

# State of Oregon

CORPORATION DEPARTMENT



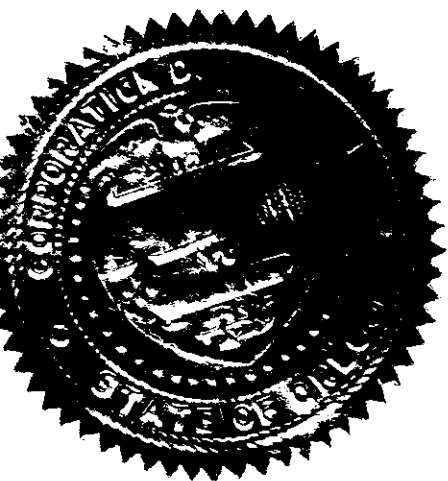
I, **Frank J. Healy**, Corporation Commissioner and Custodian of the Seal of the Corporation Department of the State of Oregon, do hereby certify that I have carefully compared the annexed copy of Restated Articles of Incorporation of WOODBURY & COMPANY

with the record now on file in my office, and that the same is a correct transcript therefrom, and of the whole thereof. I further certify that this authentication is in due form and by the proper officer.

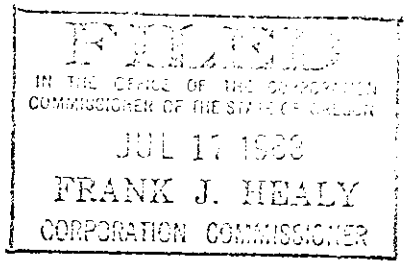
**In Testimony Whereof**, I have hereunto set my hand and affixed hereto the seal of the Corporation Department of the State of Oregon, at Salem, this 21st day of August, 1963.

*Frank J. Healy*  
.....  
Corporation Commissioner

By *Helene Ferguson*  
.....  
Chief Clerk



RESTATED ARTICLES OF INCORPORATION  
OF  
WOODBURY & COMPANY



\* \* \* \* \*

WHEREAS, at a meeting of the shareholders of the above corporation duly and legally held at 11:30 o'clock a.m., on Saturday, the 6th day of July, 1963, at the registered office of the corporation, 3200 N. W. Yeon Avenue, Portland, Oregon, at which were present and voting, all of the shareholders owning all of the outstanding capital stock of the corporation, there was presented and adopted by the unanimous vote of all of said shareholders, Restated Articles of Incorporation, as hereinafter set forth, and as duly adopted and submitted for the consideration of the shareholders of the corporation by the unanimous vote of all of the Directors of the corporation at a meeting of said Directors duly and legally called and held at 11:30 o'clock a.m., on Saturday, the 8th day of June, 1963, at said registered office of the corporation.

NOW THEREFORE, Pursuant to ORS 57.385 and the other applicable provisions of the Oregon Business Corporation Act, the above corporation adopts the following Restated Articles of Incorporation.

ARTICLE I.

The name assumed by this corporation and by which it shall be known is "WOODBURY & COMPANY."

ARTICLE II.

The duration of this corporation shall be perpetual.

ARTICLE III.

The purposes for which the corporation is organized are:

- (a) To buy, sell, deal and trade in merchandise, materials, and machinery of all kinds and of any nature whatsoever, including, but not limited to scrap metals of

any and every kind, pipe, chains, tractors, motor trucks electric equipment, supplies and appliances, and all parts and accessories thereto.

- (b) To act as manufacturers and others' agent for buying, selling, dealing and trading in all kinds of merchandise, materials, and machinery of all kinds and of any nature whatsoever, including, but not limited to scrap metals of any and every kind, pipe, chains, tractors, motor trucks, electric equipment, supplies and appliances, and all parts and accessories thereto, both manufactured and unmanufactured, and in the process of manufacture, whether new, old, used, salvaged or otherwise.
- (c) To import and export all kinds of goods and materials to foreign countries as well as to sell all kinds of goods in the United States and in foreign countries, territories or mandated islands.
- (d) To manufacture all kinds of materials, merchandise and machinery, including logging equipment and machinery, farm machinery, saws, chains, tractors, motor trucks, electrical equipment, supplies and appliances and all parts and accessories thereto.
- (e) To buy and sell on commission all kinds of material, merchandise and machinery, including war surplus materials of any and every nature, whether iron, steel, brass or other metal, or otherwise.
- (f) To act as advertising and promotional agent for any individual, partnership and corporation, either foreign or domestic, engaged in the manufacture or sale of all kinds of materials, merchandise and machinery, including logging equipment and machinery, farm machinery, surplus war materials, chains, tractors, motor trucks, electrical equipment, supplies and appliances, and all parts and accessories thereto.
- (g) To purchase or otherwise acquire, and to deal in real estate of all kinds, and to own, hold, use, improve, operate, rent, lease, mortgage, sell and convey and dispose of the same at pleasure.
- (h) To purchase or otherwise acquire, and to deal in property of all kinds, real, personal or mixed, and to own, hold, use, improve, operate, rent, lease, sell, convey, mortgage, pledge, hypothecate or otherwise dispose of the same, including the right to purchase or otherwise acquire and deal in stocks in other corporations, whether domestic or foreign, as well as the right and power to purchase its own stock, and to sell stocks, commercial paper and other evidence of indebtedness issued by this and affiliated corporation.
- (i) To loan money, and to take and receive securities of any and all kinds therefor; to borrow money on notes, mortgages, bonds, or otherwise for the general or special purposes of this corporation and to mortgage, pledge,

hypothecate and give in trust all or any of its property to secure the payment of such indebtedness.

- (j) To enter into contracts with the government of the United States, or any other foreign country, whether a mandated territory or otherwise, including, without limitation, protectorates under the United Nations, and to enter into any and all contracts with any instrumentality, administrative agency, or other authorized office of any of said governments, including High Commissioners and military personnel, to effectuate the purposes and objects of this corporation.
- (k) To charter vessels, boats and engage in all kinds of shipping on the high seas and elsewhere, and to enter into contracts for the shipment of material of any and all kinds and description.

The foregoing enumeration of specific powers is not intended, and shall not be held to limit or restrict in any manner the general powers of the corporation under the laws of the State of Oregon, and the said corporation shall have the power to carry on any other business or operations which may seem to the Board of Directors capable of being conveniently carried on in connection with the business, objects, and matters hereinbefore named, or in the furtherance thereof, or which tend to enhance the value or usefulness of its property or rights, or which may be useful or convenient or necessary, or advisable to advance, carry out, or in anywise develop, or to any extent effectuate the purposes of this corporation.

#### ARTICLE IV.

The Stated Capital at the time of the adoption of these Restated Articles of Incorporation is One Hundred Thousand Dollars (\$100,000.00), and, as of the time of the adoption hereof, there shall be converted from the Earned Surplus of the corporation to the Stated Capital thereof, Two Hundred Fifty Thousand Dollars (\$250,000.00), thereby increasing said Stated Capital to Three Hundred Fifty Thousand Dollars (\$350,000.00).

#### ARTICLE V.

The number of shares outstanding is One Thousand

(1,000) shares of common stock of the par value of One Hundred Dollars (\$100.00) per share.

ARTICLE VI.

The number of shares entitled to vote on the adoption of these Restated Articles of Incorporation is One Thousand (1,000) shares of common stock, all of which voted for, and none of which voted against such adoption.

ARTICLE VII.

The Capital Stock of this corporation shall be Five Hundred Thousand Dollars (\$500,000.00), divided into Fifty Thousand (50,000) shares of the par value of Ten Dollars (\$10.00) per share.

ARTICLE VIII.

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 IX.

The address of this corporation is 3200 N. W. Yeon Avenue, Portland, Oregon, and the name of its registered agent at such address is Gilbert Schnitzer.

ARTICLE X.

These Restated Articles of Incorporation supersede and take the place of the heretofore existing Articles of Incorporation of this corporation and any amendments thereto.

DATED this 16<sup>th</sup> day of July, 1963.

WOODBURY & COMPANY

By: 

Leonard Schnitzer, President

By: 

Gilbert Schnitzer, Secretary

STATE OF OREGON )

County of Multnomah )

SS.

I, Clarence J. ..., a Notary Public  
 for Oregon, do hereby certify that on this 14th day of July, 1963,  
 personally appeared before me Leonard Schnitzer and Gilbert  
 Schnitzer, who, each having by me first duly sworn, severally  
 declared that they are the President and Secretary who signed  
 the foregoing document as such officers of said corporation, and  
 that the statements therein contained are true.

(SSAL)

Clarence J. ...  
 Notary Public for Oregon

My Commission expires 1966  
 My Commission expires March 17, 1966