



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

SCHNEIDER LEASING, 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 **Nineteenth** day of **October**, 19**64**, a properly authenticated copy of its articles of incorporation, and on the **Nineteenth** day of **October**, 19**64**, a designation of **Galen Bright** 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 **19th** day of **October**, A.D. 19**64**.

Secretary of State.

State of Oregon

* CORPORATION DEPARTMENT *



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

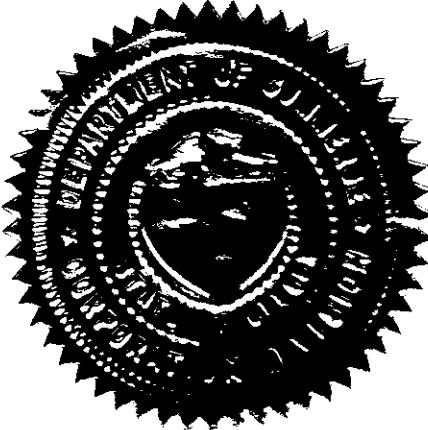
That I have carefully compared the annexed copy of the Articles of Incorporation of SCHNITZER LEASING, INC...... with the original thereof now on file in my office; that the same is a correct transcript therefrom and of the whole thereof; that there are no amendments to said Articles of Incorporation on file in this office; that this authentication is in due form and by the proper officer; and

I FURTHER CERTIFY that SCHNITZER LEASING, 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 2nd day of October, 1964.

Frank J. Healy
Corporation Commissioner

By John Morgan
Chief Clerk



ARTICLES OF INCORPORATION

OF

SOUTHERN LEASING, INC.

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FILED
IN THE OFFICE OF THE CORPORATION
COMMISSIONER OF THE STATE OF OREGON
JUL 1 - 1964
FRANK J. HEALY
CORPORATION COMMISSIONER

KNOW ALL MEN BY THESE PRESENTS, that I, LOUIS SCHWARTZ, being over the age of twenty-one (21) years, and desiring to incorporate and create a body corporate for the purpose of engaging in the enterprise, business, pursuit and occupation hereinafter set forth under the Oregon Business Corporation Act, do hereby make, subscribe, acknowledge and adopt, in duplicates, the following Articles of Incorporation:

ARTICLE I.

The name of this corporation is SOUTHERN LEASING, INC.

ARTICLE II.

The duration of this corporation shall be perpetual.

ARTICLE III.

The purpose for which the corporation is organized are:

- (a) To lease, acquire, own, operate, manage, improve, subdivide, sell, transfer, mortgage, exchange and exchange personal and/or real property of any kind and character and where-ever situated.
- (b) To lease, purchase, build, construct, and otherwise acquire, and to manage, sell, exchange or otherwise dispose of structures, equipment, buildings, improvements and appliances of any kind.
- (c) To make investments of all and any kind and character, to borrow and loan money, to finance, broker, purchase, sell and deal in and with securities and contracts, instruments, negotiable instruments and loans of whatsoever nature, whether secured or unsecured.
- (d) To enter into, make and perform contracts of every kind, description and nature, with

any persons, firm, association, partnership, corporation, company, municipality, government agency, or body politic of government.

- (e) To borrow or raise money for any purpose of the corporation, and to draw, make, accept, negotiate, endorse and issue notes, bonds, debentures, credits, loans, checks, bills of exchange, and other evidences of indebtedness to secure the payment thereof.
- (f) To have one or more offices, and to carry on its business in any State or foreign country.
- (g) To do and perform any and all things necessary, proper or convenient in the carrying out of accomplishment of the objects above specified or incident thereto, and also to purchase and have the rights to exercise all powers and authority granted to or conferred upon corporations organized under the laws of the state of Oregon.
- (h) In furtherance and not in limitation of the powers conferred by statute, the corporation may in its by-laws confer powers upon the Board of Directors in addition to the powers and authorities expressly conferred upon it by statute.
- (i) The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IV.

The capital stock of this corporation shall be One Hundred Thousand Dollars (\$100,000.00), divided into Ten Thousand Shares of the par value of Ten Dollars (\$10.00) each.

ARTICLE V.

The shares of this corporation shall be classified as "common stock", each share having the same relative right and each vesting a single vote in the holder thereof.

ARTICLE VI.

The address of the initial registered office of the corporation is 3200 N. W. Town Avenue, Portland, Oregon, 97210, and the name of its initial registered agent at such address is Gilbert Schnitzer.

ARTICLE VII.

The number of directors constituting the initial Board of Directors of the corporation is seven (7), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders, or until their successors shall be elected and qualify, are:

Manuel Schnitzer	708 N. W. Albemarle Ter., Portland, Oregon
Morris Schnitzer	3919 S. W. Martin Lane, Portland, Oregon
Gilbert Schnitzer	4343 S. W. Fairview Blvd., Portland, Oregon
Leonard Schnitzer	3740 S. W. Shattock Rd., Portland, Oregon
Edith Schnitzer	708 N. W. Albemarle Ter., Portland, Oregon
Mildred Schnitzer	3919 S. W. Martin Lane, Portland, Oregon
Frances Schnitzer	4343 S. W. Fairview Blvd., Portland, Oregon

ARTICLE VIII.

The name and address of the incorporator is:

Louis Schnitzer	617 Pacific Building, 520 S. W. Yamhill Street	Portland 4, Oregon
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ARTICLE IX.

There is reserved to the shareholders the power to alter, amend or repeal the by-laws or to adopt new by-laws on behalf of the corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in duplicate, this 30th day of June, 1964.

Louis Schnitzer (600.4)

STATE OF OREGON
County of Multnomah } ss.

I, PATRICIA NOVAK, a Notary Public for Oregon, hereby certify that on the 30th day of June, 1964, personally appeared before me LOUIS SAWYER, who, being by me first duly sworn, declared that he is the person who signed the foregoing document as interpreter, and that the statements therein contained are true.

(seal)

Patricia Novak
NOTARY PUBLIC FOR OREGON
My Commission Expires: 9/17/67