

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

KAMPHAUSEN NORTHWEST, 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 **17th** day of **February** 19 **64**, a properly authenticated copy of its articles of incorporation, and on the **17th** day of **February** 19 **64**, a designation of **J.L., T.H. or W.D. Eberle** 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 **17th** day of **February**, A.D. 19**64**.

Secretary of State.



I, **Frank J. Healy**, 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 the Articles of Incorporation of
_____ KAMPHAUSEN NORTHWEST, INC. _____
with the original thereof now on file in my office; that the same is a correct transcript therefrom and of the whole thereof; that there are no amendments to said Articles of Incorporation on file in this office; that this authentication is in due form and by the proper officer; and

I FURTHER CERTIFY that _____ KAMPHAUSEN NORTHWEST, INC. _____
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 Department 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 Department of the State of Oregon, at Salem, this 10th day of February, 1964.

Frank J. Healy
Corporation Commissioner

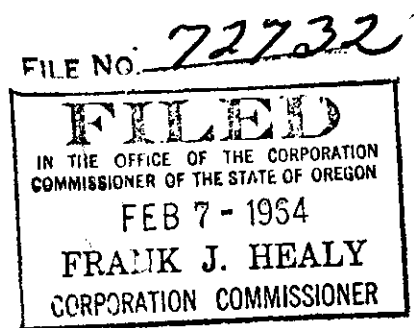
By _____ Helene Kruger _____
Chief Clerk



OREGON

ARTICLES OF INCORPORATION
OF

KAMPHAUSEN NORTHWEST, INC.



We, the undersigned natural persons of the age of twenty-one year or more, acting as incorporators of a corporation under the Oregon Business Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation is

KAMPHAUSEN NORTHWEST, INC.

ARTICLE TWO

The period of existence of the corporation shall be perpetual.

ARTICLE THREE

The purposes for which the corporation is organized are:

1. To supply materials and to perform services in connection with the maintenance of standing poles.
2. To exercise all the powers and rights now or hereafter granted to corporations by the laws of the State of Oregon including, but not limited to, those powers which are reasonably necessary to carry out the foregoing purpose.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is 100 shares of common stock, without par value. Any or all of such shares may be issued by the corporation from time to time, for such consideration in money, property, or services as may be fixed from time to time by the

Board of Directors without the necessity of action by the stockholders. All of such shares shall be issued fully paid and non-assessable. The rights and privileges of such stock shall be as follows:

1. The owners of the aforesaid common stock shall have full voting power with one vote being given for each share of common stock issued and outstanding. No voting rights shall rest in treasury stock, which treasury stock is here defined for the purpose of this paragraph alone to include both stock authorized and not issued and stock issued and reassigned to the corporation.

2. The directors may, at their own discretion, declare dividends on said common stock, which shall be payable out of the surplus or from the net profits of any current fiscal year.

3. In the event of any liquidation or dissolution or winding up (whether voluntary or involuntary) of the corporation, the assets and funds shall be divided and paid to the holders of the common stock according to their respective interests therein.

4. Shareholders shall have no pre-emptive right to acquire additional or treasury shares of the corporation or securities convertible into shares or carry stock purchase warrants or privileges.

5. Cumulative voting of shares of stock shall be allowed in the election of the directors at any regular or special meeting of the stockholders.

ARTICLE FIVE

The address of the initial registered office of the corporation is 808 Executive Building, Portland, Oregon, and the name of its initial registered agent at such address is ERNEST BONYHADI.

ARTICLE SIX

The number of directors of the corporation may be fixed by the by-laws, but shall not be less than three (3).

The number of directors constituting the initial board of directors is four (4), and the names and addresses of the persons who are to serve as directors until the first annual

meeting of shareholders or until their successors are elected and qualified are:

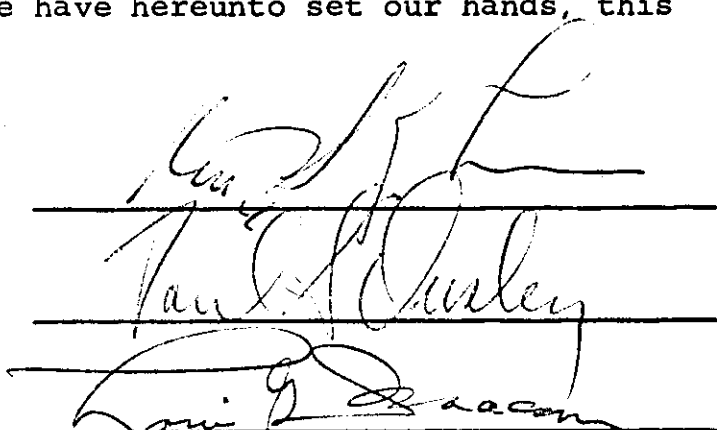
<u>NAMES</u>	<u>ADDRESSES</u>
Dan Kamphausen	2500 County Line Road, Littleton, Colorado
Paul S. Ousley	1960 Southwest Palatine Hill Road, Portland, Oregon 97219
Ernest Bonyhadi	Executive Building, Portland, Oregon 97204
Louis G. Isaacson	1518 Denver U. S. National Center, Denver, Colorado 80202

ARTICLE SEVEN

The names and addresses of the incorporators are:

<u>NAMES</u>	<u>ADDRESSES</u>
Dan Kamphausen	2500 County Line Road, Littleton, Colorado
Paul S. Ousley	1960 Southwest Palatine Hill Road, Portland, Oregon 97219
Louis G. Isaacson	1518 Denver U. S. National Center, Denver, Colorado 80202

IN WITNESS WHEREOF, we have hereunto set our hands, this
31st day of January, 1964.



STATE OF COLORADO)
) ss.
City and County of Denver)

I, Emma Jane Prouty, a notary public do hereby certify that on this 31st day of January, 1964, personally appeared before me, Dan Kamphausen, Paul S. Ousley and Louis G. Isaacson, who each being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.


Notary Public

My commission expires June 27, 1964.