



## Department of State.

### CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that  
**PIW, INC.**

a corporation duly organized and existing under the laws of **Delaware** has fully complied with Section 10 Article XI of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **18th** day of **June**

**1973**, a properly authenticated copy of its articles of incorporation, and on the **18th** day of **June** **1973**, a designation of **T.H. Eberle or R.B. Kading or J.R. Gillespie**

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 **18th** day of **June**, A.D., 19**73**.

Pete T. Cenarrusa  
Secretary of State

\_\_\_\_\_  
Corporation Clerk

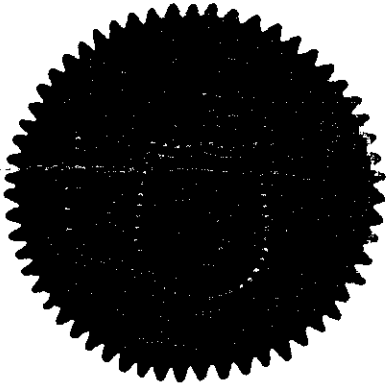
# State of Delaware



## Office of Secretary of State

I, Robert H. Reed, 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 "PIW, INC.", as received and filed in this  
office the twenty-fourth day of May, A.D. 1973, at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand  
and official seal at Dover this fourteenth day  
of June in the year of our Lord  
one thousand nine hundred and seventy-three.



*Robert H. Reed*

Secretary of State

*M. Riddle*

Ass't Secretary of State

CERTIFICATE OF INCORPORATION

of

PIW, INC.

The undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Law of the State of Delaware, does hereby certify as follows:

FIRST: The name of the corporation is PIW, INC.

SECOND: The registered office of the corporation in the State of Delaware is located at 100 West 10th Street, in the City of Wilmington, County of New Castle. The name and address of its registered agent is The Corporation Trust Company, 100 West 10th Street, Wilmington, Delaware 19801.

THIRD: The purpose of this corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is 10,000 shares of common stock, par value Ten Dollars (\$10.00) per share.

FIFTH: The name and address of the incorporator is: Douglas J. White, Jr., 1200 Standard Plaza, 1100 S. W. 6th Avenue, Portland, Oregon 97204.

SIXTH: The name and mailing address of each person, who is to serve as a director of the corporation until the first annual meeting of stockholders or until their successors are elected and qualified, are as follows:

<u>Name</u>	<u>Address</u>
Robert T. Huston	1200 Standard Plaza, Portland, Oregon 97204
Douglas M. Thompson	1200 Standard Plaza, Portland, Oregon 97204
Douglas J. White, Jr.	1200 Standard Plaza, Portland, Oregon 97204

The number of directors constituting the Board of Directors shall be that number, not less than three (3), as shall be fixed by the Bylaws of the corporation. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the Bylaws of the corporation.

SEVENTH: (a) Any person made a party to or involved in any litigation (which term shall include any actual or threatened civil, criminal or administrative action, claim, suit, proceeding or appeals therefrom) by reason of the fact that he at any time was or is a director or officer of the corporation, or of any other corporation or organization which he served as such at the request of the corporation and in which the corporation owns shares of capital stock or of which it is a creditor, shall (to the fullest extent permitted by law) be indemnified by the corporation against all liabilities and all expenses reasonably incurred by him arising out of or in connection with such litigation, provided it shall

not be finally and expressly adjudged in such litigation that such person breached his duty to the corporation (or to such other corporation or organization) and provided further it is determined:

(1) that such person acted in good faith for a purpose which he reasonably believed to be in the best interests of the corporation (or such other corporation or organization), or

(2) in the case of criminal litigation that such person had reasonable cause to believe that his conduct was lawful.

(b) Except as provided in paragraph (a) of this Article Seventh, the termination of any litigation by judgment, settlement, conviction or upon a plea of nolo contendere, or its equivalent, shall not create a presumption that a director or officer did not meet the applicable indemnification standard set forth in paragraph (a).

(c) A person who has been wholly successful on the merits with respect to any litigation shall be automatically entitled to indemnification. Otherwise any indemnification hereunder shall be made only after:

(1) the Board of Directors (acting by a quorum consisting of directors who are not involved in such litigation) determines that such person has met the applicable indemnification standard set forth in paragraph (a) of this Article Seventh, or

(2) in the event of the inability to obtain a quorum consisting of directors who are not involved in such litigation, the Board of Directors determines, based upon the written opinion of independent legal counsel, that such person has met said indemnification standard.

(d) Advances may be made by the corporation against costs, expenses and fees at the discretion of, and upon such terms as may be determined by, the Board of Directors.

(e) The right of indemnification provided hereunder shall not be deemed exclusive of any other right to which any person may be entitled or of any other indemnification which may lawfully be granted to any person in addition to the indemnification provided hereunder. Indemnification provided hereunder shall, in the case of death of a director or officer, inure to the benefit of his heirs, executors or other lawful representatives.

EIGHTH: 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 the laws of Delaware, and all rights and powers conferred herein upon stockholders and directors are granted subject to this reservation.

I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the

General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 18th day of May, 1973.

/s/ Douglas J. White, Jr.  
Douglas J. White, Jr.

STATE OF OREGON                    )  
County of Multnomah            ) ss.

BE IT REMEMBERED that on this 18th day of May, 1973, personally came before me, a Notary Public for the State of Oregon, Douglas J. White, Jr., the party to the foregoing Certificate of Incorporation, known to me personally to be such and acknowledged the said certificate to be the act and deed of the signer and that the facts stated therein are true.

GIVEN under my hand and seal of office the day and year aforesaid.

/s/ Carolyn G. Jones  
Notary Public for Oregon

My Commission Expires:    7/17/74

NOTARIAL SEAL