

State of Idaho



Department of State

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

LOUIS E. CLAPP
I, ~~XXXXXXXXXXXX~~, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

ROUNDUP PROPERTIES, INC.

a corporation duly organized and existing under the laws of Oregon 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 26th day of October 1966, a properly authenticated copy of its articles of incorporation, and on the 26th day of October 1966, a designation of Robert Ross in the County of Boone 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 26th day of October, A.D. 1966.

Secretary of State.



**Department of Commerce
Corporation Division**

I, **Frank J. Healy**, Corporation Commissioner and Custodian of the Seal of the Corporation Division of the Department of Commerce of the State of Oregon, DO HEREBY CERTIFY:

That I have carefully compared the annexed copy of the Articles of Incorporation and all amendments thereto of ROUNDUP PROPERTIES, INC.
..... with the originals thereof now on file in my office; that the same are correct transcripts therefrom and of the whole thereof; that this authentication is in due form and by the proper officer; and

I FURTHER CERTIFY that the above corporation is, at the date of this certificate, duly authorized to transact business within this state and is in good standing as a subsisting corporation, having filed all reports and made all payments to this office that are required by the laws of this state.

In Testimony Whereof, I have hereunto set my hand and affixed hereto the seal of the Corporation Division of the Department of Commerce of the State of Oregon this 7th day of July, 19 66 .



Frank J. Healy
Corporation Commissioner

By Helen Kruger
Chief Clerk

ARTICLES OF INCORPORATION
OF
OREGON BUILDING SUPPLY COMPANY

KNOW ALL MEN BY THESE PRESENTS: That we, R. G. McMahon, B. Hendrick and George W. Mead, citizens of the United States and citizens and residents of the State of Oregon, desiring to incorporate ourselves and to form a corporation under and pursuant to the laws of the State of Oregon relating to private corporations, for the purpose of engaging in the enterprise, business, pursuit and occupation hereinafter in these articles of incorporation set forth, do hereby make, execute, adopt, subscribe and acknowledge, in triplicate, the following articles of incorporation, to-wit:

ARTICLE I

The name assumed by this corporation and by which it shall be known is and shall be "Oregon Building Supply Company", and its duration shall be unlimited.

The enterprise, business, pursuit and occupation of this corporation is as follows:

- (1) To engage in the retail and wholesale building supply business and to sell all things incidental thereto, including building materials, electrical and plumbing supplies, lighting fixtures and lumber.
- (2) To sell all kinds of personal services relating to the general contracting, building supply and appliance business including electrical, plumbing, plastering, painting, masonry and carpentry work and to enter into contracts for the carrying out of the same.
- (3) To manufacture, buy, sell, import, export, distribute, deal in, lease or otherwise acquire, own and dispose of plants, buildings, supplies, machinery, parts, appliances, merchandise and service of all kinds and descriptions for the carry on the general business of operating a building supply company.
- (4) To acquire in any lawful manner such real and/or personal property as may be deemed advisable, and to hold, enjoy, use, possess, improve, mortgage or dispose of the same by sale, lease or otherwise, in such manner as may be deemed for the best interest of the corporation.
- (5) To purchase, receive, lease or otherwise acquire and to own, hold, sell, mortgage, hire, lease, mortgage and otherwise deal in and dispose of chattels,

chattels real, choses in action, notes, bonds mortgages and securities, and personal property of every character and description.

(6) To purchase, receive, lease or otherwise acquire and to use, own, own, sell, convey, exchange, lease, mortgage, work, improve, develop, manage, operate and otherwise handle, deal in, and dispose of, real estate and personal property, and any and all interests or rights in real or personal property and to collect, use and dispose of the profits of any thereof.

(7) To make, enter into, perform and carry out contracts for constructing, building, leasing, owning, improving, repairing, decorating, maintaining, furnishing and fitting up, renting, managing and operating buildings and structures of every kind and character, and to enter into agreements of all kinds with builders and contractors, agents and property owners and others for any and/or all of said purposes.

(8) To borrow money on the credit of the corporation, and to that end to issue notes, bonds, bills of exchange and other evidences of indebtedness; and to secure any of such obligations by mortgage, deed or trust, and pledge or hypothecate the property of the corporation.

(9) To purchase, acquire, hold, and to sell, assign, transfer, mortgage, pledge or otherwise dispose of, shares of capital stock, trust or other certificates, bonds, debentures and other evidences of indebtedness by whomsoever or whatsoever agency issued and to pay for the same in cash or in property or by issuance of its own stock, bonds or other obligations; and to exercise in respect thereof all the rights, powers and privileges of individual owners or holders thereof, and to exercise any and all voting powers in respect thereto.

(10) To engage in such enterprise, business, pursuit and occupation and to transact any and all of the business of the corporation not only in the State of Oregon but anywhere outside of said State, in any part of the world, as may be deemed convenient or desirable, and to have one or more offices outside of the State of Oregon; and generally to do everything necessary or appropriate for the transaction of the business of the corporation, and anything and everything which a natural person may lawfully do in connection with the foregoing,

and with all of the powers and authority now or hereafter conferred by law upon private corporations.

ARTICLE II

²⁰
The place where this corporation shall have its principal office and place of business is the City of Portland, in the County of Multnomah, State of Oregon.

ARTICLE III

The capital stock of the corporation shall consist ~~(31,000)~~ shares of common stock of the par value of One Hundred Dollars (\$100.00) each.

No holder of any of the shares of stock of this corporation shall be entitled as of right to purchase or subscribe for any share of unissued ⁸ stock of this corporation, whether authorized by these or by any other supplemental or amended articles hereafter adopted, or by an increase in the capital stock or in the authorized number of shares thereof; but any and all such shares of stock may be disposed of to such persons, firms and corporations, and upon such terms as the Board of Directors of the corporation may determine in its discretion, without first offering the same or any part thereof to the stockholders in proportion or to any class of stockholders, on the same terms or on any terms.

ARTICLE IV

⁹
A Director of this corporation shall not be disqualified by his office from contracting with the corporation, either as vendor, purchaser or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the corporation in which any director shall be in any way interested, be avoided on that account or by reason of the fact that any firm of which such director is a member or any corporation in which such director is a shareholder or a director shall be interested therein; provided such contract shall have been ratified or approved by a ¹⁰ vote in favor of such ratification or approval of a majority of a quorum of the Board of Directors without counting in such majority or quorum any person so interested in such contract or arrangement, or shall have been ratified or approved by the affirmative vote of a

majority of the holders of shares of the capital stock of the corporation having the right to vote; nor shall any director so contracting or so interested be liable to account to the corporation for any profit realized by him from or through any such contract or arrangement so ratified or approved by the Board of Directors, or ratified or approved by the stockholders in the manner aforesaid.

IN WITNESS WHEREOF, we have hereunto set our hands, in triplicate, this 25 day of March, 1936.

R. G. McMahon
B. Hendrick
George W. Mead

Signed in the presence of:

STATE OF OREGON)
 : ss.
County of Multnomah)

THIS CERTIFIES that on this 25 day of March, 1936, before me, the undersigned, a notary public in and for the State of Oregon, personally appeared the above named R. G. McMahon, B. Hendrick, and George W. Mead; to me known to be the individuals described in and who executed the foregoing Articles of Incorporation, and they and each of them acknowledged to me that they and each of them executed said Articles of Incorporation and 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 notarial seal this the day and year in this my certificate first written.

Henry S. Emery
Notary Public for Oregon

My commission expires: September 6, 1936

SUPPLEMENTARY ARTICLES—DOMESTIC

Supplementary Articles of Incorporation

OF

OREGON BUILDING SUPPLY COMPANY

(Use the old name here)

WHEREAS at a meeting of the subscribers to the capital stock of the above named corporation, duly and regularly called and held, at 2:00 o'clock P. M., the 16th day of July, 1947, at 721 S. W. Fourth Avenue

in the City of Portland, Oregon

at which there were present and voting, either in person or by proxy, subscribers to 27

shares of the capital stock of said corporation, being all (All, three-fourths, or seven-eighths)

of the stock subscribed, there was presented and adopted by a unanimous vote a resolution authorizing the directors of the said corporation to execute and file supplementary articles, changing the name of the corporation from Oregon Building Supply Company (State the purpose thereof) to Fred Meyer Builders Supply Co.,

NOW, THEREFORE, We, Fred G. Meyer, Eva C. Meyer and Earle A. Chiles,

being all (All or a majority) of the directors of Oregon Building Supply Company,

a corporation and having been heretofore duly authorized by the resolution aforesaid, do hereby execute and acknowledge supplementary articles of incorporation, amending Article I of the original articles of incorporation of this company, to read as follows:

ARTICLE I

The name assumed by this corporation and by which it shall be known is and shall be "Fred Meyer Builders Supply Co.," and its duration shall be unlimited.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 16th day of July, A. D. 1947.

Fred G Meyer
Eva C Meyer
Earle A Chiles

STATE OF OREGON,

County of Multnomah } ss.

THIS CERTIFIES that on this 16th day of July, A. D. 1947, before me, the undersigned, a Notary Public in and for said county and state, personally appeared Fred G. Meyer, Eva C. Meyer and Earle A. Chiles,

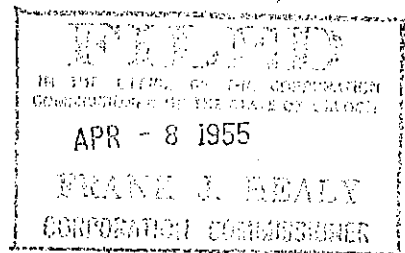
known to me to be the identical persons named in and who executed the foregoing supplementary articles of incorporation, and acknowledged to me that they executed the same freely and voluntarily for the uses and purposes therein mentioned.

IN TESTIMONY WHEREOF, I have hereunto set my hand and notarial seal, the day and year last above written.

[Notarial Seal]

Harold E. Norton
Notary Public for Oregon
My commission expires

Articles of Amendment
to the
Articles of Incorporation
of



FRED MEYER BUILDERS SUPPLY CO.

Pursuant to the provisions of ORS 57.370 (Section 56, Chapter 549, Oregon Laws 1953) of the Oregon Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment:

1. The name of the corporation is Fred Meyer Builders Supply Co.

2. The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on April 7, 1955, in the manner prescribed by the Oregon Business Corporation Act:

The first sentence of Article III of this corporation's Articles of Incorporation is amended to read as follows:

ARTICLE III

The aggregate number of shares which this corporation shall have authority to issue is five hundred (500), all of which shall be common stock without par value and shall be divided into the following classes:

- (a) "Voting Shares Without Par Value," of which there shall be fifty (50), and
- (b) "Non-Voting Shares Without Par Value," of which there shall be four hundred and fifty (450).

The rights and limitations as to each of said five hundred (500) shares shall be identical, except that the fifty (50) shares of "Voting Shares Without Par Value" may be voted at any and all meetings of the stockholders, while the four hundred and fifty (450) shares of "Non-Voting Shares Without Par Value" may not be voted at any meeting of stockholders, except in instances where a denial or limitation of the right to vote is prohibited by the laws of Oregon.

The exchange and reclassification provided for by the foregoing amendment will be effected by exchanging one (1) share of "Voting Shares Without Par Value" and nine (9) shares of "Non-Voting Shares Without Par Value" for each share of par value stock now issued and by the cancellation of all par value shares.

3. The number of shares of the corporation outstanding at the time of such adoption was 27, and the number of shares entitled to vote thereon was 27; the number of shares voted for such amendment was 27, and the number of shares voted against such amendment was none.

4. The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment are as follows:

The amendment does not effect a change in stated capital. Stated capital is and shall remain \$2,700.

Dated April 7, 1955

FRED MEYER BUILDERS SUPPLY CO.

By Fred G. Meyer Its _____ President
and Eva L. Meyer Its _____ Secretary

STATE OF OREGON,

County of Multnomah } ss.

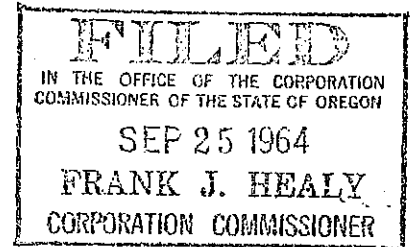
I, Blountly E. Norton, a notary public, do hereby certify that on this 7 day of April, 1955, personally appeared before me Fred G. Meyer and Eva L. Meyer, who each being by me first duly sworn, severally declared that they are the _____ President and _____ Secretary, who signed the foregoing document as such officers of said corporation, and that the statements therein contained are true.

Blountly E. Norton
Notary Public for Oregon

My commission expires: APRIL 28, 1957.

FILE NO. 3881e

Articles of Amendment
to the
Articles of Incorporation
of



FRED MEYER BUILDERS SUPPLY CO.

Pursuant to the provisions of ORS 57.370 of the Oregon Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment:

1. The name of the corporation is Fred Meyer Builders Supply Co.

2. The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on September 10, 1964, in the manner prescribed by the Oregon Business Corporation Act, and the text of the amendment is as follows:

The first sentence of Article I of the Articles of Incorporation is hereby amended to read as follows:

ARTICLE I

The name assumed by this corporation and by which it shall be known is and shall be "Roundup Properties, Inc." and its duration shall be perpetual.

3. The number of shares of the corporation outstanding at the time of such adoption was 390, and the number of shares entitled to vote thereon was 39; the number of shares voted for such amendment was 39, and the number of shares voted against such amendment was none

4. The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment are as follows:

No change.

Dated September 23, 1964

FRED MEYER BUILDERS SUPPLY CO.

By [Signature] Its President
and [Signature] Its Secretary

STATE OF OREGON,
County of Multnomah } ss.

I, Jean A. Shell, a notary public, do hereby certify that on this 23rd day of September, 1964, personally appeared before me Fred G. Meyer and Oren B. Robertson, who each being by me first duly sworn, severally declared that they are the President and Secretary, who signed the foregoing document as such officers of said corporation, and that the statements therein contained are true.

[Signature]
Notary Public for Oregon

My commission expires: My Commission Expires Sept. 20, 1965