

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

SECOND MONITOR REALTY, INC.
a corporation duly organized and existing under the laws of **Delaware** 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,** **1959**, a properly authenticated copy of its articles of incorporation, and on the **twenty-sixth** day of **October,** **1959**, a designation of **Ralph R. Breshears** 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 **26th** day of **October**, A.D. 19**59**.

Secretary of State.

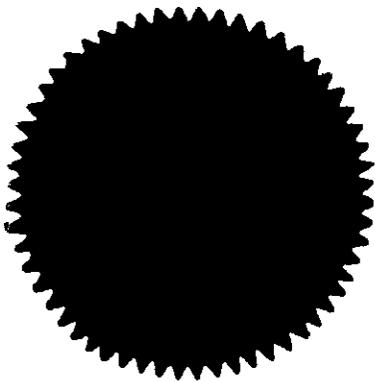
State of Delaware



Office of Secretary of State

I, George J. Schulz, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Incorporation of the "SECOND MONITOR REALTY, INC." as received and filed in this office the twenty-ninth day of July, A.D. 1959, at 9 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand and official seal at Dover this twenty-second day of October in the year of our Lord one thousand nine hundred and fifty-nine.



George J. Schulz
Secretary of State

W. D. Ford
Ass't. Secretary of State

CERTIFICATE OF INCORPORATION

OF

SECOND MOUNTAIN RAILWAY, INC.

ORGANIZED UNDER THE LAWS OF THE
STATE OF DELAWARE

RECEIVED FOR RECORD

A. D.

RECORDER

REGISTERED WITH
THE PRENTICE-HALL CORPORATION SYSTEM, INC.
229 SOUTH STATE STREET
DOVER, KENT COUNTY, DELAWARE

CERTIFICATE OF INCORPORATION

of

SECOND MONITOR REALTY, INC.

FIRST: The name of the corporation is
SECOND MONITOR REALTY, INC.

SECOND: Its principal office in the State of Delaware is located at No. 229 South State Street in the City of Dover, County of Kent. The name and address of its resident agent is The Prentice-Hall Corporation System, Inc., No. 229 South State Street, Dover, Delaware.

THIRD: The nature of the business or objects or purposes to be transacted, promoted or carried on by the corporation are as follows:

1. To acquire by purchase, exchange, concession, easement, contract, lease, or otherwise, to hold, own, use, control, manage, improve, maintain and develop, to mortgage, pledge, grant, sell, convey, exchange, assign, divide, lease, sub-lease, or otherwise encumber and dispose of, and to deal and trade in, real estate improved or unimproved, lands, leaseholds, options, concessions easements, tenements, hereditaments, and interests in properties of every kind and description where-soever situated, and any and all rights therein.

2. To build, construct, or cause to be built or constructed, to purchase, exchange, lease, hire or otherwise acquire any and all buildings, structures and improvements of every kind and description on any land that may be owned, or at any time held or occupied by the corporation or in which it shall have any right, title, interest, easement or concession; to hold, own, use, occupy, control, manage, operate, improve, maintain,

develop and remove, alter, repair or reconstruct any buildings, structures or other improvements of every kind and description now standing or hereafter erected on said lands.

3. To mortgage, pledge, grant, sell, convey, exchange, assign, divide, lease, sublease or otherwise encumber and dispose of, and to deal and trade in, any and all said buildings, structures and improvements and to rent, let or sublet offices, stores, shops, apartments, rooms or other space of every kind and description therein.

4. To procure permits or licenses from municipal or other authorities for the construction of said buildings, structures and improvements and to do and perform every act required or permitted by law to be done or performed in the erection, maintenance, alteration, and operation of such buildings; to acquire, construct, maintain and operate all customary conveniences, such as elevators, lighting, heating and refrigeration, in connection with the operation of any and all buildings.

5. To acquire by purchase, lease or otherwise, upon such terms and conditions and in such manner as the Board of Directors of the corporation shall determine or agree to, and to the extent to which the same may be allowed by law, all or any part of the property, real and personal, tangible or intangible, of any nature whatsoever, including the good will, business and rights of all kinds, of any other corporation or of any person, firm, or association, which may be useful or convenient in the business of the corporation and to pay for the same in cash, stocks, bonds or in other securities of the corporation, or partly in cash and partly in such stocks, bonds or other securities, or in such other manner as may be agreed, and to hold, possess and improve such properties, and to assume in connection with the acquisition of any such property any liabilities of any such corporation, person, firm or association, and to conduct in any legal manner the whole or any part of any business so acquired, and to pledge, mortgage, sell or otherwise dispose of the same.

6. To do a general commission merchant's and selling agent's business and to buy, hold, own, manufacture, produce, sell, import, export, and generally deal in and with, and dispose of, either as principal or agent, and upon commission or otherwise, all kinds of personal property whatsoever, without limit as to amount; to make and enter into all manner and kinds of contracts, agreements and obligations by or with any person or persons, corporation or corporations, for the purchasing, acquiring, manufacturing, producing, completing and selling of any articles of personal property of any kind or nature whatsoever, and generally with full power to perform any and all acts connected therewith or arising therefrom or incidental thereto, and all acts proper or necessary for the purposes of the business.

7. To obtain, purchase or otherwise acquire, to hold, own, use, sell, assign or otherwise dispose of, to grant licenses in respect of or otherwise exploit and turn to account, any and all inventions and improvements and any letters patent or application therefor, including design patents, of the United States or other countries and to obtain and hold licenses or other patent rights; to devise, adopt, use, own, purchase or otherwise acquire and to sell, assign or otherwise dispose of, any and all processes, formulae, trade secrets, devices of all kinds, copyrights, trademarks, trade names and trademark rights and registrations or applications for registration therefor in the United States or in other countries, and when purchasing, acquiring, or otherwise obtaining any such processes, formulae, trade secrets, devices of all kinds, copyrights, trademarks, trade names or trademark rights, to take over and acquire the good will, assets and business in connection with which said processes, formulae, trade secrets, devices of all kinds, copyrights, trademarks, trade names or trademark rights are or have been used, and to use, exercise and develop the same useful, necessary or convenient to the purposes and objects of the corporation.

8. To borrow money for any of the purposes of the corporation from time to time without

limit, and from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, drafts, bills of exchange and other negotiable and/or non-negotiable obligations of the corporation for moneys borrowed or in payment for property acquired or for any of the other objects or purposes of the corporation or its business, and to secure the payment thereof and the interest thereon of any such obligations by mortgage, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to, all or any part of the real and/or personal property, rights, privileges or franchises of the corporation wheresoever situated, whether now owned or hereafter to be acquired, to provide that any such bonds, debentures, notes or other obligations shall be convertible into, or exchangeable for stock of the corporation upon such terms and conditions (so far as may be permitted by law) as the Board of Directors shall determine and cause to be specified therein and to sell, pledge or otherwise dispose of such obligations of the corporation for its corporate purposes.

9. To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts or other obligations so far as the same may be permitted to be done by a corporation organized under the laws of Delaware.

10. To apply for, purchase or acquire, and to exercise and enjoy any license, power, authority, franchise, right or privilege which any government or authority or any corporation or other public body shall enact, make or grant.

11. To subscribe to, purchase, acquire, hold, own, invest in, sell, assign, transfer, mortgage, pledge or otherwise dispose of or deal in the stocks, bonds, debentures, promissory notes or other securities and obligations of any person, partnership, firm or corporation, domestic or foreign; and also to issue in exchange therefor its stocks, bonds and other obligations and to possess and exercise in respect thereof all the rights, powers and privileges of individual owners thereof including any and all voting powers.

12. Out of funds legally available for such purpose, to purchase, hold and reissue the shares of its own capital stock, its bonds and other securities; provided that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

13. To enter into, make, perform and carry out contracts for any lawful purpose pertaining to its business, without limit as to amount, with any person, firm, association or corporation.

14. To exercise any of its powers itself, or through the medium of subsidiary corporations, organized under the laws of the United States of America or of any state thereof or of any foreign government or country or subdivision thereof.

15. To carry out all or any part of the foregoing objects and purposes in any and all parts of the world and to conduct business in all or any of its branches as principal, factor, agent, contractor or otherwise, either alone or through or in conjunction with any corporations, associations, partnerships, firms, trustees, syndicates, individuals, organizations and other entities located in or organized under the laws of any part of the world, and, in carrying out, conducting or performing its business and attaining or furthering any of its objects and purposes, to maintain offices, branches and agencies in any part of the world, to make and perform any contracts and to do any acts and things, and to carry on any business, and to exercise any powers suitable, convenient or proper for the accomplishment of any of the objects and purposes herein enumerated or incidental to the powers herein specified or which at any time may appear conducive to or expedient for the accomplishment of any of such objects and purposes and which might be engaged in or carried on by a corporation formed under the General Corporation Law and to have and exercise all of the powers conferred by the laws of the State of Delaware upon corporations formed under the General Corporation Law.

16. To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes or the attainment of any of

the objects or the furtherance of any of the powers herein provided for and to do every other act and thing incidental thereto in connection therewith, provided the same be not forbidden by the laws of Delaware.

The foregoing clauses shall be construed as powers as well as objects and purposes, and the matters expressed in each clause shall, except if otherwise expressly provided, be in no wise limited by reference to or inference from the terms of any other clause, but shall be regarded as independent objects, purposes and powers; and the enumeration of specific objects, purposes and powers shall not be construed to limit or restrict in any manner the general powers of the corporation or the meaning of general terms, nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature.

The corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted by an Act of the General Assembly of the State of Delaware entitled "An Act providing a General Corporation Law", approved March 10, 1899 to corporations of this character and all the powers conferred upon such corporations by any other laws of the State of Delaware, in force from time to time, so far as not in conflict herewith, or which may be conferred by all acts heretofore or hereafter amendatory of or supplemental to said

Act or said Laws, and the enumeration of certain powers as herein specified is not intended as exclusive of, or as a waiver of, any of the powers, rights or privileges granted or conferred by said Act or said Laws now or hereafter in force; provided, however, that the corporation shall not in any State, Territory, District, Possession or Country carry on any business or exercise any powers not permitted to it under the laws thereof.

Nothing herein contained shall be construed as giving the corporation any rights, powers or privileges not permitted to it by law. The corporation shall not have power to construct, maintain and/or operate public utilities within the State of Delaware.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is One Thousand (1,000) shares of the par value of One Dollar (\$1.00) per share.

FIFTH: The minimum amount of capital with which the corporation shall commence business is One Thousand Dollars (\$1,000.00).

SIXTH: The names and places of residence of the incorporators are as follows:

<u>Names</u>	<u>Residences</u>
L. R. Boland	Dover, Delaware
N. A. Scott	Dover, Delaware
Z. A. Pool, III	Dover, Delaware

SEVENTH: The corporation is to have perpetual existence.

EIGHTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

NINTH: All corporate powers of the corporation shall be exercised by the Board of Directors except as otherwise by law or herein provided.

(a) Directors need not be stockholders of the corporation.

(b) The number of directors which shall constitute the whole Board of Directors of the corporation shall be such as from time to time shall be fixed by, or in the manner provided in, the by-laws, but in no case shall the number be less than three. In case of any increase in the number of directors, the vacancy or vacancies created by such increase shall be filled in the manner provided in the by-laws.

(c) Subject to any limitation contained in the by-laws made by the stockholders, the Board of Directors may make by-laws and from time to time may alter, amend or repeal any by-laws, but any by-laws made by the Board of Directors may be altered,

amended or repealed by the stockholders at any meeting of stockholders by the affirmative vote of the holders of a majority of the stock present and voting at such meeting, provided notice that an amendment is to be considered and acted upon is inserted in the notice or waiver of notice of such meeting.

(d) The Board of Directors shall have power from time to time to fix and determine and to vary the amount of the working capital of the corporation, to direct and determine the use and disposition thereof, to set apart out of any funds of the corporation available for dividends a reserve or reserves for any proper purposes and to abolish any such reserve in the manner in which it was created.

(e) The Board of Directors may from time to time determine whether and to what extent and at which times and places and under what conditions and regulations the accounts and books of the corporation, or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account, book or document of the corporation except as conferred by statute or

as authorized by the Board of Directors.

(f) In the absence of fraud, no contract or other transaction between the corporation and any other corporation, and no act of the corporation, shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; and, in the absence of fraud, any director, individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation; provided, in any case, that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of the corporation who is also a director or officer of any such other corporation, or who is also interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract, act or transaction and may vote thereat to authorize any such contract, act or transaction,

with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

(g) Any contract, act or transaction of the corporation or of the directors may be ratified by a vote of a majority of the shares having voting powers at any meeting of stockholders, or at any special meeting called for such purpose, and such ratification shall, so far as permitted by law and by this certificate of incorporation, be as valid and as binding as though ratified by every stockholder of the corporation.

TENTH: No holder of stock of the corporation shall be entitled as of right to purchase or subscribe for any part of any unissued stock of the corporation or any additional stock to be issued by reason of any increase of the authorized capital stock of the corporation of any class, or any bonds, certificates of indebtedness, debentures or other securities convertible into stock of the corporation, but any such unissued stock or such additional authorized issue of new stock, or such securities convertible into stock, may be issued and disposed of pursuant to resolution of the Board of Directors to such persons, firms, corporations

or associations, and upon such terms as may be deemed advisable by the Board of Directors in the exercise of their discretion.

ELEVENTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate in the manner now or hereafter prescribed by statute; and all rights herein conferred upon the stockholders are granted subject to this reservation.

TWELFTH: Meetings of stockholders may be held without the State of Delaware, if the by-laws so provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside of the State of Delaware at such place or places as may be from time to time designated by the Board of Directors.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named for the purpose of forming a corporation in pursuance of the General Corporation Law of the State of Delaware and the acts amendatory thereof and supplemental thereto, do make and file this certificate of incorporation hereby declaring and certifying that the facts herein stated are true, and accordingly

have hereunto set our hands and seals this 29th day of
July , 1959.

L. R. Boland _____ (L.S.)

N. A. Scott _____ (L.S.)

E. A. Pool, III _____ (L.S.)

In the presence of:

7 Kenneth Fuller
