



Department of State.

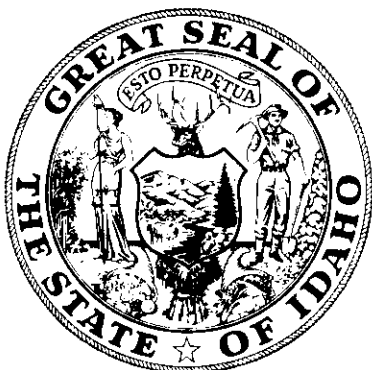
**CERTIFICATE OF AUTHORITY
OF**

SWEENEY INVESTMENT COMPANY

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of SWEENEY INVESTMENT COMPANY for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to SWEENEY INVESTMENT COMPANY to transact business in this State under the name SWEENEY INVESTMENT COMPANY and attach hereto a duplicate original of the Application for such Certificate.

Dated May 5, 19 80.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is SWEENEY INVESTMENT COMPANY
2. *The name which it shall use in Idaho is same as above
3. It is incorporated under the laws of WASHINGTON
4. The date of its incorporation is 1905 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 1400 Washington Trust Financial Center, Spokane, WA 99204
6. The address of its proposed registered office in Idaho is 201 West Main Street, Grangeville, Idaho 83530, and the name of its proposed registered agent in Idaho at that address is Dale L. Luplow
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: bringing an action to quiet title
8. The names and respective addresses of its directors and officers are:

| Name | Office | Address |
|----------------------------|----------------------------|---|
| <u>Gerald L. Hagood</u> | <u>President</u> | <u>315 Washington Mutual Bank Bldg. Spokane, WA 99202</u> |
| <u>Charles C. Finucane</u> | <u>Vice President</u> | <u>P.O. Box 196, Hayden Lake, ID</u> |
| <u>D. Michael Jones</u> | <u>Treasurer</u> | <u>Old National Bank Corporation</u> |
| <u>Harold W. Coffin</u> | <u>Secretary</u> | <u>1237 Old National Bank Bldg. Spokane, WA</u> |
| <u>Lawrence R. Small</u> | <u>Assistant Secretary</u> | <u>1400 Wash. Trust Bank Bldg. Spokane, WA</u> |

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

| Number of Shares | Class | Par Value Per Share or Statement That Shares Are Without Par Value |
|------------------|---------------|--|
| <u>25,000</u> | <u>Common</u> | <u>\$ 20.00</u> |
| _____ | _____ | _____ |
| _____ | _____ | _____ |

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

| Number of Shares | Class | Par Value Per Share or Statement That Shares Are Without Par Value |
|------------------|--------|--|
| 17,099 | Common | \$20.00 par value |
| | | |
| | | |

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated April, 19 80

SWEENEY INVESTMENT COMPANY

By

Gerald L. Hagood

Its _____ President

and

Harold W. Coffin

Its _____ Secretary

STATE OF WASHINGTON)

)ss:

COUNTY OF Spokane)

I, W. Kenneth Tutnam, a notary public, do hereby certify that on this 24th day of April, 19 80, personally appeared before me Gerald L. Hagood, who being by me first duly sworn, declared that he is the President of Sweeney Investment Company

that he signed the foregoing document as his of the corporation and that the statements therein contained are true.

W. Kenneth Tutnam
Notary Public

*Pursuant to section 30-1-108(b)(1), **Idaho Code**, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

ARTICLES OF INCORPORATION
OF
SWEENEY INVESTMENT COMPANY.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, all of whom are residents of the State of Washington, and a majority of whom are citizens of the United States, do hereby avail ourselves of the Laws of the State of Washington concerning the formation of corporations and form a corporation in accordance with and under such Laws with the following Articles, to-wit:

ARTICLE I.

The name of this corporation is and shall be "SWEENEY INVESTMENT COMPANY".

ARTICLE II.

The objects and purposes for which this corporation is formed are:

1. To acquire by purchase, lease, exchange, hire or otherwise, lands and buildings and any interest therein; to erect and construct houses, buildings or works of every description on any land of the company, or upon any other lands, and to rebuild, enlarge, alter and improve existing houses, buildings or works thereon; to convert and appropriate any such lands into and for roads, streets and other conveniences, and generally to deal with and improve the property of the company; to sell, lease, let or otherwise dispose of the

lands, houses, buildings and other property of the company; to undertake or direct the management and sale of lands, buildings and other property.

2. To carry on and undertake the business of making investments in real or personal estate, whether with the funds of the company or other corporations, firms or individuals, and in the course of such business to acquire and sell all or any negotiable or transferable securities, including debentures, bonds and notes. To acquire, hold, sell, exchange and deal in bonds, obligations and securities of any public or private corporation, government or municipality; and as well shares of the capital stock of corporations engaged in the business of banking or in the operation of railroads, when permitted by the laws of the State of Washington. Also, to purchase or acquire from time to time, and hold and dispose of shares of the capital stock of this corporation when permitted by the Laws of said State.

Nothing herein contained is to be construed as intending to form a banking company, a savings bank, a trust company or a corporation authorized to engage in such business.

3. To do everything whatsoever incidental to, or connected with, the objects and purposes or business aforesaid, and to do and perform each and every of the things aforesaid, and carry on said business in the State of Washington and also in the State of Oregon and in other States and Territories in the United States of America, and as well in any and every foreign country.

ARTICLE III.

The capital stock of this corporation is the sum of Two Million Five Hundred Thousand Dollars (\$2,500,000.00) and shall be divided into twenty-five thousand (25000) shares of the par value of One Hundred Dollars (\$100.00) each.

ARTICLE IV.

The principal place of business of this corporation is and shall be in the City of Spokane, County of Spokane, State of Washington.

ARTICLE V.

The time for which this corporation shall exist shall be the period of Fifty (50) years from and after its incorporation.

ARTICLE VI.

The Board of Trustees of this corporation shall be three (3), and the names and places of residence of the first trustees hereof who shall manage the concerns of the company for the period of six (6) months after the incorporation hereof are CHARLES SWEENEY, Spokane, Washington; EMELINE A. SWEENEY, Spokane, Washington, and FRANCIS J. FINUCANE, Spokane, Washington, all of whom are residents of the State of Washington and a majority of whom are citizens of the United States.

IN WITNESS WHEREOF, We have set our hands and seals

unto this instrument in triplicate, this 27th day of
May, A. D., 1905.

John Sweeney (SEAL)

Emilie A. Sweeney (SEAL)

J. J. Sweeney (SEAL)

STATE OF WASHINGTON,)
 : SS.
COUNTY OF SPOKANE.)

THIS IS TO CERTIFY, That on this 27th day of
May, A. D., 1905, before me W. E. Russell
a Notary Public in and for the State of Washington, personally
came CHARLES SWENNY, HELEN A. SWENNY and FRANCIS J. FINUCANE,
to me known to be the individuals described in and who executed
the within instrument, and acknowledged to me that they signed
and sealed the same as their free and voluntary act and deed,
for the uses and purposes therein mentioned.

WITNESS My hand and official seal the day and year in this
certificate first above written.

W. E. Russell
Notary Public in and for the State
of Washington, residing at Spokane,
Washington.

ARTICLES OF INCORPORATION

OF THE

Secondly Direct-
ment Company.

Place of Business.

Spokane

Capital Stock

\$2500.00

Correspondent

Post Office, Spokane

P. O. Address.

Spokane, Wash.

State of Washington, ss.

Filed for record in the office of the Secretary

of State

June 2 1905

Secretary of State.

Recorded Book 47 Page 131

DOMESTIC CORPORATIONS

FEES

10

For filing,

\$10.00

Excess folio charges,

\$ 1.20

Total

\$ 21.20

Indexed

✓

6150

Certificate

Certificate mailed

N 26 1905

190

I, The Secretary of State of the State of Washington,
DO HEREBY CERTIFY that this is a true and correct

copy of _____
as filed in this office.

Articles of Incorporation

Bruce K. Chapman

Bruce K. Chapman, Secretary of State

By: *Kathy Jones*

Dated: *4/22/80*



APPROVED
AND FILED

AMENDMENT TO THE ARTICLES OF INCORPORATION
OF

SWEENEY INVESTMENT COMPANY

MAY 27 1955

EARL COE
SECRETARY OF STATE

BY Earl Coe
Assistant Secretary of State

THIS IS TO CERTIFY that a special meeting of the shareholders of SWEENEY INVESTMENT CO., a corporation, duly called and held on May 17, 1955, at ten o'clock A. M., at the registered office of the company, 322 Rookery Building, Spokane 1, Washington, pursuant to notice regularly given, the amendment to the Articles of Incorporation hereinafter stated was adopted by the holders of more than two-thirds of the voting power of the shareholders of all of the stock entitled to vote then outstanding:

"ARTICLE V.

"The duration of this corporation shall be perpetual."

(Corporate Seal)

Charles Finney

President

Alan E. Gaine

Secretary

SUBSCRIBED AND SWORN to before me this 26th day
of May, 1955.

L. J. Lawrence

NOTARY PUBLIC in and for the State
of Washington, residing at Spokane.

No. 129757

AMENDED

Articles of Incorporation

OF THE

Sweeny Investment Company

(Making time of existence

perpetual)

Place of business Spokane

Time of existence Perpetual years

Capital stock, \$ 500,000.00

STATE OF WASHINGTON, ss.

Filed for record in the office of the Secretary of State May 27, 1955

at 2:25 o'clock P. M.

Recorded in Book 86 Page 85-86

Domestic Corporations

Secretary of State

Filed at request of

Paine, Lowe, Coffin, Ennis & Herman

602 Spokane and Eastern Bldg.,

Spokane, Washington

Filing and recording fee, \$10.00

License to June 30, 1956, \$

Certificate mailed

to above address.

Indexed

Photographed

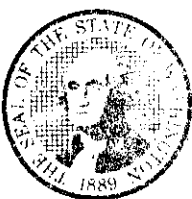
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86

PAGE No.

I, The Secretary of State of the State of Washington, DO HEREBY CERTIFY that this is a true and correct

copy of Amended Articles as filed in this office.



Bruce K. Chapman

Bruce K. Chapman, Secretary of State

By: Kathy Jones

Dated: 4/22/80

1 AMENDMENT TO ARTICLES OF INCORPORATION
2 of

3 SWEENEY INVESTMENT COMPANY
4

5 This is to certify that at an annual meeting of shareholders
6 of Sweeny Investment Company, a corporation, duly called and held
7 on August 12, 1953, at which shareholders of more than two-thirds
8 of the outstanding stock of the company were present or represented,
9 the hereinafter stated amendment to the Articles of Incorporation
10 was unanimously adopted:
11

12 ARTICLE VI.

13 The board of directors of this corporation
14 shall consist of not less than five (5) nor more
15 than nine (9) directors.

16 It is, therefore, certified that the Articles of Incorporation
17 of said corporation be and they are hereby amended to the extent
18 that Article VI reads, as above stated.
19

20 SWEENEY INVESTMENT COMPANY

21 By Charles J. Sweeney
22 President

23 Attest: Alan S. Rain
24 Secretary
25

26
27
28 APPROVED
AND FILED

29 SEP 20 1953
30 EARL COE
SECRETARY OF STATE
31 BY John J. Sweeney
32 Assistant Secretary of State

1 STATE OF WASHINGTON)
2) ss.
3 County of Spokane)

4 CHARLES C. FINUCANE and ALAN G. PAINE, being each first duly
5 sworn, on oath depose and say: That they are respectively
6 President and Secretary of Sweeny Investment Company. That the
7 above and foregoing Amendment and Certificate thereto are true.
8

9 Charles C. Finucane

President

10 Alan G. Paine

11 Secretary

12
13 Subscribed and sworn to before me this 23rd day of September,
14 1953.

15 Harold W. Coffin
16 Notary Public for State of Washington,
17 residing at Spokane
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No 124356

AMENDED

Articles of Incorporation

OF THE

Sweeny Investment Company

(Changing number of directors to not less than 5 nor more than 9.)

Place of business Spokane

Time of existence 50 years

Capital stock, \$ 500,000.00

STATE OF WASHINGTON, ss.

Filed for record in the office of the Secretary of State September 29, 1953

at 3:25 o'clock P. M.

Recorded in Book 56 Page 1392-1394
Domestic Corporations

Secretary of State

Filed at request of

Paine, Love and Coffin, Attys

Spokane and Eastern Bldg.

Spokane 1, Washington

Filing and recording fee, \$ 10.00

License to June 30, 19 , \$

Certificate mailed OCT - 8 1953

to above address.

Indexed

Photographed

S.F. No. 1108-4-S3-10M 34400

I, The Secretary of State of the State of Washington,
DO HEREBY CERTIFY that this is a true and correct

copy of
as filed in this office.

Amended Articles

Bruce K. Chapman

Bruce K. Chapman, Secretary of State

By:

Kathy Jones

Dated:

4/22/80



ROLL No.

56

PAGE No.

1394

CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION OF
SWEENEY INVESTMENT CO.

Sweeny Investment Co., a corporation organized and existing under and by virtue of the laws of the State of Washington, by and through its president and secretary, does hereby certify that at a special meeting of the Board of Directors of Sweeny Investment Co. duly held and convened and at which a quorum was present with authority to do business, the following resolution by which the Capital Stock of said corporation was reduced from Two Million Five Hundred Thousand Dollars (\$2,500,000.00) to Five Hundred Thousand Dollars (\$500,000.00), was duly adopted setting forth amendments to the Articles of Incorporation of said company, as follows:

RESOLVED, that Article III of the Articles of Incorporation of Sweeny Investment Co. be and it is hereby amended to read as follows:

"ARTICLE III

The Capital Stock of this corporation shall be in the sum of Five Hundred Thousand Dollars (\$500,000.00), and shall be divided into Twenty-five Thousand (25,000) shares of the par value of Twenty Dollars (\$20.00) per share."

(End of Article III)

That an adjourned special meeting of the stockholders of said Sweeny Investment Co. was duly and regularly called in accordance with the By-Laws of the Company for the purpose of considering said reduction in the Capital Stock of said Company, and said meeting was held in the offices of the company on the 20th day of April, 1932, at which meeting there was more than two-thirds of the outstanding capital stock of said corporation represented in person or by proxy, and at said meeting the following resolution was regularly and duly adopted, to-wit:

RESOLVED, that the action of the Board of Trustees that the Capital Stock of the Company be reduced from Two Million Five Hundred Thousand Dollars (\$2,500,000.00), (all of which has been heretofore duly subscribed for and paid in), to Five Hundred Thousand Dollars (\$500,000.00), and that Article III of the Articles of Incorporation be amended to read as follows:

"ARTICLE III

The Capital Stock of this corporation shall be in the sum of Five Hundred Thousand Dollars (\$500,000.00), and shall be divided into Twenty-five Thousand (25,000) shares of the par value of Twenty Dollars (\$20.00) per share"

be and the same is hereby ratified, approved and confirmed.

That the foregoing are true and correct copies of the resolutions passed at said respective meetings, and

That the Sweeny Investment Company has no outstanding debts or liabilities.

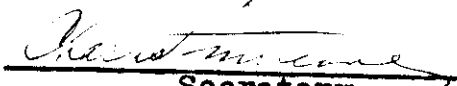
IN WITNESS WHEREOF, the said Sweeny Investment Co. has caused its corporate seal to be hereunto affixed and this certificate to be signed by its president and secretary this 20th day of April, 1932.

SWEENY INVESTMENT CO.

By


President

Attest:



Secretary

Chairman and Secretary, respectively, of the meetings of the Board of Directors and Stockholders referred to above.

STATE OF WASHINGTON)
COUNTY OF SPOKANE) SS

On this 20th day of April, 1932, before me personally appeared F. J. Finucane and Charles Finucane, to me known to be the President and Secretary, respectively, of the corporation that executed the within and foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said corporation for the uses and purposes therein mentioned, and on oath stated they were authorized to execute said instrument and that the seal affixed is the corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

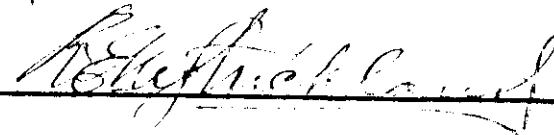


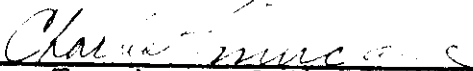
Notary Public in and for the
State of Washington
Residing at Spokane, Washington.

CERTIFICATE

We, the undersigned, constituting all of the Board of Trustees of the Sweeny Investment Co., hereby certify that the Statement of Debts and Liabilities of the company and the resolutions referred to in the annexed and foregoing certificate are true and correct.








Trustees of the Sweeny
Investment Co.

Subscribed and sworn to before me this 20th day of
April, 1932.



Notary Public in and for the
State of Washington,
Residing at Spokane, Washington.

f

No. 75761

AMENDED

Articles of Incorporation

OF THE

Sweeney Investment Company

(Reducing capital to

\$500,000.00)

Place of business Spokane

Time of existence 50 years

Capital Stock, \$ 500,000.00

State of Washington, ss.

Filed for record in the office of the Sec-

retary of State April 21, 1932

at 2:00 o'clock P. M.

Recorded in Book 173 Page 26-27

DOMESTIC CORPORATIONS

Bruce K. Chapman
Secretary of State

Filed at request of

Cannon, McKeivitt & Fraser,

Old National Bank Bldg.,

Spokane, Washington.

Filing and recording fee, \$ 10.00

License to June 30, 19 , \$

Certificate mailed

MAY 9 - 1932 to above address.

INDEXED. Compared.

S. F. No. 1106-1921 Approved as to Form by Dept. of

I, The Secretary of State of the State of Washington,
DO HEREBY CERTIFY that this is a true and correct

copy of Amended Articles
as filed in this office.



Bruce K. Chapman

Bruce K. Chapman, Secretary of State

By: Kathy Jones

Dated: 4/26/80