articles of
incorporation of private
corporations.

F. I. Dunbar

Secretary of State.

File No. 10968



Certificate of Decrease in the Capital Stock

To All to Whom These Presents May Come, Greeting:

Know Ye, That whereas OREGON AND WASHINGTON RAILROAD COMPANY

a corporation, organized and existing under and pursuant to the Laws of the State of Oregon, with its principal office in the city of Portland, in the County of Multnomah, State of Oregon, did on the 17th day of August, 1932,

furnish in due form and file in the office of the Corporation Commissioner of the State of Oregon, a Certificate and Statement, duly verified by the secretary of said corporation, and a duly authenticated copy of the resolutions adopted by a majority vote of the stockholders of said corporation at a meeting called for the purpose of decreasing its Capital Stock from

One million (\$1,000,000.00) Dollars,

to One hundred thousand (\$ 100,000.00) Dollars,

has paid the filing fee, and has complied with the requirements of the Laws of Oregon, preliminary to the issuing of this

Certificate of Decrease in the Capital Stock

Now, Therefore, I, JAMES W. MOTT, Corporation Commissioner of the State of Oregon, DO HEREBY CERTIFY, that lawful evidence of the decrease of the capital stock of the OREGON AND WASHINGTON RAILROAD COMPANY

a corporation with its principal office in the city of Portland, in the County of Multnomah, State of Oregon,

from One million (\$1,000,000.00) Dollars,

to One hundred thousand (\$ 100,000.00) Dollars,

has been furnished as required by the Laws of the State of Oregon; which said certificate and statement, and record of proceedings, aforesaid, are now on file in my office as required by law.

And I Further Certify, That said corporation has paid the fee of Five Dollars (\$5.00) for filing the Certificate and Statement of Decrease in its Capital Stock as provided by law.

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 17th day of August, 1932.

(SEAL)

James W. Mott
Corporation Commissioner



I, **James W. Mott**, 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 Certificate of Decrease in the Capital Stock of _____

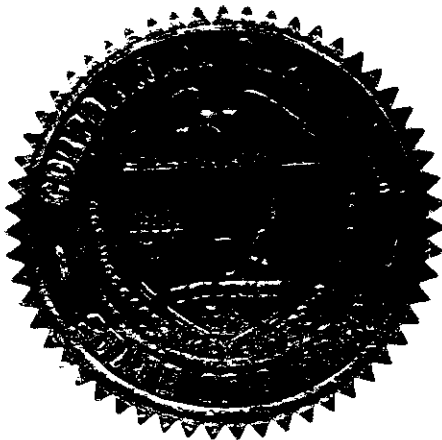
_____ OREGON AND WASHINGTON RAILROAD COMPANY _____

with the _____ original and copy of _____ original 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

_____ 17th day of _____ August _____, 193 2 .



James W. Mott
Corporation Commissioner

SUPPLEMENTARY ARTICLES OF INCORPORATION
OF
OREGON AND WASHINGTON RAILROAD COMPANY

WHEREAS, at a meeting of the stockholders of OREGON AND WASHINGTON RAILROAD COMPANY, a corporation of the State of Oregon, duly and regularly called and held at the offices of the Company in the City of Portland, Oregon, on the 9th day of August, 1932, at which there were present and voting, either in person or by proxy, stockholders owning more than seven-eighths of the capital stock of said corporation issued and outstanding, to-wit: the entire capital stock issued and outstanding, there were adopted by unanimous vote resolutions amending Sections Third, Fourth and Sixth of Article III and also Article VI of the Articles of Incorporation of said corporation in the form hereinafter set forth, for the purpose of authorizing this Company to do business in the State of Idaho and authorizing decrease in the capital stock of the corporation from \$1,000,000 to \$100,000, and authorizing and directing the Board of Directors, or a majority of the directors of said corporation, to execute and file Supplementary Articles embodying said amendments; and

WHEREAS, at a regular meeting of the Board of Directors of said corporation duly held at the offices of the Company in the City of Portland, Oregon, on the 9th day of August, 1932, said Board of Directors approved and adopted these Supplementary Articles of Incorporation and

authorized and directed the same to be executed and acknowledged on behalf of said corporation by the directors of said corporation; and further authorized and directed the officers of said corporation to file the same and publish notice thereof as required by law.

NOW, THEREFORE, We, A. C. Spencer, F. W. Sercombe, C. W. Miller, R. F. Shields and F. J. Betz, constituting a majority of the directors of said Oregon and Washington Railroad Company, and being thereunto duly authorized by the aforesaid action of the stockholders and Board of Directors of said corporation, do hereby execute and acknowledge Supplementary Articles of Incorporation, amending Sections Third, Fourth and Sixth of Article III and the whole of Article VI of the original Articles of Incorporation of said corporation to read, respectively, as follows, to-wit:

Third: To purchase or consolidate with, to lease or otherwise acquire or to operate and maintain on such terms as may be agreed upon, all or any portion of any railroad or railroads in the States of Oregon, Washington and Idaho, or any of them, with its or their rolling stock, equipment and appurtenances, or telegraph line or lines, and to complete the same to its or their authorized terminus or termini.

Fourth: To facilitate and to assist in the construction, building, extension, equipment and operation of any railroad line or lines in the States of Oregon, Washington and Idaho, or any of said states, and to subscribe for or purchase the stock or bonds of any company owning or operating any railroad in the States of Oregon, Washington and Idaho, or any of said states, and to subscribe for or purchase the stock or bonds of any company owning or operating steamships or steamboats in the States of Oregon, Washington and Idaho, or any of said states, or running from or to a port or ports

in said States of Oregon, Washington and Idaho, or any of said states, and to guarantee or otherwise secure the payment of any of the bonds herein referred to or the interest thereon by pledge or mortgage of the property of this corporation or any part thereof, or otherwise, and to consolidate with or lease and contract for the operation and maintenance of any and all such railroads or steamship or steamboat companies so aided or whose stock or bonds have been purchased by this company.

Sixth: To purchase or lease lands and other property situated in the States of Oregon, Washington and Idaho, or any of said states, whether adjacent or contiguous to its railroad or railroads, landings or warehouses, or not, and to hold, possess, improve, sell, lease, mortgage, or otherwise dispose of such lands and other property in such manner as may be deemed fit.

Article VI: The capital stock of the corporation shall be \$100,000 and the amount of each share of such capital stock shall be \$100.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 12th day of August, 1932.

(Sgd) A. C. Spencer (Seal)

Signed, sealed and delivered
in the presence of

(Sgd) F. W. Sercombe (Seal)

(Sgd) G. E. Dwyer

(Sgd) C. W. Miller (Seal)

(Sgd) F. M. Sercombe

(Sgd) Roy F. Shields (Seal)

(Sgd) F. J. Betz (Seal)

STATE OF OREGON)
 : SS
County of Multnomah)

On this 12th day of August, 1932, before me appeared A. C. Spencer, F. W. Sercombe, C. W. Miller, R. F. Shields and F. J. Betz, to me personally known, who, being duly sworn, did say that they are the identical persons named in and who executed the foregoing SUPPLEMENTARY ARTICLES OF INCORPORATION, and they severally acknowledged to me that they executed the same freely and voluntarily for the uses and purposes therein mentioned.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal this the day and year first in this, my certificate, written.

(Sgd) Clifford N. Nelson
Notary Public for Oregon
My commission expires Aug. 18, 1934

(Notarial Seal)

ENDORSED: 10968 Supplemental Articles of Incorporation of Oregon and Washington Railroad Company

Filed in the office of the CORPORATION COMMISSIONER of the STATE OF OREGON at 8:30 o'clock A. M., the 17th day of August, 1932.

James W. Mott
Corporation Commissioner