



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, JAS. H. YOUNG, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

COLUMBIA ELECTRIC & MANUFACTURING CO.

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 22nd day of October 1958, a properly authenticated copy of its articles of incorporation, and on the 22nd day of October 1958, a designation of William S. Hawkins in the County of Kootenai 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 22nd day of October, A.D. 1958.

Secretary of State.

United States of America
State of Washington

DEPARTMENT



OF STATE

To all to whom these presents shall come

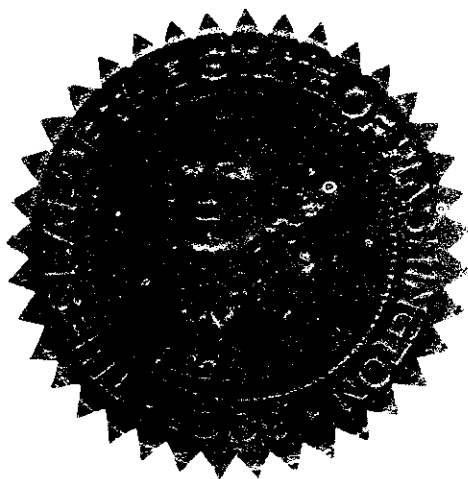
I,

VIC MEYERS

Secretary of State of the

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

certify that the attached is a true and correct copy of the Articles of Incorporation of COLUMBIA ELECTRIC & MANUFACTURING CO., and all amendments thereto which have been duly filed and recorded in my office in accordance with law; I further certify that COLUMBIA ELECTRIC & MANUFACTURING CO. has not been dissolved and is in good standing as a subsisting corporation in the State of Washington with all of its license fees paid to July 1, 1959; and I further certify that I am the officer having the legal custody of the official record of the original Articles of Incorporation and all amendments to the articles of said corporation.



*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 20th *day of* August *A.D.* 19 58

Vic Meyers

Secretary of State

By *Walter Chapman*

Assistant Secretary of State

**APPROVED
AND FILED**

MAR 26 1940

BELLE REEVES
SECRETARY OF STATE

BY *Belle Reeves*

ARTICLES OF INCORPORATION

OF

COLUMBIA ELECTRIC & MANUFACTURING CO.

KNOW ALL MEN BY THESE PRESENTS that we, the undersigned, citizens of the United States, all of whom are residents of the State of Washington and all of whom are of full age, desiring to form a corporation under the laws of the State of Washington, do hereby adopt and certify the following Articles of Incorporation in triplicate:

ARTICLE I.

The name of this corporation shall be COLUMBIA ELECTRIC & MANUFACTURING CO.

ARTICLE II.

The purposes and objects for which said corporation is formed are as follows:

1. To conduct a wholesale electrical business; to buy, sell and deal in generally at wholesale electrical fixtures, equipment, supplies and electrical apparatus of all kinds, and generally to transact all business which may be necessary and proper in carrying out the objects and purposes herein set forth, or any of them;
2. To acquire, own or lease a suitable and proper store, warehouse or property in which to conduct the business of the company;
3. To borrow money and secure the payment of the same by mortgage or pledge upon the whole or any part of the assets of the corporation;
4. To acquire, own, hold and vote stock in any other corporation;
5. To register the corporation in other states and/or comply with any and all laws which will permit the corporation to do business in any state other than the state of Washington, which is the state of principal residence of the corporation.

ARTICLE III.

The duration of this corporation shall be fifty years from and after this date.

ARTICLE IV.

The location and principal place of business of the corporation and the post office address of the registered office of this corporation shall be South 123 Wall St., Spokane, Washington.

ARTICLE V.

The total number of shares of said corporation shall be 500 shares of common stock of the par value of \$100.00 per share.

ARTICLE VI.

All of the capital stock of the company will be paid in at the time the corporation will begin business.

ARTICLE VII.

The first directors of said corporation and their post office addresses are as follows:

Eric A. Johnston	So. 123 Wall St.,	Spokane, Wash.
Ina A. Johnston	So. 123 Wall St.,	Spokane, Wash.
W. E. Lofgren	So. 123 Wall St.,	Spokane, Wash.

The term of office of said directors shall be until the second day of July, 1940.

ARTICLE VIII.

The names and post office addresses of each of the incorporators of this corporation and a statement of the number of shares subscribed by each are as follows:

Eric A. Johnston,	So. 123 Wall St. Spokane, Wash.	1 share
Ina A. Johnston,	So. 123 Wall St., Spokane, Wash.	1 share
W. E. Lofgren,	So. 123 Wall St. Spokane, Wash.	1 share

IN WITNESS WHEREOF, we have hereunto set our hands this 25th day of March, 1940.

LAW OFFICE OF
HARDEN, GILBERT & BROOKS
SPOKANE

Eric A. Johnston
Ina A. Johnston
W. E. Lofgren

STATE OF WASHINGTON,)
COUNTY OF SPOKANE.) ss.

I, the undersigned, a Notary Public in and for said county and state, do hereby certify that on this 21st day of March, 1940, personally appeared before me Eric A. Johnston, Ina A. Johnston and W. E. Lofgren, to me known to be the individuals described in and who executed the foregoing instrument and acknowledged to me that they executed the same freely and voluntarily for the uses and purposes therein mentioned.

GIVEN under my hand and official seal the day and year in this certificate first above written.


Notary Public in and for the State
of Washington, residing at Spokane.

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
INCREASING CAPITAL STOCK AND CHANGING THE PAR VALUE
THEREOF OF COLUMBIA ELECTRIC & MANUFACTURING CO.

KNOW ALL MEN BY THESE PRESENTS: That the President and Secretary respectively of Columbia Electric & Manufacturing Co. do hereby certify and declare that Article V of the original Articles of Incorporation of said Company has been amended to read as follows:

"ARTICLE V.

That the total number of shares of said corporation, including those shares previously authorized, which the corporation will henceforth be authorized to have is five hundred thousand (500,000) shares of common stock of the par value of One Dollar (\$1.00) per share."

We further certify that said amendment was adopted at a special meeting of the stockholders of said Company, all of whom were present at said meeting and all of whom voted in favor of said amendment, as fully appears from the minutes of said special meeting at which said matter was considered and acted upon,

IN WITNESS WHEREOF we have hereunto set our hands this 15th day of February A. D. 1946.

Eric Johnston President.
Ida B. Johnston Secretary.

STATE OF WASHINGTON }
COUNTY OF SPOKANE } ss.

Eric A. Johnston and Ida B. Johnston, President and Secretary respectively of Columbia Electric & Manufacturing Co., on oath depose and say: That they are the President and Secretary respectively of Columbia Electric & Manufacturing Co.; that they have read the foregoing Amendment to the Articles of Incorporation of said Columbia Electric & Manufacturing Co., and that the matters and things therein stated are true, as they verily believe.

Eric Johnston *
Ida B. Johnston

Subscribed and sworn to before me this 15th day of February, A. D. 1946.

Louise H. Martin
Notary Public in and for the State of Washington, residing at Spokane.

APPROVED
AND FILED

MAR 14 1946
BELLE REEVES
SECRETARY OF STATE
BY Ray J. Geoman
Assistant Secretary of State

APPROVED
AND FILED

MAY 10 1951

EARL COE
SECRETARY OF STATE

Ray J. Keenan
Attorney General of State

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

COLUMBIA ELECTRIC & MANUFACTURING CO.

KNOW ALL MEN BY THESE PRESENTS That the President and Secretary respectively of COLUMBIA ELECTRIC & MANUFACTURING CO. do hereby certify and declare that Article V of the original Articles of Incorporation of said company, as amended, has been further amended to read as follows:

"ARTICLE V

The total number of shares of said corporation shall be 700,000, divided into two classes as follows:
600,000 Shares of common stock, having a par value of One Dollar per share, with full voting rights;
100,000 Shares of Preferred Stock having a par value of One Dollar per share, with 5% cumulative dividends, without voting rights except when two or more semi-annual dividends have been passed; the same shall be preferred as to assets in case of liquidation and the holder of preferred stock has the option to convert the same into common stock at the par value thereof at any time up to and including January 1, 1954. The preferred stock shall be subject to retirement or redemption at \$1.02 per share on 30 days' notice."

We further certify that said amendment was adopted at the annual meeting of the stockholders of said company, all of whom were present at said meeting and all of whom voted in favor of said amendment as fully appears from the Minutes of said annual meeting at which said matter was considered and acted upon.

IN WITNESS WHEREOF We have hereunto set our hands this

30 day of April, 1951.

Robert J. Keenan
President
Ray J. Keenan
Secretary

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LAW OFFICE OF
HARDEN, GILBERT & BROOKS
SPRINGFIELD

STATE OF WASHINGTON
SS
COUNTY OF SPOKANE

WALTER A. TOLY and MILTON TSCHACHE, President and Secretary respectively of COLUMBIA ELECTRIC & MANUFACTURING CO., on oath depose and say: That they are the President and Secretary respectively of COLUMBIA ELECTRIC & MANUFACTURING CO.; that they have read the foregoing Amendment to the Articles of Incorporation of said Columbia Electric & Manufacturing Co., and that the matters and things therein stated are true, as they verily believe.

Walter A. Toly
Milton Tschache

Subscribed and sworn to before me on this 30th day of April, 1951.

John R. Smith
Notary Public in and for the
State of Washington, residing
at Spokane

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF
COLUMBIA ELECTRIC & MANUFACTURING CO.

KNOW ALL MEN BY THESE PRESENTS That the President and Secretary respectively of COLUMBIA ELECTRIC & MANUFACTURING CO. do hereby certify and declare that paragraph 1 of Article II of the original Articles of Incorporation of said company has been amended, and that Article V of the original Articles of Incorporation as amended has been further amended to read as follows:

"1. To conduct a wholesale electrical business; to manufacture electrical equipment; to buy, sell and deal generally in wholesale electrical fixtures, equipment, supplies and electrical apparatus of all kinds and generally to transact all business that may be necessary or proper in carrying on the objects and purposes herein set forth, or any of them."

"ARTICLE V

The total number of shares of said corporation shall be 850,000, divided into two classes, as follows:
750,000 shares of common stock having a par value of \$1 per share with full voting rights;
100,000 shares of preferred stock having a par value of \$1 per share with 5% per annum cumulative dividends without voting rights excepting when two or more semi-annual dividends, whether consecutive or not, have been passed, and upon such default and as long, as such default shall continue, said preferred stock shall have the right to elect one more than a majority of the Board of Directors of the corporation; the same shall be preferred as to assets in the case of either voluntary or involuntary liquidation to the extent of the par value thereof plus accumulated dividends and shall not participate to any further extent in the distribution of the assets of the company in the event of liquidation, as aforesaid. The holder of preferred stock has the option to convert the same into common stock having an equal par value at any time up to and including January 1, 1954. Said preferred stock shall be subject to retirement or redemption at \$1.02 per share, on 30 days' written notice to the registered owner of said stock at his last known postoffice address."

We further certify that said amendments were adopted at a special meeting of the stockholders of said company, all of whom were present or represented by proxy at said meeting, and all of whom voted in favor of said amendments as fully appears from the minutes of said special meeting at which said amendments were con-

sidered and acted upon.

IN WITNESS WHEREOF We have hereunto set our hands this 16
day of April, 1952.

Walter A. Goly
President
William S. Tschach
Secretary

STATE OF WASHINGTON
COUNTY OF SPOKANE

WALTER A. GOLY and WILLIAM S. TSCHACH, President and Secretary
respectively of COLUMBIA ELECTRIC & MANUFACTURING CO., on oath
depone and say: That they are the President and Secretary res-
pectively of COLUMBIA ELECTRIC & MANUFACTURING CO.; that they
have read the foregoing Articles of Amendment to the Articles of
Incorporation of said Columbia Electric & Manufacturing Co., and
that the matters and things therein stated are true, as they veri-
ly believe.

Walter A. Goly
William S. Tschach

Subscribed and sworn to before me on this 17th day of April
1952.

Chas. S. Brooke
Notary Public in and for the
State of Washington, residing
at Spokane

APPROVED
AND FILED
SEP 5 - 1957
VICTOR A. MEYERS
PRESIDENT
SECRETARY
SECRETARY OF STATE

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF
COLUMBIA ELECTRIC & MANUFACTURING CO.

KNOW ALL MEN BY THESE PRESENTS That the President and Secretary respectively of COLUMBIA ELECTRIC & MANUFACTURING CO. do hereby certify and declare that Article V of the original Articles of Incorporation of said company has been amended to read as follows:

ARTICLE V

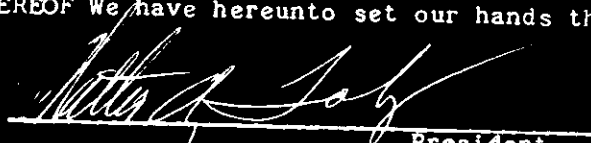
The total number of shares of said corporation shall be 850,000, divided into two classes, as follows:

750,000 shares of common stock having a par value of \$1.00 per share with full voting rights;
100,000 shares of preferred stock having a par value of \$1.00 per share with 5% per annum cumulative dividends without voting rights excepting when two or more semi-annual dividends, whether consecutive or not, have been passed, and upon such default and as long as such default shall continue, said preferred stock shall have the right to elect one more than a majority of the Board of Directors of the corporation; the same shall be preferred as to assets in the case of either voluntary or involuntary liquidation to the extent of the par value thereof plus accumulated dividends and shall not participate to any further extent in the distribution of the assets of the company in the event of liquidation, as aforesaid. The holder of preferred stock has the option to convert the same into common stock having an equal par value at any time up to and including January 1, 1959. Said preferred stock shall be subject to retirement or redemption at \$1.02 per share, on 30 days' written notice to the registered owner of said stock at his last known post office address.

We further certify that said amendment was adopted at a special meeting of the stockholders of said company by the vote of the holders of two-thirds of the voting power of all preferred stock and by the vote of the owners of two-thirds of the voting power of all common stock.

IN WITNESS WHEREOF We have hereunto set our hands this

26th day of August, 1957.



President


Secretary

1 STATE OF WASHINGTON)
2 COUNTY OF SPOKANE) ss.

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4 WALTER A. TOLY and WILLIAM A. WARE, President and
5 Secretary respectively of COLUMBIA ELECTRIC & MANUFACTURING CO., on
6 oath depose and say: That they are the President and Secretary
7 respectively of COLUMBIA ELECTRIC & MANUFACTURING CO.; that they
8 have read the foregoing Articles of Amendment to the Articles of
9 Incorporation of said Columbia Electric & Manufacturing Co., and
10 that the matters and things therein stated are true as they verily
11 believe.

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15 Subscribed and sworn to before me on this 26th day
16 of August, 1957.

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18 Notary Public in and for the State
19 of Washington, residing at Spokane
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**APPROVED
AND FILED**

AUG 15 1958

VICTOR A. MEYERS
SECRETARY OF STATE
BY *John C. Burke*
ASSISTANT SECRETARY OF STATE

ARTICLES OF AMENDMENT OF ARTICLES OF INCORPORATION
OF
COLUMBIA ELECTRIC & MANUFACTURING CO.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned President and Secretary respectively of COLUMBIA ELECTRIC & MANUFACTURING CO., do hereby certify that all of the shareholders of said Corporation have given their written consent to the amendment of Paragraph 1 of Article II of the Articles of Incorporation of said company so that the same shall henceforth read as follows:

"ARTICLE II

"1. To conduct a wholesale and retail electrical business; to manufacture electrical equipment; to buy, sell, install, repair and deal generally in electrical fixtures, equipment, supplies and electrical apparatus of all kinds and all other articles or allied lines which may conveniently be handled in connection therewith and generally to transact all business that may be necessary or proper or useful in carrying on the objects and purposes herein set forth, or any of them."

We further certify that the written consent to the foregoing amendment has been given by all shareholders entitled to vote thereon and has been recorded in the Minute Book.

We further certify that at a meeting of shareholders of said corporation duly called and held on April 10, 1958, at which a quorum was present, Article V of the Articles of Incorporation of said corporation was amended to read as follows:

"ARTICLE V

The total number of shares of said corporation shall be 650,000, divided into two classes, as follows:

750,000 shares of common stock having a par value of \$1 per share with full voting rights;
 100,000 shares of preferred stock having a par value of \$1 per share with 5% per annum cumulative dividends without voting rights excepting when two or more semi-annual dividends, whether consecutive or not, have been passed, and upon such default and as long as such default shall continue, said preferred stock shall have the right to elect one more than a majority of the Board of Directors of the corporation; the same shall be preferred as to assets in the case of either voluntary or involuntary liquidation to the extent of the par value thereof plus accumulated dividends and shall not participate to any further extent in the distribution of the assets of the company in the event of liquidation, as aforesaid. The holder of preferred stock has the option to convert the same into common stock having an equal par value at any time up to and including January 1, 1965. Said preferred stock shall be subject to retirement or redemption at \$1.02 per share, on 30 days' written notice to the registered owner of said stock at his last known post office address."

IN WITNESS WHEREOF, we have hereunto set our hands this

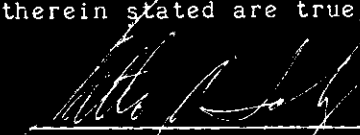
11th day of May, 1958


 President

 Secretary

STATE OF WASHINGTON)
) ss.
 COUNTY OF SPOKANE)

WALTER A. TOLY and WILLIAM A. WARE, President and Secretary respectively of COLUMBIA ELECTRIC & MANUFACTURING CO., on oath depose and say: That they are the President and Secretary respectively of COLUMBIA ELECTRIC & MANUFACTURING CO.; that they have read the foregoing Articles of Amendment of the Articles of Incorporation of said Columbia Electric & Manufacturing Co., and that the matters and things therein stated are true, as they verily believe.




Subscribed and sworn to before me this 11th day of May, 1958.


 NOTARY PUBLIC in and for the State
 of Washington, residing at Spokane

LAW OFFICE OF
 HAMBLEN, SILBERT & BROOKS
 SPOKANE