

91736

BURLINGTON NORTHERN INC.
AFFIDAVIT AND CERTIFICATE

STATE OF MINNESOTA)
COUNTY OF RAMSEY) ss



R. J. MORIN, being first duly sworn upon oath, does hereby depose, certify and say: that he is one of the duly appointed, qualified and acting Assistant Secretaries, a Corporate Officer, of Burlington Northern Inc., a Delaware corporation (hereafter "Burlington Northern" or the "Company"), whose General Office address is 176 East Fifth Street, City of Saint Paul, County of Ramsey, State of Minnesota 55101; that as such Assistant Secretary and Officer he is one of the keepers of the records and corporate seal of the Company; that attached hereto is a true and exact copy from the original corporate records of the Company of the:

Agreement And Plan Of Merger Of Spokane, Portland And Seattle Railway Company, A Washington Corporation, Into Burlington Northern Inc., A Delaware Corporation, dated February 26, 1979, together with the official certificate of the Secretary of State of the State of Delaware, dated October 9, 1979, together with the implementing corporate resolutions;

Registered
Indexed, Direct
Indirect
Recorded
Mailed

Certificate Of Ownership And Merger, Merging Spokane, Portland And Seattle Railway Company Into Burlington Northern Inc., dated September 25, 1979; together with the official certificate of the Secretary of State of the State of Washington, dated October 8, 1979, together with the implementing resolutions, and the official Certificate of Correction of the Secretary of State, of the State of Washington dated October 22, 1979.

I further certify that as of the date of this Affidavit and Certificate said Agreement And Plan Of Merger, and Certificate Of Ownership And Merger have not been altered, amended or repealed and continue and remain in full force and effect. That I make this Affidavit on behalf of Burlington Northern Inc. for the purpose of evidencing in the Land Registry Records in the County in which this Affidavit and Certificate is filed the fact that, as a result of said merger, Burlington Northern Inc. is the successor in interest and title by merger to Spokane, Portland and Seattle Railway Company, and to induce the passage of title to real property free and clear of all questions of devolution or succession of title from Spokane, Portland and Seattle Railway Company unto Burlington Northern Inc., and all questions relating thereto.



GE 295

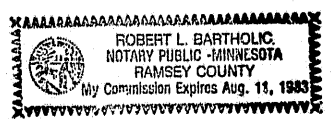
IN WITNESS WHEREOF, I have hereunto set my hand and
affixed the corporate seal of the Company at Saint Paul,
County of Ramsey, State of Minnesota, this 24th day of November.



R. J. Morin
R. J. MORIN
Assistant Secretary

STATE OF MINNESOTA)
COUNTY OF RAMSEY) ss

The foregoing instrument was acknowledged before me this
24th day of November, 1980, by R. J. MORIN, Assistant Secre-
tary, Burlington Northern Inc., a Delaware corporation, on
behalf of the corporation.



Robert L. Bartholic
Robert L. Bartholic
Notary Public, County of Ramsey,
State of Minnesota
My Commission Expires August 11,
1983

(NOTARIAL SEAL)

Conveyancing, State Deed Tax, etc., Due Hereon: None
Mortgage Registration Tax Due Hereon: None
Real Property Taxes For the Within Described
Real Property Should Be Sent To: Not Applicable

This instrument was drafted by:
Robert L. Bartholic
Attorney-at-Law
Assistant General Counsel
Burlington Northern Inc.
Law Department, Room 1180
176 East Fifth Street
St. Paul, Minnesota 55101

STATE OF WASHINGTON }
COUNTY OF SKAMANIA }

I HEREBY CERTIFY THAT THE WITHIN
INSTRUMENT OF WRITING, FILED BY
Chas. F. Co. Title Co.
OF Spokane, Wash.
ON Dec 9, 1980
WAS RECORDED IN BOOK K
OF Page 295-312
RECORDS OF SKAMANIA COUNTY, WASH.
E. Masford
County Auditor
Spokane

GE 297

CERTIFICATE OF CORRECTION 298
OF BOOK K PAGE 297

CERTIFICATE OF OWNERSHIP AND MERGER

OCT 22 1979

MERGING

SECRETARY OF STATE
STATE OF WASHINGTON

SPOKANE, PORTLAND AND SEATTLE RAILWAY COMPANY

P048245
FILE NUMBER



BOOK K PAGE 299
FOREIGN

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **BRUCE K. CHAPMAN**, Secretary of State of the State of Washington and custodian of its seal,
hereby certify that a duly authenticated copy of the

CERTIFICATE OF CORRECTION

of MURLINGTON NORTHERN INC.
a foreign corporation of Delaware

were filed for record in this office at 8 o'clock A.M., on this date, and
I further certify that such copy remains on file in this office.

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

October 22, 1979

Bruce K. Chapman

BRUCE K. CHAPMAN
SECRETARY OF STATE

Handwritten: Chief Deputy Clerk
**CERTIFICATE OF CORRECTION
OF BOOK K PAGE 118**

CERTIFICATE OF OWNERSHIP AND MERGER

OCT 22 1979

MERGING

**SECRETARY OF STATE
STATE OF WASHINGTON**

SPOKANE, PORTLAND AND SEATTLE RAILWAY COMPANY

INTO

BURLINGTON NORTHERN INC.

Burlington Northern Inc., a corporation organized and existing under the laws of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That Burlington Northern Inc. was incorporated on the 13th day of January, 1961, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That Burlington Northern Inc. on the date hereof owns all of the issued and outstanding shares of the common stock of Spokane, Portland and Seattle Railway Company, a corporation incorporated on the 23rd day of August, 1905, pursuant to the General Statutes of the State of Washington.

THIRD: That the Board of Directors of Burlington Northern Inc. by the attached resolution duly adopted at a meeting held on September 11, 1978 approved the attached Agreement and Plan of Merger to merge into itself and to assume all of the obligations of, Spokane, Portland and Seattle Railway Company, said merger to become effective November 1, 1979.

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FOURTH: Burlington Northern Inc., as the surviving corporation, pursuant to Chapter 23A. 20.070 of the Washington Business Corporation Act, hereby (1) agrees that it may be served with process in the State of Washington in any proceeding in the enforcement of any obligation of any domestic corporation which is a party to this merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such domestic corporation against the surviving or new corporation; (2) irrevocably appoints the Secretary of State of the State of Washington as its agent to accept service of process in any such proceeding; and (3) agrees that it will promptly pay to the dissenting shareholders of any such domestic corporation the amount, if any, to which they shall be entitled under the provisions of Chapter 23A. 24 of the Washington Business Corporation Act with respect to the rights of dissenting shareholders.

IN WITNESS WHEREOF, said Burlington Northern Inc. has caused this Certificate to be signed by Frank S. Farrell, its Vice President and attested by G. F. Steinhibel, its Assistant Secretary this 25th day of September, 1979.

BURLINGTON NORTHERN INC.

Frank S. Farrell
By /s/ Frank S. Farrell
Vice President

G. F. Steinhibel
G. F. Steinhibel
Assistant Secretary



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BOOK K PAGE 301

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

SPOKANE, PORTLAND AND SEATTLE RAILWAY COMPANY

INTO

P049245
FILE NUMBER



STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **BRUCE K. CHAPMAN**, Secretary of State of the State of Washington and custodian of its seal,
hereby certify that a duly authenticated copy of the

ARTICLES OF MERGER

of BURLINGTON NORTHERN INC.
a foreign corporation of Delaware
(Merging with and into itself SPOKANE, PORTLAND AND SEATTLE RAILWAY COMPANY)

were filed for record in this office at 8 o'clock A.M. on this date, and
I further certify that such copy remains on file in this office.



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

October 8, 1979

Bruce K. Chapman

BRUCE K. CHAPMAN
SECRETARY OF STATE

SEP-87-A

FOURTH: Burlington Northern Inc., as the surviving
corporation, pursuant to Chapter 23A. 10.070 of the Washington
Corporation Act hereby (1) agrees that it may be

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BOOK K PA. 301

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

SPOKANE, PORTLAND AND SEATTLE RAILWAY COMPANY

INTO

BURLINGTON NORTHERN INC.

Burlington Northern Inc., a corporation organized and existing under the laws of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That Burlington Northern Inc. was incorporated on the 13th day of January, 1961, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That Burlington Northern Inc. on the date hereof owns all of the issued and outstanding shares of the common stock of Spokane, Portland and Seattle Railway Company, a corporation incorporated on the 23rd day of August, 1905, pursuant to the General Statutes of the State of Washington.

THIRD: That the Board of Directors of Burlington Northern Inc. by the attached resolution duly adopted at a meeting held on September 11, 1978 approved the attached Agreement and Plan of Merger to merge into itself and to assume all of the obligations of, Spokane, Portland and Seattle Railway Company, said merger to become effective November 1, 1979.

October 8, 1979

James H. Chapman

JAMES H. CHAPMAN
SECRETARY OF STATE



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BOOK K PAGE 302

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FOURTH: Burlington Northern Inc., as the surviving corporation, pursuant to Chapter 23A. 20.070 of the Washington Business Corporation Act, hereby (1) agrees that it may be served with process in the State of Washington in any proceeding in the enforcement of any obligation of any domestic corporation which is a party to this merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such domestic corporation against the surviving or new corporation; (2) irrevocably appoints the Secretary of State of the State of Washington as its agent to accept service of process in any such proceeding; and (3) agrees that it will promptly pay to the dissenting shareholders of any such domestic corporation the amount, if any, to which they shall be entitled under the provisions of Chapter 23A. 24 of the Washington Business Corporation Act with respect to the rights of dissenting shareholders.

IN WITNESS WHEREOF, said Burlington Northern Inc. has caused this Certificate to be signed by Frank S. Farrell, its Vice President and attested by G. F. Steinhibel, its Assistant Secretary this 25th day of September, 1979.

BURLINGTON NORTHERN INC.

BURLINGTON NORTHERN INC.
(CORPORATE SEAL)

1961
DELAWARE

ATTEST:

G. F. Steinhibel
By /s/ G. F. Steinhibel
Assistant Secretary

Frank S. Farrell
By /s/ Frank S. Farrell
Vice President

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CERTIFICATE

I, G. F. Steinhibel, hereby certify that I am one of the Assistant Secretaries of Burlington Northern Inc. (the Company); that as such Assistant Secretary I am one of the keepers of the records and corporate seal of the Company; that attached hereto is a true and complete copy of certain resolutions duly adopted at a meeting of the Board of Directors of the Company held in St. Paul, Minnesota, on September 11, 1979; at which a quorum was present and acting throughout; and that said resolutions have not been altered, amended or repealed and remain in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of the Company this 25th day of September, 1979.


/s/ G. F. Steinhibel
Assistant Secretary

(CORPORATE SEAL)

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RESOLVED, that officers of the Company be, and they hereby are, authorized to execute any and all instruments in addition to those hereinbefore mentioned, make any and all payments and do and perform any and all acts and things which

REC C131 PAGE 133

RESOLVED, that this Board hereby approves a plan of unification providing for the merger of Spokane, Portland and Seattle Railway Company (Spokane Company), all of the issued and outstanding capital stock of which is owned by Burlington Northern Inc. (Company), into the Company, hereinafter sometimes collectively referred to as the Constituent Companies.

RESOLVED, that subject to approval and authorization by the Interstate Commerce Commission (ICC), the Spokane Company be merged into the Company as the surviving corporation in accordance with the terms and provisions of an Agreement and Plan of Merger between the Company and Spokane Company which has been submitted to this meeting (hereafter in these resolutions sometimes referred to as the Merger Agreement) which Merger Agreement is hereby approved; and that the Company enter into the Merger Agreement.

RESOLVED, that the President or any Vice President and the Secretary of the Company or any Assistant Secretary be, and hereby are, authorized to execute, acknowledge and deliver the Merger Agreement on behalf of the Company, and that subject to approval of the ICC as aforesaid, the President or any Vice President and the Secretary or any Assistant Secretary of the Company are hereby, respectively, authorized to file or tender for filing, record and take any and all such other action as may be necessary to effectuate said Merger Agreement in any and all jurisdictions where such filing, recording or other action shall be required and to take any and all actions necessary or appropriate to that end.

RESOLVED, that the Company, individually or jointly with Spokane Company, make such application or applications to the ICC under Section 5(2) of the Interstate Commerce Act, as well as any and all amendments and supplements thereto, as may be necessary or appropriate, in such form as the officers executing the same shall deem appropriate, for approval and authorization of the merger of the Spokane Company into the Company as the surviving corporation in accordance with the terms and provisions of the Merger Agreement any of which applications may be combined in one document with applications to take certain other actions requiring approval of the ICC, if any, under other Sections of the Act, including without limitation Sections 1(18) through 1(20) and Section 20a; and Norman M. Lorentzen, President, or Frank H. Coyne, Executive Vice President-Finance and Administration or Frank E. Farrell, Vice President-Law, be, and each of them hereby is, authorized on behalf of the Company to execute, verify and file all applications and amendments and supplements thereto made by the Company pursuant to this resolution.

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AGREEMENT AND PLAN OF MERGER

OF

a.

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RESOLVED, that officers of the Company be, and they hereby are, authorized to execute any and all instruments in addition to those hereinbefore mentioned, make any and all payments and do and perform any and all acts and things which the officers or any of them may deem necessary or desirable in order to effectuate the purposes of the resolutions hereinabove set forth.

Unofficial
Copy

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AGREEMENT AND PLAN OF MERGER

OF

SPOKANE, PORTLAND AND SEATTLE RAILWAY COMPANY
A WASHINGTON CORPORATION

INTO

BURLINGTON NORTHERN INC.
A DELAWARE CORPORATION

THIS AGREEMENT AND PLAN OF MERGER dated this 26th day of February, 1979, between Spokane, Portland and Seattle Railway Company, a corporation duly organized and existing under the laws of the State of Washington, hereinafter called "Spokane Company" and Burlington Northern Inc., a corporation duly organized and existing under the laws of the State of Delaware, hereinafter called "Burlington":

WHEREAS, Burlington, a Delaware corporation, is the record and equitable owner of all of the outstanding shares of the capital stock of Spokane Company; and

WHEREAS, the directors of Spokane Company and Burlington believe it to be in the best interests of both corporations that Spokane Company be merged into Burlington;

NOW THEREFORE, in consideration of the premises and the mutual agreements and undertakings herein set forth,

Spokane and Burlington, in accordance with the Washington Business Corporation Act and the Delaware Corporation Law, do hereby agree as follows:

1. Burlington shall be the surviving corporation and on and after the effective date of the merger said corporation shall continue to exist as a corporation under the laws of the State of Delaware with all of the rights and obligations of a corporation organized under the Delaware Corporation Law.

2. On the effective date of the merger, the separate existence of Spokane Company shall cease, and all of its assets, property, rights, privileges, leases, patents and franchises, of whatsoever nature and description, subject to all of its liabilities and obligations, shall be transferred to, vest in, and devolve upon Burlington as the surviving corporation, without further act or deed. The officers and boards of directors of the above-named corporations are authorized to execute all deeds, assignments, and documents of every nature which may be necessary to effectuate a full and complete transfer of ownership of such property and liabilities to Burlington. Confirmatory deeds, assignments or other like instruments, when deemed desirable by Burlington to evidence such transfer, vesting or devolution of any property, right, privilege or franchise, shall at any time, or

7. The number of issued and outstanding shares of the capital stock of Burlington, the surviving corporation as of December 31, 1977 are as follows: 2,697,921 shares

by the corresponding officers of the surviving corporation.

3. The officers and directors of Burlington shall be the officers and directors of the surviving corporation, who shall hold office until their successors are duly elected and qualified under the provisions of the by-laws of the surviving corporation.

4. On the effective date of this merger, all shares of the capital stock of Spokane Company, consisting of 400,000 shares of \$100 par value common stock, and all of its outstanding First Mortgage Gold Bonds of a principal amount of \$42,710,000, all of which are held by Burlington, shall be canceled. No shares of capital stock, bonds or other securities or evidence of indebtedness of Burlington shall be issued in respect of or in exchange for the capital stock or bonds of Spokane Company.

5. The Restated Certificate of Incorporation and By-Laws of Burlington, as the surviving corporation, shall continue in full force and effect and shall not be amended as part of this merger.

6. The principal offices of Burlington are located at 176 East Fifth Street, St. Paul, Minnesota 55101.

7. The number of issued and outstanding shares of the capital stock of Burlington, the surviving corporation as of December 31, 1977 are as follows: 2,697,921 shares of \$10 Par Value Preferred Stock; 344,850 shares of Series A Convertible Preferred Stock, 2,000,000 shares of \$2.85 Convertible Preferred Stock; and 12,501,281 shares of No Par Common Stock.

8. The merger, transfer of assets from Spokane Company to Burlington, assumption of obligations and liabilities of Spokane Company by Burlington, and cancellation of Spokane Company capital stock and bonds provided for in this Agreement shall take effect upon the tendering of this Agreement or a certificate of merger for filing in the office of the Secretary of State of the State of Delaware; if (a) this Agreement shall have been duly approved by the Boards of Directors of Burlington and Spokane Company and (b) the merger of Spokane Company into Burlington upon the terms and conditions herein provided for shall have been approved and authorized by the Interstate Commerce Commission as provided in Section 5 of the Interstate Commerce Act.

IN WITNESS WHEREOF, this Agreement and Plan of

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Merger has been executed on behalf of the aforementioned corporations by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, hereunto affixed as of the day and year first written.

BURLINGTON NORTHERN INC.

BURLINGTON NORTHERN INC.
(CORPORATE SEAL)
1961
DELAWARE

and

By /s/ N. M. Lorentzen
President

John C. Ashton
/s/ John C. Ashton
Secretary

ATTEST:

G. F. Steinhilbel
/s/ G. F. Steinhilbel
Assistant Secretary

SPOKANE, PORTLAND AND SEATTLE RAILWAY COMPANY

By /s/ *John C. Ashton*
President

SPOKANE, PORTLAND AND SEATTLE
RAILWAY COMPANY - INCORPORATED UNDER
THE LAWS OF THE STATE OF WASHINGTON
and
~~XXXXXXXXXXXXXX~~

G. F. Steinhilbel
/s/ G. F. Steinhilbel
Assistant Secretary

ATTEST:

G. F. Steinhilbel
/s/ G. F. Steinhilbel
Assistant Secretary

STATE OF MINNESOTA)

COUNTY OF RAMSEY)

BOOK K PA 311

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On this 26th day of February, 1979, before me a Notary Public, personally appeared N. M. Lorentssen and John C. Ashton to me personally known, who, being each by me duly sworn did say that they are respectively the President and Secretary of Burlington Northern Inc., the corporation named in the foregoing instrument, and that the seal affixed to said instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors.

NOTARIAL SEAL
RAMSEY COUNTY, MINN.

Dorothy Tjornhom

Dorothy Tjornhom
Notary Public, Ramsey County, Minn.
My Commission Expires Aug. 30, 1979

STATE OF MINNESOTA)

COUNTY OF RAMSEY)

On this 26th day of February, 1979, before me a Notary Public, personally appeared John C. Ashton and G. F. Steinhibel to me personally known, who being each by me duly sworn did say that they are respectively the President and Assistant Secretary of Spokane, Portland and Seattle Railway Company, the corporation named in the foregoing instrument, and that the seal affixed to said instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors.

NOTARIAL SEAL
RAMSEY COUNTY,

Dorothy Tjornhom

Dorothy Tjornhom
Notary Public, Ramsey County, Minn.
My Commission Expires Aug. 30, 1979

91736

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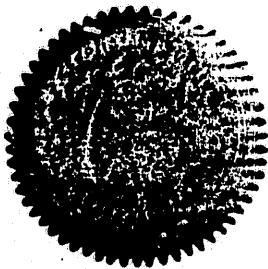
State of DELAWARE

Office of SECRETARY OF STATE

*I, Glenn C. Kenton Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of*

Certificate of Ownership of the "BURLINGTON NORTHERN INC.", a corporation organized and existing under the laws of the State of Delaware, merging "SPokane, PORTLAND AND SEATTLE RAILWAY COMPANY", a corporation organized and existing under the laws of the State of Washington, pursuant to Section 253 of the General Corporation Law of the State of Delaware, as received and filed in this office the ninth day of October, A.D. 1979, at 10 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand
and official seal at Dover this* ninth *day*
of October *in the year of our Lord*
one thousand nine hundred and seventy-nine.



RECEIVED FOR RECORD

OCT 9 1979

LBO J. DUGAN, Jr., Recorder

Glenn C. Kenton, Secretary of State