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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR -7 PM 1:47

ACCOUNT NO. : 072100000032
REFERENCE : 614737 4393101
AUTHORIZATION :
COST LIMIT : \$ PPD

ORDER DATE : March 7, 2000
ORDER TIME : 11:39 AM
ORDER NO. : 614737-005
CUSTOMER NO: 4393101

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-03/07/00--01071--024
*****70.00 *****70.00

CUSTOMER: Wayne J. Orton, Cfo
Northwood Investments
59948 Downs Road
La Grande, OR 97850

FOREIGN FILINGS

5

NAME: NORTHWOOD MANUFACTURING, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

RECEIVED
00 MAR -7 PM 12:12
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

hjk
m/l/c

TRANSMITTAL LETTER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR -7 PM 1:47

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: NORTHWOOD MANUFACTURING INC
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

WAYNE J ORTON
(Name of Person)
NORTHWOOD MFG INC
(Firm/Company)
PO BOX 3359
(Address)
LAGRANDE OR 97850
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

WAYNE J ORTON at (541) 962-6274
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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DIVISION OF CORPORATIONS
00 MAR 27 PM 1:47

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. NORTHWOOD MANUFACTURING, INC
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. OREGON 3. 93-1180082
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. MAY 22, 1995 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. MAR 8, 2000
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. PO BOX 3359
LA GRANDE OR 97850
(Current mailing address)

8. WHOLESALE DISTRIBUTION TO DEALERS FOR RETAIL OF RVs PRODUCED BY NORTHWOOD MFG INC
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company
By: BRIAN COURTNEY, ASST. VP.
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

SECRETARY OF STATE
DIVISION OF CORPORATIONS
DOHAR-77PH 1147

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See attached officers/directors rider

RONALD L NASH

Address:

10305 WHITE BIRCH LANE
ISLAND CITY OR 97850

Vice Chairman:

Address:

Director:

SHERRY A NASH

Address:

10305 WHITE BIRCH LANE
ISLAND CITY OR 97850

Director:

Address:

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: See attached officers/directors rider

RONALD L NASH

Address:

10305 WHITE BIRCH LANE
ISLAND CITY OR 97850

Vice President:

CURTIS C. DANIELS

Address:

10603 W. 4TH ST
ISLAND CITY OR 97850

~~SECRETARY~~
VICE PRESIDENT

ERNEST P. LEWIS

Address:

1040 B N.W. 12TH
PENDLETON, OR 97801

~~SECRETARY~~
Treasurer:

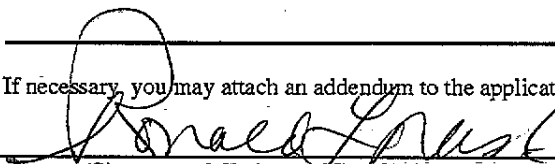
SHERRY A NASH

Address:

10305 WHITE BIRCH LANE
ISLAND CITY, OR 97850

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.



(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

RONALD L NASH PRESIDENT

(Typed or printed name and capacity of person signing application)

CERTIFICATE

State of Oregon

OFFICE OF THE SECRETARY OF STATE
Corporation Division

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR -7 PM 1:47

I, **BILL BRADBURY**, Secretary of State of Oregon, and Custodian of the Seal of said State, do hereby certify:

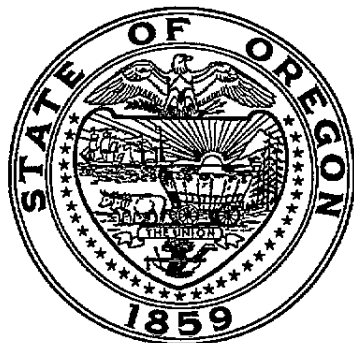
NORTHWOOD MANUFACTURING, INC.

was
incorporated
under the Oregon
Business Corporation Act
on
May 22, 1995

and is active on the records of the Corporation Division as of the date of this certificate.

In Testimony Whereof, I have hereunto set my hand and affixed hereto the Seal of the State of Oregon.

BILL BRADBURY, Secretary of State



By Debra L. Virag
Debra L. Virag
March 2, 2000