

Department of State.

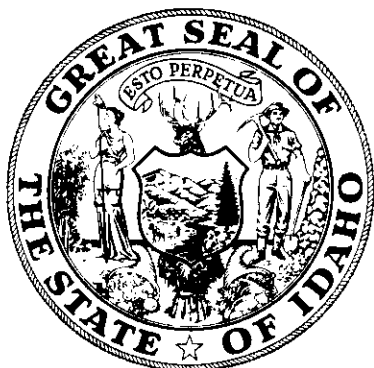
**CERTIFICATE OF AUTHORITY
OF**

LORAM MAINTENANCE OF WAY INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of LORAM MAINTENANCE OF WAY INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to LORAM MAINTENANCE OF WAY INC. to transact business in this State under the name LORAM MAINTENANCE OF WAY INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated October 19, 19 79



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

FILED

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement: 42

1. The name of the corporation is Loram Maintenance Inc.
2. *The name which it shall use in Idaho is _____
3. It is incorporated under the laws of Minnesota
4. The date of its incorporation is April 30, 1969 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 3900 Arrowhead Drive, Hamel Minnesota 55340
6. The address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is CT CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
General business purposes

8. The names and respective addresses of its directors and officers are:

Name	Office	Address
	see attached	

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
10,000	Preferred	\$1.00
15,000	Common	\$1.00

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
7,500	Preferred	\$1.00
1,000	Common	\$1.00

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated September 15th, 19 79

Loram Maintenance of Way Inc.

By

R. A. Peppin

Its

President

and

R. C. Carlson

Its

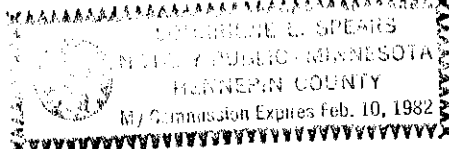
Secretary

STATE OF Minnesota)

COUNTY OF Hennepin) ss:

I, Lourriene L. Spears, a notary public, do hereby certify that on this 15th day of September, 1979, personally appeared before me R. A. Peppin, who being by me first duly sworn, declared that he is the President of Loram Maintenance of Way Inc.

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.



Lourriene L. Spears
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

List of Officers and Directors of
Loram Maintenance of Way Inc.

Officers

<u>Name</u>	<u>Title</u>	<u>Address</u>
R. A. Peppin	President	Loram Maintenance of Way Inc. 3900 Arrowhead Drive Hamel, Minnesota 55340
J. T. Wood	Treasurer	Mancal Ltd. P.O. Box 2550 Calgary, Alberta
R. C. Carlson	Secretary	Loram Maintenance of Way Inc. 3900 Arrowhead Drive Hamel, Minnesota 55340
R. C. Wahl	V-P & Gen. Mgr.	Loram Maintenance of Way Inc. 3900 Arrowhead Drive Hamel, Minnesota 55340

Directors

<u>Name</u>	<u>Address</u>
F. P. Mannix	Bowfort Services Ltd. P.O. Box 2660 Calgary, Alberta
R. A. Peppin	Loram Maintenance of Way Inc. 3900 Arrowhead Drive Hamel, Minnesota 55340
D. W. McClement	Bowfort Services Ltd. P.O. Box 2660 Calgary, Alberta
R. N. Mannix	Mancal Ltd. P.O. Box 2550 Calgary, Alberta
L. B. Gordon	Mancal Ltd. P.O. Box 2550 Calgary, Alberta

FILED

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SECRETARY OF
STATE

ARTICLES OF INCORPORATION
OF
MANNIX INTERNATIONAL INCORPORATED

16 874

We, the undersigned, for the purpose of forming a corporation under and pursuant to the provisions of Chapter 300 of the Laws of Minnesota 1933, known as the Minnesota Business Corporation Act, and any amendments thereto, do hereby associate ourselves as a body corporate and do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be MANNIX INTERNATIONAL INCORPORATED.

ARTICLE II

The purposes and general nature of the business of this corporation shall be:

(1) To engage in the business of providing management and consultation services of various kinds to business enterprises;

(2) To manufacture, purchase, or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares and merchandise and real or personal property of every class and description;

(3) To acquire, hold, mortgage, pledge or dispose of any shares, bonds, securities, and other evidences of indebtedness of whatsoever character or kind, and to borrow money for the purposes of this corporation and to mortgage its property as security for payment thereof or for payment of its debts;

(4) To do, transact, carry out and conduct any and all acts, things and lines of business as may be incidental to or convenient, useful, expedient or lawful in carrying out any or all of the foregoing purposes hereinabove set forth;

(5) To have general business purposes.

ARTICLE III

The duration of this corporation shall be perpetual.

ARTICLE IV

The location and post office address of the registered office of this corporation in this state shall be 9714 Tenth Avenue North, Plymouth, Hennepin County, Minnesota.

ARTICLE V

The total number of shares of stock which this corporation shall be authorized to issue is twenty-five thousand (25,000) shares of One Dollar (\$1.00) par value common capital stock.

ARTICLE VI

The amount of stated capital with which this corpora-

3-91, 456

tion shall begin business shall be not less than One Thousand Dollars (\$1,000.00).

ARTICLE VII

A. The general management of this corporation shall be vested in a Board of Directors consisting of not less than three (3) nor more than eleven (11) members, all of whom shall be elected by the holders of the common stock of the corporation at each annual meeting thereof. The directors shall serve for a term of one (1) year and until their successors are duly elected and qualified.

B. The names and addresses of the first Board of Directors are as follows:

John C. Johanneson, 332 Hamm Building, Saint Paul, Minn.
Jerome B. Simon, 332 Hamm Building, Saint Paul, Minn.
Avanell Koenig, 332 Hamm Building, Saint Paul, Minn.

Said directors shall serve as such until the first annual meeting of the shareholders of the corporation and until their successors have been duly elected and qualified.

C. The board of Directors shall have full power to adopt by-laws for the government of the corporation and of its affairs which they deem advisable or necessary, and to

3-16, 457

amend the same, in a manner not inconsistent with these Articles; subject only to the power of the shareholders to change or repeal such by-laws.

ARTICLE VIII

These Articles of Incorporation may be amended by the affirmative vote of the holders of a majority of the voting power of the common stock.

ARTICLE IX

The names and addresses of the incorporators of this corporation are as follows:

John C. Johanneson, 332 Hamm Building, Saint Paul, Minn.
Jerome B. Simon, 332 Hamm Building, Saint Paul, Minn.
Avanell Koenig, 332 Hamm Building, Saint Paul, Minn.

IN TESTIMONY WHEREOF, we have hereunto set our hands
this 28th day of April, 1969.

In presence of:

Walter A. Simon

Walter A. Simon

John C. Johanneson

Jerome B. Simon

Avanell Koenig

STATE OF MINNESOTA)
) ss.
COUNTY OF RAMSEY)

3-31-458

On this 26th day of April, 1969, before me, a Notary Public, personally appeared JOHN C. JOHANNESON, JEROME B. SIMON and AVANELL KOENIG, to me known to be the persons named in and who executed the foregoing instrument, and they acknowledged this to be their free act and deed and for the uses and purposes therein expressed.

Dorothy A. Peske
Notary Public

DOROTHY A. PESKE
Notary Public, Dakota County, Minn.
My Commission Expires Dec. 16, 1970

STATE OF MINNESOTA	
DEPARTMENT OF STATE	
I hereby certify that the within instrument was filed for record in this office on the <u>30</u> day of <u>April</u> A. D. 19 <u>69</u> at <u>8</u> o'clock <u>A.</u> M., and was duly recorded in Book <u>3-31</u> of Incorporations, on page <u>454</u>	
<u>Joseph L. Henneman</u> Secretary of State	
APPR'D & INDEXED	<input checked="" type="checkbox"/>
IND. FILED	<input checked="" type="checkbox"/>
DEX. CHECKED	<input checked="" type="checkbox"/>

We, the undersigned, R. A. PEPPER, and

S. McKINNON, respectively the president and

secretary of MANNIX INTERNATIONAL INCORPORATED, a corporation organized under or subject to the provisions of Chapter 301, Minnesota Statutes, known as the Minnesota Business Corporation Act, do hereby certify that all the holders of shares, entitled to notice of a meeting to vote on an amendment to the articles of incorporation, signed a writing, filed with the corporation, authorizing an amendment of the articles of incorporation of MANNIX INTERNATIONAL INCORPORATED, amending Article to read as follows:

ARTICLE 1

The name of the company shall be

LORAM INTERNATIONAL INCORPORATED

IN WITNESS WHEREOF, we have subscribed our names and caused the corporate seal of said corporation to be hereto affixed this 30th day of December, 1974.

In presence of:

R. A. Pepper
President

S. McKinnon
Secretary

J. A. [Signature]
[Signature]

F-43, 559

PROVINCE OF ALBERTA
JUDICIAL DISTRICT OF
CALGARY

R. A. PEPPIN

and S. McKINNON

being first duly sworn, on oath depose and say: that they are
respectively the president and secretary of
KIMBERLY INDUSTRIAL INCORPORATED the corporation named in the
foregoing certificate; that attached is the corporate
seal of the said corporation; that said certificate is executed
on behalf of the corporation; they further acknowledge the
same to be their free act and deed and the free act and deed of the
said corporation.

Subscribed and sworn to before
me this 30th day of *August*
1974.

[Signature]
Notary Public
My commission expires *Aug 1975*

STATE OF ALBERTA
DEPARTMENT OF
LANDS AND MINES
Instrument No. *1974-43-559*
Office of the Registrar
[Signature]

12-874

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
LORAM INTERNATIONAL INCORPORATED

We, R. A. Peppin and S. McManis, the President and Secretary, respectively, of Loram International Incorporated, a Minnesota corporation, certify that the resolutions set forth below amending the Articles of Incorporation of the corporation were adopted in accordance with the laws of the State of Minnesota and the Articles of Incorporation and Bylaws of the corporation on February 28, 1975, by the written consent of the sole shareholder of the corporation:

RESOLVED, That Article I of the Articles of Incorporation of the corporation shall be amended to read as follows:

"ARTICLE I

The name of this corporation shall be LORAM MAINTENANCE OF WAY INC."

RESOLVED, That Article V of the Articles of Incorporation of the corporation shall be amended to read as follows:

"ARTICLE V

The authorized capital stock of this corporation shall consist of fifteen thousand (15,000) shares of common stock, par value One Dollar (\$1.00) and ten thousand (10,000) nonvoting, cumulative Eight Dollar (\$8.00) annual dividend preferred shares with a liquidating value of One Hundred Dollars (\$100.00) per share and par value of One Dollar (\$1.00) per share."

IN WITNESS WHEREOF, we have set our hands this 28 day

This instrument was drafted by
Dorsey, Marquet, Windhorst, West & McManis
2400 1st National Bank Bldg.
Minneapolis Minnesota 55402

7-13-62

14, 1975.

R. A. Pappin
R. A. Pappin - President

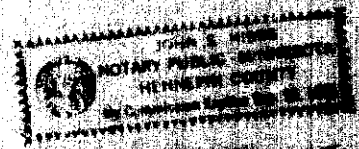
S. McKinnon
S. McKinnon - Secretary

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

The foregoing instrument was acknowledged before me this 15th day of APRIL, 1975, by R. A. Pappin, the President of LORAIN INTERNATIONAL INCORPORATED, a Minnesota corporation, on behalf of the corporation.

Wm. E. Pappin

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)



The foregoing instrument was acknowledged before me this 15th day of APRIL, 1975, by S. McKinnon, the Secretary of LORAIN INTERNATIONAL INCORPORATED, a Minnesota corporation, on behalf of the corporation.

S. McKinnon

STATE OF MINNESOTA
DEPARTMENT OF STATE
I hereby certify that this instrument was filed for record in the _____ as on the 24 day of APRIL, 1975, at _____ and was duly recorded in Book _____ of the _____, on page _____.

James A. Anderson
Secretary of State

APPROVED & FILED
RECORDED
INDEXED
FILED
MAR 25 1975
COUNTY OF HENNEPIN

