

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

CASCADE CAPITAL CORPORATION

a corporation duly organized and existing under the laws of **Washington** 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 **Twentieth** day of **March** **1961**, a properly authenticated copy of its articles of incorporation, and on the **Twentieth** day of **March** **1961**, a designation of **Carl P. Burke** 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 **20th** day of **March**, A.D. **1961**.

Secretary of State.

United States of America
 State of Washington

DEPARTMENT



OF STATE

TO ALL TO WHOM THESE PRESENTS SHALL COME

I,

Victor A. Meyers

Secretary of State of the

State of Washington, and custodian of the Seal of said State, do hereby

certify that the annexed is a true and correct copy of the Articles of Incorporation of CASCADE CAPITAL CORPORATION, as received and filed in this office on December 23, 1960; and I further certify that CASCADE CAPITAL CORPORATION is in good standing with all annual license fees paid to July 1, 1961.

*In Testimony Whereof, I have hereunto set
 my hand and affixed hereto the Seal of the State of
 Washington. Done at the Capitol, at Olympia,
 this 14th day of March A.D. 1961*

Victor A. Meyers
 Secretary of State

By *Jean C. Duncker*
 Assistant Secretary of State

APPROVED
AS TO FORM AND FILED

DEC 23 1960

ARTICLES OF INCORPORATION
of
Cascade Capital Corporation

VICTOR A. MEYERS
SECRETARY OF STATE
BY *Elizabeth Coffman*
SUPERVISOR OF CORPORATIONS

We, the undersigned, for the purpose of forming a corporation under and pursuant to the provisions of the laws of the State of Washington for the purposes expressed in ARTICLE III hereof, do hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be "Cascade Capital Corporation".

ARTICLE II

As used in these Articles of Incorporation the term "Act" means the Small Business Investment Act of 1958, as amended.

ARTICLE III

This corporation is organized and chartered expressly for the purpose of operating under the Small Business Investment Act of 1958 and amendments thereto and will operate in the manner and shall have the powers, responsibilities, and be subject to the limitations provided by said Act and the regulations issued by the Small Business Administration thereunder.

Said powers and authority shall be as follows:

- (a) To operate under the name set forth in ARTICLE I above;
- (b) To issue in consideration for cash, valuable services, or assets as per SBA regulations, the number of shares of stock indicated in ARTICLE IV;
- (c) To borrow money and issue its debenture bonds, promissory notes, or other obligations under such general conditions and subject to such limitations and regulations as the Small Business Administration may prescribe;
- (d) To provide equity capital to small business concerns (as defined by SBA) under the regulations authorized by section 304 of the Act and Regulations, with the right to sell or dispose of securities so acquired in such manner and under such terms and conditions as the licensee shall determine;

- (e) To make long-term loans (as defined by the Small Business Administration) to small business concerns (as defined by the Small Business Administration) for the purposes and in the manner and subject to the conditions described in section 305 of the Act and any amendments thereto; with the right to sell or dispose of such loans in such manner and under such terms and conditions as the Company shall determine;
- (f) To acquire and make commitments for obligations and securities of a single enterprise only within the limitations established by section 306 of the Act and any amendments thereto, unless such limitations are waived by the Small Business Administration;
- (g) To undertake its operations in cooperation with banks or other financial institutions, as contemplated under section 308 (a) of the Act and any amendments thereto;
- (h) To provide consulting and advisory services to small business concerns on a fee basis;
- (i) To invest funds not reasonably needed for its current operations only in direct obligations of, or obligations guaranteed as to principal and interest by, the United States Government;
- (j) To conduct its operations in accordance with and subject to regulations prescribed by the Small Business Administration;
- (k) To submit to and pay for examinations made by direction of the Small Business Administration by examiners selected, employed or approved by the Small Business Administration;
- (l) To make reports to the Small Business Administration at such times and in such form as the Small Business Administration may request;
- (m) To conduct its operations under the Act in the States of Alaska, Washington, Oregon and Idaho, without limitation, however, as to the residence, domicile, or place of business of parties with which it transacts its business or otherwise deals in accordance with regulations issued by SBA;
- (n) To regulate its business and conduct its affairs in a manner not inconsistent with the Act and regulations prescribed by the Small Business Administration thereunder;
- (o) To adopt and use a corporate seal;

- (p) To have succession for a period of perpetuity subject to dissolution in accordance with the law of the State of Washington and subject to forfeiture of its License from the Small Business Administration for violation of law or of regulation issued under the Act;
- (q) To make contracts;
- (r) To sue and be sued, complain, and defend in any competent court of law or equity; and to intervene on behalf of any small business concern in which this company may have an interest;
- (s) By its Board of Directors, to appoint such officers and employees as may be deemed proper, define their authority and duties, fix their compensation, require bonds of such of them as it deems advisable and fix the penalty thereof, dismiss such officers or employees, or any thereof, at pleasure, and appoint others to fill their places;
- (t) To adopt bylaws regulating the manner in which its stock shall be transferred, its officers and employees appointed, its property transferred, and the privileges granted to it by law exercised and enjoyed;
- (u) To maintain its principal office at North 220 Haven, Spokane 31, Washington, and to establish branch offices or agencies within its operating territory, subject to the approval of the Small Business Administration;
- (v) To acquire, hold, operate, and dispose of any property (real, personal, or mixed) whenever necessary or appropriate to the carrying out of its lawful functions;
- (w) To exercise such incidental powers as may reasonably be necessary to carry out the business for which the corporation is established.

ARTICLE IV

The total number of shares which the corporation is authorized to issue is 50,000. The designation of each class, the number of shares of each class, and the par value, if any, of the shares of each class, are as follows:

| <u>No. of Shares</u> | <u>Class</u> | <u>Par Value per Share</u> |
|----------------------|--------------|----------------------------|
| 50,000 | Common | \$ 1.00 |

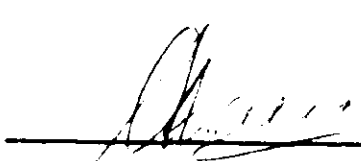
The corporation shall begin with initial paid-in capital of \$50,000. First term of office of directors to be until June 15, 1961.


ARTICLE V


The designation, preferences, privileges, and voting powers of the shares of each class which the corporation is authorized to issue, and restrictions or qualifications thereof, shall be as follows:

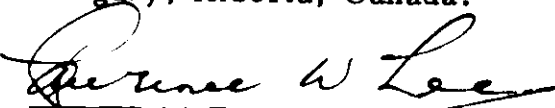
ARTICLE V - Cont'd.


Every common shareholder of record shall be entitled to one (1) vote for every share standing in his name on the books of the corporation and may vote in person or in proxy appointed by an instrument in writing subscribed by such shareholder. In the event of dissolution the assets to be distributed pro rata among the stockholders registered on the books of the corporation at the time of dissolution.



Commissioner for Oaths in and
for the Province of Alberta,
this 7 day of December, 1960


S.W. Shambaugh (1 Share) U.S. Citizen
Incorporator, Director &
President
1325 Frontenac Avenue,
Calgary, Alberta, Canada.


Commissioner for Oaths in and
for the Province of Alberta,
this 7 day of December, 1960


Lawrence W. Lee (1 Share) U.S. Citizen
Incorporator & Director
5619 Elbow Drive,
Calgary, Alberta, Canada.


Commissioner for Oaths in and
for the Province of Alberta,
this 7 day of December, 1960


Arnold Larsen (1 Share) U.S. Citizen
Incorporator, Director &
Secretary-Treasurer
3603 - 9th Street, S.W.,
Calgary, Alberta, Canada.

In addition to the above Directors, other Directors will be:-

Mr. W. Turner Clack,
North 220 Haven,
P.O. Box 4038, Station "B",
Spokane 31, Washington, U.S.A.

Mr. Jack Neupert,
West 1121 Gardner Avenue,
Spokane, Washington, U.S.A.

Mr. George Sheahan,
1301 Public Service Building,
Portland, Oregon, U.S.A.