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FILED 102588
JUN -4 1991
CORPORATION DIVISION

**ARTICLES OF INCORPORATION
OF
FILCON AMERICA, INC.**

The undersigned individual of the age of 18 years or more, acting as incorporator under the Oregon Business Corporation Act, adopts the following articles of incorporation:

ARTICLE I

The name of the corporation is Filcon America, Inc.

ARTICLE II

A. The aggregate number of shares which the corporation shall have authority to issue is Five Thousand (5,000) shares of common stock, with each share having a par value of One Hundred Dollars (\$100).

ARTICLE III

Any vacancy occurring in the board of directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the board of directors, or by a sole remaining director. Any directorship to be filled by reason of an increase in the number of directors of the corporation shall be filled by election at the next annual meeting of shareholders or at a special meeting of shareholders called for that purpose.

ARTICLE IV

A. Indemnification. The corporation shall indemnify to the fullest extent not prohibited by law any person who was or is a party or is threatened to be made a party to any Proceeding (as hereinafter defined) against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such Proceeding.

FILCON AMERICA, INC.



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B. Advancement of Expenses. Expenses incurred by a director or officer of the corporation in defending a Proceeding shall in all cases be paid by the corporation in advance of the final disposition of such Proceeding at the written request of such person, if the person:

(1) Furnishes the corporation a written affirmation of the person's good faith belief that such person is entitled to be indemnified by the corporation under this Article or under any other indemnification rights granted by the corporation to such person; and

(2) Furnishes the corporation a written undertaking to repay such advance to the extent it is ultimately determined by a court that such person is not entitled to be indemnified by the corporation under this Article or under any other indemnification rights granted by the corporation to such person. Such advances shall be made without regard to the person's ability to repay such advances and without regard to the person's ultimate entitlement to indemnification under this Article or otherwise.

C. Definition of Proceeding. The term "Proceeding" shall include any threatened, pending or completed action, suit or proceeding, whether brought in the right of the corporation or otherwise and whether of a civil, criminal, administrative or investigative nature, in which a person may be or may have been involved as a party or otherwise by reason of the fact that the person is or was a director or officer of the corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the corporation, or is or was serving at the request of the corporation as a director, officer or fiduciary of an employee benefit plan of another corporation, partnership, joint venture, trust or other enterprise, whether or not serving in such capacity at the time any liability or expense is incurred for which indemnification or advancement of expenses can be provided under this Article.

D. Non-Exclusivity and Continuity of Rights. The indemnification and entitlement to advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the articles of incorporation or any statute, agreement, general or specific action of the board of directors, vote of stockholders or otherwise, shall continue as to a person who has ceased to be a director or officer, shall inure to the benefit of the heirs, executors and administrators of such a person and shall extend to all claims for indemnification of advancement of expenses made after the adoption of this Article.

E. Amendments. Any repeal of this Article shall only be prospective and no repeal or modification hereof shall adversely affect the rights under this Article in effect at the time of the alleged occurrence of any action or omission to act that is the cause of any Proceeding.

ARTICLE V

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a director; provided that this Article V shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Oregon Business Corporation Act. No amendment to the Oregon Business Corporation Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission which occurs prior to the effective date of such amendment.

ARTICLE VI

Except as otherwise required by law, each outstanding share of common stock is entitled to one vote on each matter voted on at a shareholders' meeting.

ARTICLE VII

The address of the initial registered office of the corporation is 520 S.W. Yamhill Street, Suite 800, Portland, Oregon 97204 and the name of its initial registered agent at such address is Bert K. Fukumoto.

ARTICLE VIII


The mailing address for the corporation for notices is: 900 S.W. 5th Avenue, Suite 1530, Portland, Oregon 97204.

ARTICLE IX

The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
Bert K. Fukumoto	520 S.W. Yamhill Street, Suite 800 Portland. Oregon 97204

Dated: June 4, 1991.


Bert K. Fukumoto, Incorporator