



CERTIFICATE No. 93365

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, A. LUDLOW KRAMER, Secretary of State of the State of Washington and custodian of its seal, hereby certify that according to the records on file in my office **the annexed is a true and correct copy of the Amended Articles of Incorporation of SPOKANE INTERNATIONAL RAILROAD COMPANY, as received and filed in this office on August 11, 1967; and I further certify that SPOKANE INTERNATIONAL RAILROAD COMPANY is in good standing with all annual license fees paid to July 1, 1968.**



In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

August 11, 1967

A. LUDLOW KRAMER
SECRETARY OF STATE

ARTICLES OF AMENDMENT OF
ARTICLES OF INCORPORATION OF

SPOKANE INTERNATIONAL RAILROAD COMPANY

APPROVED
AS TO FORM AND FILED

AUG 17 1967

A. LUDLOW KRAMER
SECRETARY OF STATE
BY *John L. Kramer*
SUPERVISOR OF CORPORATIONS

Pursuant to the Business Corporation Act of the
State of Washington, the undersigned corporation does hereby
certify:

- (1) The name of the corporation is Spokane International Railroad Company.
- (2) Articles IX and X of the Articles of Incorporation of the corporation have been amended to read as follows:

ARTICLE IX

The Board of Directors shall have power to hold its meetings outside the State of Washington at such place or places as from time to time may be designated by the By-Laws of the Corporation or by resolution of the Board of Directors or as shall be specified in the respective notices thereof or in the respective waivers of notice thereof signed by all the directors of the Corporation at the time in office.

The Board of Directors shall have power to fix from time to time the amount to be reserved out of the surplus of the Corporation as working capital or for any other lawful purpose, and to determine whether any, and, if any, what part, of the surplus of the Corporation shall be declared in dividends and paid to its shareholders; and all rights of the holders of the shares of the Corporation in respect of dividends shall be subject to the power of the Board of Directors so to do.

The shares of the stock without par value of the Corporation, now or hereafter authorized and of whatever class, may be issued by the Corporation from time to time for such consideration as may be fixed from time to time by the Board of Directors which is

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hereby empowered to determine by resolution within a period of sixty days after the issuance of any shares of stock of the Corporation without par value that only a part of the consideration or the value thereof received for such shares shall be contributed as capital and that the excess shall be surplus.

In the absence of fraud no contract or other transaction between the Corporation and any other corporation and no act of the Corporation shall be in any way invalidated or otherwise affected by the fact that any one or more of the directors of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director of the Corporation individually, or any firm or association of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he individually or as a member of such firm or association is so interested shall be disclosed or shall have been known to the Board of Directors; and any director of the Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors or of any committee thereof which shall authorize any such contract or transaction and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested. Any director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or affiliated corporation without regard to the fact that he is also a director of such subsidiary or affiliated corporation. Any contract, transaction or act of the Corporation or of the Board of Directors or of any committee of the Board of Directors which shall be ratified by a majority of a quorum of the shareholders of the Corporation having voting power at any annual meeting or any special meeting called for such purpose shall, in so far as permitted by law, be as valid and as binding as though ratified by every shareholder of the Corporation.

ARTICLE X

Without, in each case, the consent of the holders of a majority in amount of the outstanding shares of stock of the Corporation, the Corporation shall not (but, with such consent, and also with the consent of the holders of any larger or different percentage, if any, of the outstanding stock of the Corporation required by the laws of the State of Washington from time to time in force, may) (a) change these Articles of Incorporation (but additional lines of railroad and other properties may be acquired without any vote or consent of the shareholders), (b) sell, lease or exchange all the property and assets of the Corporation, or (c) reduce the capital stock of the Corporation.

(3) The amendments set forth in paragraph (2) hereof were duly adopted by the shareholders of the corporation at a Special Meeting held on July 31, 1967, in the manner prescribed by the Washington Business Corporation Act. Said amendments were duly set forth in a resolution adopted by the board of directors on June 29, 1967, which resolution directed that the proposed amendment be submitted to a vote at a special meeting of shareholders to be held on July 31, 1967. Written notice setting forth such proposed amendment was duly given to each shareholder of record entitled to vote thereon on July 19, 1967.

(4) The number of shares of the corporation outstanding at the time of the adoption of said amendments was 199,248; and the number of shares entitled to vote thereon was 199,248. No shares of the corporation were entitled to vote thereon as a class.

(5) The number of shares voted for such amendments was 199,163 and no shares were voted against such amendments.

(6) Such amendments do not provide for an exchange, reclassification or cancellation of issued shares or other change in the shares or rights of shareholders requiring any procedure for effectuation.

(7) Such amendments do not effect a change in the amount of stated capital of the corporation.

IN WITNESS WHEREOF, said Spokane International Railroad Company has caused its corporate seal to be hereunto affixed and this certificate to be signed in triplicate by F. E. BARNETT, its Vice President, and C. W. ROSSWORN, its Secretary, this 31st day of July, 1967.

SPOKANE INTERNATIONAL RAILROAD COMPANY

By F. E. Barnett
Vice President

By C. W. Rossborn
Secretary

(Corporate Seal)

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

C. W. ROSSWORN, being first duly sworn, on oath,
deposes and says that he is the Secretary of the corporation
that executed the within and foregoing instrument and one of
the officers who signed the same, that he has read the same
and knows the contents thereof, and that he believes the same
to be true.

C. W. Rossworn
C. W. Rossworn

Subscribed and sworn to before me this 31st day
of July 1967.

(Seal)

Elizabeth L. Galpine
Notary Public in and for the
State of New York, residing
at 111 W. Choir Lane
Westbury, N. Y.
My commission expires
March 30, 1968

ELIZABETH L. GALPINE
Notary Public, State of New York
No. 30-6451300
Qualified in Nassau County
Certificate Filed in N.Y. Co. Clk's Office
Commission Expires March 30, 1968