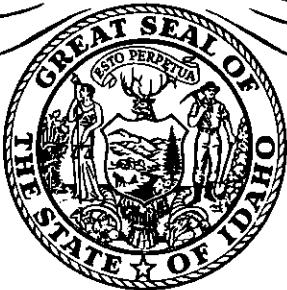


State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

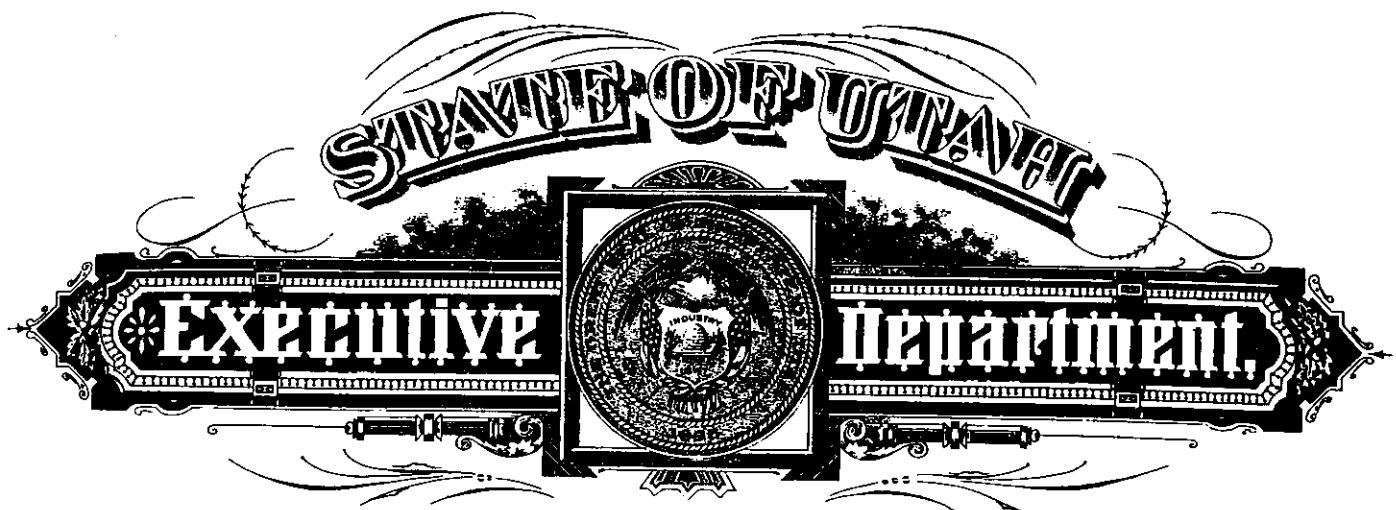
CYRUS KIRKMAN & DOWD COMPANY

a corporation duly organized and existing under the laws of **Utah** 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 **10th** day of **May** 19**61**, a properly authenticated copy of its articles of incorporation, and on the **10th** day of **May** 19**61**, a designation of **Donald J. Gardner** 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 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 **10th** day of **May**, A.D. 19**61**.

Secretary of State.



Secretary of State's Office

I, LAMONT F. TORONTO, SECRETARY OF STATE OF THE STATE OF UTAH,
DO HEREBY CERTIFY THAT this is a true, full and correct copy of the
Articles of Incorporation and Amendments of the GEORGE ROMNEY & SONS
COMPANY

AS APPEARS OF RECORD IN MY OFFICE.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND

AND AFFIXED THE GREAT SEAL OF THE STATE OF UTAH

AT SALT LAKE CITY, THIS TWELFTH DAY OF

MAY 1961

BY Lamont F. Toronto
Wendell L. Cottrell

SECRETARY OF STATE
DEPUTY



4386

ARTICLES OF INCORPORATION OF GEORGE RUMNEY & SONS COMPANY,
UNITED STATES OF AMERICA.

STATE OF UTAH.....
COUNTY OF SANpete.....

(U.S.)

WITNESSETH, we the undersigned, all residents of the State of Utah, are desirous of forming a corporation for the purposes hereinafter mentioned, under and in pursuance of the provisions of the law of the State of Utah, we do hereby for that purpose associate ourselves together and enter into the following agreement and Articles of Incorporation:-

I.

The name of this corporation shall be GEORGE RUMNEY & SONS COMPANY.

II.

This corporation shall continue in existence for a period of one hundred years, unless so far dissolved and disincorporated according to law.

III.

The object, business and pursuit of this corporation shall be to own, buy, sell, lease, mortgage, and in every manner deal in goods, wares, chattels, merchandise and personal property of every name and nature, and to own, buy, sell, lease, mortgage and in every way deal in real-estate, and to own, buy, sell, lease, mortgage, raise and in every manner deal in live stock and its product and to do a general stock-raising, ranching, slaughtering, butchering, horticultural, farming, mining business, and to hold, buy, sell, hypothecate, transfer, accept and subscribe for and deal in stocks of other corporations or companies, bonds, notes, mortgages, stocks and all evidences of indebtedness, with full right and power to enter into, transact and do a general manufacturing and lumber business within the State of Utah and elsewhere.

2.

IV.

The principal place of the general business of this corporation shall be at Salt Lake City, Salt Lake County, State of Utah, but it may have branch offices and business establishments within the State of Utah and elsewhere in the United States and Territories.

V.

The amount of the capital stock of this corporation shall be \$200,000.00, which amount shall be divided into two thousand shares of the par value of \$100.00 per share.

VI.

The officers of this corporation shall consist of a Board of seven Directors, a President, Vice-President, Secretary and Treasurer, whose qualification shall be to own and hold stock in the corporation, and whose term of office shall be for one year, or until their successors shall be elected and qualified. The President and Vice-President shall be elected by the stock-holders and shall constitute a part of the Board of Directors, and be included in the seven directors constituting the same. The Secretary and Treasurer may be elected from the Board of Directors or not, as the stock-holders may determine, and the office of the Secretary and Treasurer may be held by the same person properly qualified.

VII.

There shall be an annual meeting of the stock-holders of the corporation held at eleven o'clock A. M. on the second Monday in January of each year, at the general office of the corporation at Salt Lake City, in the County of Salt Lake and State of Utah, for the election of Directors and the transaction of such other business as shall lawfully come before it.

The Directors and all officers of the corporation shall be elected by ballot by the stock-holders, and the person receiving the majority of the votes cast at such meeting shall be held and declared to be elected provided that a majority of all of the capital stock of the corporation

3.

is represented at such meeting, and the Secretary shall immediately notify them of their election.

Each stock-holder shall be entitled to as many votes as he holds shares of stock, and representation by proxy, duly appointed, shall be allowed at all meetings of the stock-holders, either general or special. The first meeting of the stock-holders for the election of Directors, and other purposes, as above provided, shall be held and the first election had at the office of the corporation at Salt Lake City, as aforesaid, on the second Monday in January 1904, and it is hereby provided that a failure to hold said last named meeting of the stock-holders of said corporation at the time appointed for the same, shall not forfeit or in any way interfere with the corporate rights acquired under this agreement, but any such meeting may be held at any subsequent time upon giving ten days written notice to all stock-holders, whose names appear upon the books of the company.

VIII.

Within thirty days after their election the Directors shall meet and organize as a Board. A majority of the whole number of directors shall form a quorum and be authorized to transact business, and exercise the corporate powers of the company.

The Board of Directors shall have power to manage and control the company's business, but not to sell, mortgage, or in any way encumber any of the property of the corporation, unless authorized to do so by the owners, or, at least, two thirds of the entire capital stock.

The Board of Directors shall have power to make by-laws for the management of the business and property of the company; the regulation of its affairs; the transfer of its stock; prescribing the duties of its officers, agents and employees, and all other by-laws, rules and regulations that may be necessary or convenient for fully carrying out the objects of the corporation; subject, however, to the approval of two thirds of the stock represented at a meeting called for the purpose of passing on the same.

4.

IX.

Any or either of the officers of the corporation may be removed at a stock-holders' meeting duly called and held to consider the question of such removal; and the holders of the majority of all the capital stock of the corporation, either personally or by proxy, voting for such removal, and either or any of the officers may resign by filing a written resignation in the general office of the corporation, and vacancies caused by such removal, resignation, or by death or disability may be filled by a majority of the stock-holders of said corporation, as aforesaid.

5.

The following named persons shall be the officers of this corporation and its Board of Directors until the regular election on the second Monday in January 1904, and until the officers then elected are duly qualified, to-wit:-

George Romney-----President & Director.

Heber J. Romney-----Vice-President & Director.

George Romney, Jr.-----Secretary & Director.

William S. Romney-----Treasurer & Director.

Orson D. Romney-----Director.

George Ernest Romney-----Director.

Walter Romney-----Director.

Any of said officers may resign or be removed, as hereinbefore provided.

XI.

The individual or private property of the stock-holders of this company shall not be liable for the debts, liabilities or obligations of the corporation.

XII.

These articles may be altered, amended or changed in any particular

5.

at any meeting of the stock-holders duly called and held for the purpose; provided that two thirds of all of the capital stock vote for the same.

XIII.

The names, places of residence, number of shares and amount of capital stock of each subscriber hereto, who is a party to this agreement and one of the incorporators above named, are as follows:-

NAMES.	PLACE OF RESIDENCE	SHARES.
George Romney-----	Salt Lake City, Utah-----	1990.
Heber J. Romney-----	Salt Lake City, Utah-----	1.
William S. Romney-----	Salt Lake City, Utah-----	1.
George Romney, Jr.-----	Salt Lake City, Utah-----	1.
Orson D. Romney -----	Salt Lake City, Utah-----	1.
George Ernest Romney---	Salt Lake City, Utah-----	1.
Miles A. Romney-----	Salt Lake City, Utah-----	1.
Walter Romney-----	Salt Lake City, Utah-----	1.
Royal R. Romney-----	Salt Lake City, Utah-----	1.
Raymond Romney-----	Salt Lake City, Utah-----	1.
Reuben Romney-----	Salt Lake City, Utah-----	1.

XIV.

The capital stock of this corporation is fully paid up at par and consists of the aggregate valuation of the property hereinafter described. The payment of said stock is made by the undersigned selling, delivering and transferring the property hereinafter described. The incorporators have sold and conveyed to this corporation and this corporation does hereby take and receive the following described real property of the value of two hundred thousand dollars, in payment of said capital stock herein subscribed, to-wit:-

REAL- ESTATE.

Commencing at the north-west corner of Lot Seven, Block Seventy.

eight, Plat "A", Salt Lake City Survey and running thence south one hundred sixty-five feet; thence east one hundred ninety feet; thence north thirty-three feet; thence west forty-seven feet; thence north one hundred thirty-two feet; thence west one hundred forty-three feet to place of begining, being a part of Lots Seven and Eight, Plat, Block and Survey aforesaid.

Also commencing one hundred ninety-seven feet south of the north-east corner of Lot Eight, Block Seventy-eight, Plat "A", Salt Lake City Survey and running thence west one hundred thirty feet; thence south sixty-six feet; thence east one hundred thirty feet; thence north sixty-six feet to begining. Together with a perpetual right of way over commencing one hundred and thirty feet west of the north-east corner of Lot Eight, Block, Plat and Survey aforesaid, and running thence west ten feet; thence south three hundred feet; thence east ten feet; thence north three hundred feet to begining.

Also commencing at the south-west corner of Lot Five, Block Seventy seven, Plat "A", Salt Lake City Survey and running thence east one hundred twenty-three and three fourths feet; thence north eighty-two and one half feet; thence west forty-one and a fourth feet; thence south forty-one and a fourth feet; thence west eighty-two and a half feet; thence south forty-one and a fourth feet to begining. Together with an undivided interest in common with others interested to an alleyway described as commencing five rods north of the south-west corner of Lot Five, Block, Plat and Survey aforesaid, and running thence east one hundred twenty-five feet; thence south ten and a half feet; thence east one hundred twenty-two and a half feet; thence north ten and a half feet; thence west one hundred sixteen and a half feet; thence north five rods; thence west six and five twelfths feet; thence south seventy and one half feet; thence west one hundred and twenty-five feet; thence south twelve feet to begining.

Also commencing at the south-east corner of Lot Two, Block Nineteen

Plat "D", Salt Lake City Survey and running thence north five rods; thence west two and one half rods; thence south five rods; thence east two and one half rods to place of begining.

Also all of Lot Three, Block Nine, Plat "J"; all of Lot Seven, Block Eleven, Plat "J", both aforesaid pieces of property being in Salt Lake City Survey.

Also an undivided one third interest in and to Lots Thirteen, Fifteen, Seventeen, Nineteen and Twenty, Block Eighteen, Plat "J", Salt Lake City Survey.

Also all of the north-east quarter of Section Thirty-two Township Two South, Range One West, Salt Lake Meridian, containing one hundred and sixty acres.

Also commencing six rods west of the south-east corner of Lot Two, Block Fifteen, Five Acre Plat "A", Big Field Survey, and running thence north seventeen and four tenths rods; thence west six rods; thence south seventeen and four tenths rods; thence east six rods to place of begining.

Also commencing at the south-east corner of Lot Two, Block Two, Five Acre Plat "A", Big Field Survey, running thence west twelve rods; thence north twelve rods; thence east twelve rods; thence south twelve rods to place of begining.

Also commencing twenty-six and four hundred seventy-eight one thousandths rods north of the south-east corner, Lot, Block and Plat aforesaid, thence west twenty-four rods; thence north fourteen and four hundred seventy-eight one thousandths rods; thence east twenty-four rods; thence south fourteen and four hundred seventy-eight rods to begining. There is a reference in the deed by which George Romney secured this land that a strip shall be deeded off the east end for a roadway. Consult 57 of Deeds, Pages 551-552; also 8 Y page 408.

Also the south one half of Lot Eight, Block Forty-two, Ten Acre Plat "A", Big Field Survey, excepting, however, therefrom the south six and one half rods.

feet of the aforesaid described tract of land;

Also the south half of Lot Thirteen, Block, Plat and Survey aforesaid;

Also all of Lot Three, Block, Plat and Survey aforesaid;

Also commencing at a point forty-six and one half feet south of the north-east corner of Lot Eight, Block Fifty-eight, Plat "A", Salt Lake City Survey and running thence west one hundred and fifteen feet; thence south twenty-three and one half feet; thence west fifty feet; thence south forty-five and one half feet; thence east one hundred sixty-five feet; thence north sixty-nine feet to place of begining.

IN WITNESS WHEREOF we have hereunto set our hands this 14th day of May 1903.

Signed in the presence of,

Chas. B. Stewart

Barnard J. Stewart

George Romney

Reuben J. Romney

George Romney, Jr.

Orson D. Romney

Wm. J. Romney

George Ernest Romney

Raymond Romney

Miles A. Romney

Walter Romney

Royal R. Romney
per O. D. Romney

Reuben Romney

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AMENDMENTS TO ARTICLES OF INCORPORATION,
OF THE GEORGE ROMNEY AND SONS COMPANY.

At a special meeting of the stockholders of the George Romney & Sons Company held Monday, February 26th, 1923, at 122 "C" Street, Salt Lake City, Utah, at 8 o'clock p.m., notice of said meeting having been regularly given, to comply with Section 887, Chapter 1, Title 19, Compiled Laws of Utah, 1917, the following amendments to the Articles of Incorporation of the George Romney & Sons Company were offered by Miles A. Romney, seconded by Raymond T. Romney and carried.

Article V, which reads as follows:-

The amount of the capital stock of this corporation shall be \$200,000.00, which amount shall be divided into two thousand shares of the par value of \$100.00 per share;

Shall be and is hereby amended to read:

Article V.

The amount of the capital stock of this corporation shall be \$400,000.00, which amount shall be divided into four thousand shares of the par value of \$100.00 per share."

Article VII, which reads as follows:-

There shall be an annual meeting of the stock-holders of the corporation held at eleven o'clock A.M. on the second Monday in January of each year, at the general office of the corporation at Salt Lake City, in the County of Salt Lake and State of Utah, for the election of Directors and the transaction of such other business as shall lawfully come before it.

The Directors and all officers of the corporation shall be elected by ballot by the stock-holders, and the person receiving the majority of the votes cast at such meeting shall be held and declared to be elected; provided that a majority of all of the capital stock of the corporation is represented at such meeting; the Secretary shall immediately notify them of their election.

Each stock-holder shall be entitled to as many votes as he holds shares of stock, and representation by proxy, duly appointed, shall be allowed at all meetings of the stock-holders, either general or special. The first meeting of the stock-holders for the election of Directors, and other purposes as provided above, shall be held and

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the first election to be held at the office of the corporation at Salt Lake City, as aforesaid, on the second Monday in January 1904, and it is hereby provided that a failure to hold said last named meeting of the stock-holders of said corporation at the time appointed for the same, shall not forfeit or in any way interfere with the corporate rights acquired under this agreement, but any such meetings may be held at any subsequent time upon giving ten days written notice to all stock-holders, whose names appear upon the books of the company.

Shall be and is hereby amended to read:

Article VII.

There shall be an annual meeting of the stock-holders of the corporation held on the third Monday in January of each year, at the general office of the corporation at Salt Lake City, in the County of Salt Lake and State of Utah, for the election of Directors and the transaction of such other business as shall lawfully come before it.

The Directors and all officers of the corporation shall be elected by ballot by the stock-holders, and the person receiving the majority of the votes cast at such meeting shall be held and declared to be elected; provided that a majority of all of the capital stock of the corporation is represented at such meeting; the Secretary shall immediately notify them of their election.

Each stock-holder shall be entitled to as many votes as he holds shares of stock, and representation by proxy, duly appointed, shall be allowed at all meetings of the stock-holders, either general or special. The first meeting of the stock-holders for the election of Directors, and other purposes, as above provided, shall be held and the first election had at the office of the corporation at Salt Lake City, as aforesaid, on the second Monday in January 1904, and it is hereby provided that a failure to hold said last named meeting of the stock-holders of said corporation at the time appointed for the same, shall not forfeit or in any way interfere with the corporate rights acquired under this agreement, but any such meeting may be held at any subsequent time upon giving ten days written notice to all stock-holders, whose names appear upon the books of the company."

We hereby certify that the above and foregoing amendments to the Articles of Incorporation of the George Romney & Sons Company were duly adopted at a special meeting of the stockholders of the George Romney & Sons Company, called for that purpose and held February 26, 1923, at 122 "O" Street, Salt Lake City, Utah, at 8 o'clock p.m.

George J. Romney
President.
W.R. Romney
Secretary.

JULY 14

AMENDMENT OF THE ARTICLES OF INCORPORATION

GEORGE ROMNEY & SONS CO.

-----00000-----

We, the undersigned, being the President and Secretary, respectively, of George Romney and Sons Company, a corporation of Utah, hereby certify that a meeting of the stockholders of said corporation was held at the office of the Romney Lumber Company, No. 55 North First West Street, Salt Lake City, Utah, upon notice duly published in the Deseret News, a newspaper of general circulation, published in the county of Salt Lake, State of Utah, the place of general business of this corporation, for twenty-one days prior to the holding of said meeting; that a copy of said notice was likewise mailed to each stockholder at the last known address, said notice being as follows to wit:

"Notice of Special Stockholders Meeting of the George Romney & Sons Co.

A special meeting of the stockholders of the George Romney & Sons company, a corporation of Utah, will be held at the offices of the Romney Lumber Co., 55 North First West, Salt Lake City, Utah, on the 19th day of June, 1925, at eight o'clock in the evening, for the purpose of considering and taking action upon the following propositions, to wit:

A - To borrow money and secure the payment of the same by the execution of a mortgage on certain real property of the company.

B - To amend Article Eight of the Articles of Incorporation by striking out the words "but not to sell, mortgage, or in any way incumber any of the property of the corporation, unless authorized to do so by the owners of at least two-thirds of the entire capital stock" in the second paragraph of Article Eight of the Articles of Incorporation.

C - To adopt by-laws.

D - Such other and further matters in any way incidental to or connected with the foregoing as may be brought before the said meeting.

By order of the Board of Directors.

By W. S. Romney,
Secretary."

That at said meeting pursuant to said notice, aforesaid, there were represented three thousand five hundred seventy-seven (3,577) shares of the entire capital stock, being over two-thirds of the entire stock of said company, and by resolution duly offered, seconded, passed and adopted by all of said stockholders present, being each in favor of said resolution, the said Articles of Incorporation were amended as follows: Namely,

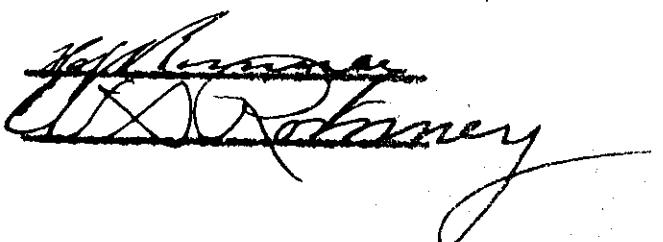
Article VIII was amended so that the same should and the same does now read as follows to-wit:

Within thirty days after this election the Directors shall meet and organize as a Board. A majority of the whole number of Directors shall form a quorum and be authorized to transact business, and exercise the corporate powers of the company.

The Board of Directors shall have power to manage and control the company's business but not to sell, mortgage, or in any way encumber the property known as the Romney Block at 300 - 310 - 312 and 314 South Main Street Salt Lake City, Utah, unless authorized to do so by the owners, or, at least, two thirds of the outstanding capital stock.

The Board of Directors shall have power to make by-laws for the management of the business or property of the company; the regulation of its affairs; the transfer of its stock; prescribing the duties of its officers, agents and employees, and all other by-laws, rules and regulations that may be necessary or convenient for fully carrying out the objects of the corporation; subject, however, to the approval of two-thirds of the stock represented at a meeting called for the purpose of passing on the same."

In witness whereof we have hereunto set our hands as the President and Secretary, respectively, and affixed the corporate seal of said corporation this 24 day of June, 1885.



State of Utah }
County of Salt Lake }
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No. J. Romney and W. S. Romney being each first duly sworn each for himself on his oath says: That they are respectively the President and Secretary and acted as such at the meeting above referred to of the George Romney and Sons Company.

Affiant further says that they are the signers of the foregoing certificate and that the statements therein made are true to their own

knowledge and that the said Articles of Incorporation were amended as
herein stated and set forth.

~~Jeffrey D. Rosario~~
Jeffrey D. Rosario

Subscribed and sworn to before me
this 24 day of June, 1925.

James J. Walsh
Notary Public