

State of Idaho



Department of State.

I, FRED E. LUKENS, Secretary of State of the State of Idaho, do hereby certify that I am the legal custodian of the records of said State pertaining to all corporations, both foreign and domestic, which have qualified to do business under the general laws of the State of Idaho, and pertaining to the present status and the right of such corporation to transact business in the State of Idaho at this time; and that I am the proper officer to execute this certificate.

I FURTHER CERTIFY that the ATLAS TIE COMPANY, a corporation formed under the laws of the State of Idaho, and in good standing at this time on the records of this Department, filed in this office under date of August 22, 1927, a properly certified copy of amendment to its articles of incorporation decreasing the capital stock from \$150,000.00 to \$75,000.00 and increasing the number of directors from three (3) to five (5), which said amendment has been admitted to record.

IN TESTIMONY WHEREOF

I have hereunto
set my hand and
affixed the Great
Seal of the State.
Done at Boise, the
Capital of Idaho,
this 22d day of
August, A.D. 1927.

Secretary of State

CERTIFICATE
DIMINISHING CAPITAL STOCK AND INCREASING THE NUMBER OF DIRECTORS OF
ATLAS TIE COMPANY, A CORPORATION

A special meeting of the stockholders of the Atlas Tie Company, a corporation organized and existing under the laws of the State of Idaho, was held at the principal office of said corporation in the City of Coeur d'Alene, Kootenai County, State of Idaho, on Monday the 15th day of August, 1927, at the hour of ten o'clock in the forenoon of that day, in accordance with the Resolution and Order of the Board of Directors of said corporation calling said meeting, and the notice thereof given and personally served upon each stockholder of said corporation, as hereinafter set forth.

On motion duly made, seconded and carried, J. M. Richards was elected Chairman of said meeting, and on like motion duly made, seconded and carried, George Straughan was elected Secretary of said meeting.

The entire capital stock of said corporation was on said 15th day of August, 1927, \$150,000.00 divided into 1500 shares of the par value of \$100.00 each, and the total number of subscribed and issued shares of said corporation was on said day and now is, 1500 shares. There were present at said meeting, in person and by proxy, share owners owning and holding 1500 shares, being the entire capital stock of said corporation.

The number of the directors of said corporation on said 15th day of August, 1927, was three.

On motion duly made, seconded and carried, the Chairman caused the Secretary to read the Resolution of the Board of Directors calling said meeting of stockholders, which said Resolution is in words and figures as follows:

RESOLUTION

BE IT RESOLVED AND ORDERED by the Directors of the Atlas Tie Company, a corporation, that a special meeting of the stockholders of the said Atlas Tie Company, a corporation, be called for and held on Monday, the 15th day of August, 1927, at the hour of ten o'clock in the morning of that day at the principal office of said corporation in the City of Coeur d'Alene, Kootenai County, State of Idaho, for the purpose of considering and acting upon a proposition to diminish the capital stock of said corporation from \$150,000.00, divided into 1500 shares of the par value of \$100.00 each, to \$75,000.00, divided into 750 shares of the par value of \$100.00 each, and for the purpose of considering and acting upon a proposition to increase the number of the Directors of said corporation from three to five, and to amend the fifth and sixth articles of its Articles of Incorporation to read as follows:

FIFTH

That the number of directors of said corporation shall be five (5).'

SIXTH

That the amount of the capital stock of said corporation is Seventy-five Thousand (\$75,000.00) Dollars, and the number of shares into which it is divided is Seven Hundred Fifty (750) of the par value of One Hundred (\$100.00) Dollars each.'

That said special meeting of the stockholders of said corporation is hereby called and shall be convened for the purpose of diminishing its capital stock to \$75,000.00 and increasing the number of its Directors to five, and to consider and act upon any Resolutions presented at said meeting to carry such purposes into effect.

That personal notice of the time and place of such meeting and of the object thereof shall be served on each stockholder of said Atlas Tie Company, a corporation, at least thirty (30) days prior to the date of said meeting.

That the Secretary of said corporation is hereby directed to prepare and deliver personally to each of the stockholders of said corporation at least thirty (30) days prior to the date of said meeting, a notice in the following form:

NOTICE OF SPECIAL MEETING OF THE STOCKHOLDERS OF ATLAS TIE COMPANY, A CORPORATION, TO BE CONVENED FOR THE PURPOSE OF DIMINISHING THE CAPITAL STOCK OF SAID CORPORATION TO \$75,000.00 AND TO INCREASE THE NUMBER OF ITS DIRECTORS TO FIVE.

To the Stockholders of the Atlas Tie Company, a corporation:

NOTICE IS HEREBY GIVEN that pursuant to a Resolution and Order of the Board of Directors of the Atlas Tie Company, a corporation, organized and existing under the laws of the State of Idaho, and adopted by a majority vote of the Directors of said corporation at a special meeting of said Board of Directors legally called and held on the 12th day of July, 1927, at the principal office of said corporation in the City of Coeur d'Alene, Kootenai County, State of Idaho, a special meeting of the stockholders of said corporation is hereby called for and will be held at the principal office of said corporation in the City of Coeur d'Alene, Kootenai County, State of Idaho, on Monday, the 15th day of August, 1927, at the hour of ten o'clock in the forenoon of that day for the purpose of considering and acting upon a proposition to diminish the capital stock of said corporation from \$150,000.00, divided into 1500 shares of

the par value of \$100.00 each, to \$75,000.00, divided into 750 shares of the par value of \$100.00 each, and for the purpose of considering and acting upon a proposition to increase the number of the Directors of such corporation from three to five, and to amend the fifth and sixth articles of its Articles of Incorporation to read as follows:

FIFTH

That the number of directors of said corporation shall be five (5).'

SIXTH

That the amount of the capital stock of said corporation is Seventy-five Thousand (\$75,000.00) Dollars, and the number of shares into which it is divided is Seven Hundred Fifty (750) of the par value of One Hundred (\$100.00) Dollars each.

The amount to which it is proposed to diminish the capital stock of said corporation is \$75,000.00, and the object of said special meeting of stockholders is to diminish said capital stock to said amount, and to increase the number of the Directors of said corporation to five.

By Order of the Board of Directors.

DATED this 12th day of July, 1927.

Geo. Straughan

Secretary of the Atlas Tie
Company, a corporation.'

BE IT FURTHER RESOLVED that if personal service of said notice can not be made on each stockholder of said corporation at least thirty (30) days prior to the date of such proposed meeting, that in lieu thereof the Secretary shall cause said notice to be published once a week for a period of thirty (30) days immediately prior to the date of such meeting in the "Kootenai County Farmer and Coeur d'Alene Weekly American" a weekly newspaper published in Kootenai County, where the principal business of said corporation is located."

The Secretary thereupon read an acknowledgment of service of the notice of said stockholders meeting attached to the original notice thereof, signed by all of the stockholders of said corporation, and which is in words and figures as follows, to-wit:

"Service of the above and foregoing notice by receipt and retention of a true and correct copy thereof, is hereby admitted by each of the undersigned stockholders of the Atlas Tie Company, a corporation, this 12th day of July, 1927.

J. M. Richards
Geo. Straughan
F. W. Fitze

E. M. Richards, Trustee

J. S. Richards"

Thereupon the following resolution was presented and duly adopted by unanimous vote of all the shareholders of said corpora-

tion, to-wit:

"
RESOLUTION

RESOLVED that notice of this meeting has been given in accordance with the requirements of the Laws of the State of Idaho, and that the entire capital stock of this corporation is represented at this meeting and the owners thereof present in person and by proxy, and that this meeting is competent to proceed with the transaction of the business for which it has been called."

Thereupon a motion was duly made and seconded that the following Resolution be adopted, to-wit:

"
RESOLUTION

RESOLVED by the stockholders of the Atlas Tie Company, representing the entire capital stock of said corporation, in meeting duly called and assembled by the Board of Directors of said corporation, that said corporation, Atlas Tie Company, diminish its capital stock from \$150,000.00, divided into 1500 shares of the par value of \$100.00 each, to \$75,000.00, divided into 750 shares of the par value of \$100.00 each, and that the said capital stock of \$150,000.00 be and the same hereby is diminished to \$75,000.00, divided into 750 shares of the par value of \$100.00 each, and that the sixth article of its Articles of Incorporation be and the same hereby is amended to read as follows:

"
SIXTH

That the amount of the capital stock of said corporation is Seventy-five Thousand (\$75,000.00) Dollars, and the number of shares into which it is divided is Seven Hundred Fifty (750) of the par value of One Hundred (\$100.00) Dollars each.'

BE IT FURTHER RESOLVED that the amount to which the capital stock of said corporation is hereby diminished, to-wit: \$75,000.00, is not less than the indebtedness of the said corporation or the estimated cost of the work it may be the object or purpose of the said corporation to construct.

BE IT FURTHER RESOLVED that the number of the Directors of said corporation be and the same hereby is increased from three to five, and that the fifth article of its Articles of Incorporation be and the same hereby is amended to read as follows:

"
FIFTH

That the number of directors of said corporation shall be five (5).'

BE IT FURTHER RESOLVED that the Chairman and Secretary of this stockholders meeting and a majority of the Directors of said corporation, sign the certificate required by law; that the Chairman and Secretary verify the same, and that the Secretary file the same in the office of the County Recorder of Kootenai County, State of Idaho, and file a certified copy thereof in the office of the Secretary of State of the State of Idaho."

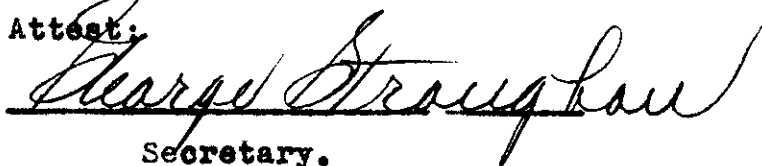
On being put to a vote said motion was unanimously carried and said Resolution was adopted by a vote of all of the stockholders of

said corporation, said stockholders owning and representing 1500 shares of the capital stock.

The Chairman thereupon declared the result of said vote as above stated, and that more than two-thirds of the entire capital stock of said corporation had voted in favor of diminishing its capital stock to \$75,000.00 and increasing the number of its Directors from three to five, as set forth in said Resolution, and the business for which said stockholders meeting was called having been concluded, the meeting, on motion duly made, seconded and carried, adjourned.


Chairman

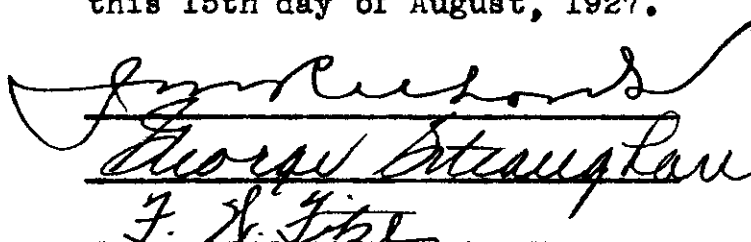
Attest:

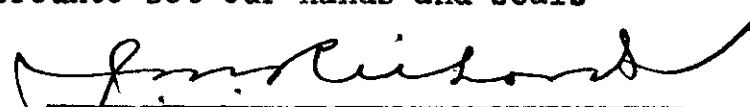

Secretary.


We, the undersigned, J. M. Richards, Chairman, and George Straughan, Secretary, of the aforesaid special meeting of the stockholders of the Atlas Tie Company, a corporation, organized and existing under and by virtue of the laws of the State of Idaho, and J. M. Richards, George Straughan and F. W. Fitze, being a majority and all of the Directors of said corporation, do hereby certify that all the foregoing is true and correct and is a true and full record of the proceedings had and business done at said special meeting of the stockholders of said corporation; and we further certify that the Board of Directors of said corporation on the 12th day of July, 1927, at a special meeting of said Board duly called and held, at which all the members of said Board were present in person, unanimously passed and adopted the Resolution set forth in the foregoing proceedings as having been adopted by said Board, and that in pursuance of said Resolution and Order of said Board of Directors, notice of said meeting of stockholders (which notice is hereinbefore set forth) was personally served on each stockholder of said corporation on the 12th day

July, 1927, and each of said stockholders signed an acknowledgment of service of said notice, the original of which acknowledgment of service attached to the original notice of said meeting, is now on file in the office of the Secretary of said corporation; that said meeting of stockholders was held at the time and place stated in said notice; that said place of meeting was in the office and principal place of business of said corporation; that at said meeting there were present in person and by proxy, stockholders of said corporation owning and representing 1500 shares of the capital stock of said corporation, being the entire capital stock; that the Resolutions set out in the foregoing statement as being presented and adopted at said meeting of stockholders, were duly adopted by an affirmative vote representing the whole of the entire capital stock of said corporation, to-wit: 1500 shares; that the entire capital stock of said corporation voted in favor of diminishing its capital stock from \$150,000.00 to \$75,000.00 and increasing the number of its Directors from three to five, and amending the fifth and sixth articles of its Articles of Incorporation, as heretofore set forth, and that thereupon and thereby the capital stock of said Atlas Tie Company, a corporation, was diminished from \$150,000.00 divided into 1500 shares of the par value of \$100.00 each, to \$75,000.00, divided into 750 shares of the par value of \$100.00 each, and the number of its Directors was increased from three to five and its Articles of Incorporation were amended accordingly.

IN WITNESS WHEREOF we have hereunto set our hands and seals
this 15th day of August, 1927.

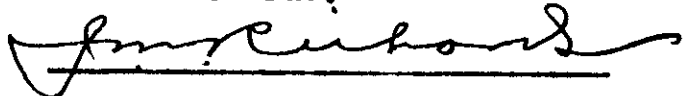

Being and constituting all of
the Directors of said corpora-
tion.


Chairman of said meeting of stock-
holders and President of said cor-
poration

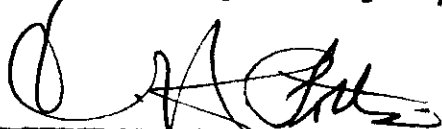

Secretary of said meeting of stock-
holders and Secretary of said cor-
poration.

STATE OF I D A H O)
County of Kootenai) ss.

J. M. RICHARDS, being first duly sworn upon oath, deposes and says: That he is the President of the Atlas Tie Company, a corporation organized and existing under the laws of the State of Idaho, and was Chairman of the special meeting of the stockholders of said corporation mentioned in the foregoing certificate; that he signed such certificate as Chairman of said meeting; that he has read the within and foregoing certificate and knows the contents thereof, and that the facts therein stated are true.

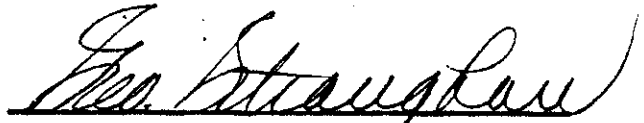


Subscribed and sworn to before me this 19th day of August, 1927.

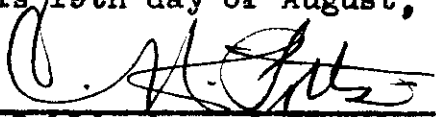

Notary Public in and for the
State of Idaho, residing at
Coeur d'Alene, Idaho.

STATE OF I D A H O)
County of Kootenai) ss.

GEO. STRAUGHAN, being first duly sworn upon oath, deposes and says: That he is the Secretary of the Atlas Tie Company, a corporation organized and existing under the laws of the State of Idaho, and was Secretary of the Special meeting of the stockholders of said corporation mentioned in the foregoing certificate; that he signed such certificate as Secretary of said meeting; that he has read the within and foregoing certificate and knows the contents thereof, and that the facts therein stated are true.




Subscribed and sworn to before me this 19th day of August, 1927.


Notary Public in and for the
State of Idaho, residing at
Coeur d'Alene, Idaho.

STATE OF I D A H O)
) ss.
County of Kootenai)

On this 19th day of August, A. D., 1927, before me, C. H. Potts, a Notary Public in and for the State of Idaho, duly commissioned and sworn, personally appeared J. M. RICHARDS, GEO. STRAUGHAN and F. W. FITZE, known to me to be the Directors of the Atlas Tie Company, the corporation mentioned in the foregoing certificate of proceedings, and to be and constitute all of the Directors of said corporation; and that each duly and severally acknowledged to me that they executed the foregoing instrument as such Directors respectively.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal the day and year first above written.

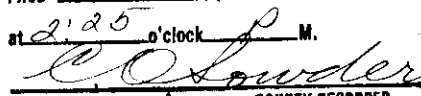



Notary Public in and for the
State of Idaho, residing at
Coeur d'Alene, Idaho.

STATE OF ID A H O)
) ss.
County of Kootenai)


On this 19th day of August, A. D., 1927, before me, C. H. Potts, a Notary Public in and for the State of Idaho, duly commissioned and sworn, personally appeared J. M. RICHARDS known to me to be the Chairman of the meeting of the stockholders in the foregoing certificate mentioned, and President of the Atlas Tie Company, a corporation, and GEO. STRAUGHAN, known to me to be the Secretary of said meeting of stockholders and the Secretary of said corporation, and each duly and severally acknowledged to me that they executed the said foregoing certificate as such Chairman and Secretary respectively.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal the day and year first above written.

County of Kootenai ss.
AUG 19 1927
at 2:25 o'clock P. M.


COUNTY RECORDER
By 

DEPUTY
Fee, \$ 5.00



Notary Public in and for the
State of Idaho, residing at
Coeur d'Alene, Idaho.