

RESTATED
ARTICLES OF INCORPORATION
OF
UPSTREAM 21 CORPORATION

ARTICLE 1 — NAME

1.1 The name of the corporation is Upstream 21 Corporation (the “Company”).

ARTICLE 2 — OREGON DOMESTIC CORPORATION

2.1 The Company is organized pursuant to the Oregon Business Corporation Act (the “Act”) under Chapter 60 of the Oregon Revised Statutes.

ARTICLE 3 — BEST INTERESTS OF THE COMPANY

3.1 “Best Interests” Defined. In all matters, including, but not limited to, the day-to-day operation and management of the Company, the best interests of the Company shall include due consideration of: the Company’s and its subsidiaries’ social, legal and economic effects on their employees, customers and suppliers and on the communities and geographic areas in which the Company and its subsidiaries operate; the long-term as well as short-term interests of the Company and its shareholders; and the Company’s and its subsidiaries’ effects on the environment.

3.2 No Additional Rights Created. Nothing in paragraph 3.1 above, express or implied, is intended to create or grant any right(s) in or for any person or cause(s) of action by or for any person. Notwithstanding the preceding sentence, any shareholder of the Company is entitled to rely on the definition of “best interests” in paragraph 3.1 above in enforcing its rights under the Act.

ARTICLE 4 — AUTHORIZED SHARES

4.1 Authorized Classes of Stock. The Company is authorized to issue shares of two classes of common stock: (a) 30,000,000 shares of Class A

Common Stock, 500 of which shall be designated as Series 1 Class A Common Stock, 20,000,000 of which shall be designated as Series 2 Class A Common Stock and 9,999,500 of which shall be designated as Series 3 Class A Common Stock; and (b) 30,000,000 shares of Class B Common Stock (collectively, "Common Stock").

4.2 Distinguishing Characteristics of Classes. The classes and series of stock authorized shall have the following characteristics:

4.2.1 Series 1 Class A Common Stock. Except for the Initial Board as defined in paragraph 10.2 below, each individual elected to the Board of Directors and the President as Ex Officio member of the Board of Directors shall, upon qualification, be issued one share of stock. So long as that individual remains a director, that share shall be deemed Series 1 Class A Common Stock. If an individual is holding a share as Series 1 Class A Common Stock at the time he/she is reelected to the Board, no additional share shall be issued to him/her under this paragraph 4.2.1.

4.2.2 Series 2 Class A Common Stock. Any shares (a) held by a person or entity that purchased the shares directly from the Company and (b) that are not designated by the Board as Class B Common Stock at the time of issuance, shall be deemed Series 2 Class A Common Stock unless the holder of the shares is a Qualified Employee (as defined in paragraph 4.2.3 below),

4.2.3 Series 3 Class A Common Stock. Any shares held by a Qualified Employee, other than Series 1 Class A Common Stock, shall be deemed Series 3 Class A Common Stock. For purposes of these Articles of Incorporation, "Qualified Employee" means any employee of the Company or of a subsidiary in which the Company owns, directly or indirectly, at least a majority voting interest ("Company Subsidiary") who: (a) has been employed by the Company or Company Subsidiary for at least 12 consecutive months; (b) averaged at least 20 hours per week as a paid employee of the Company or Company Subsidiary during that 12-month period; and (c) averaged at least 20 hours per week as a paid employee of the Company or Company Subsidiary during the 6-month period immediately before the date that he/she acquires the stock or the date on which automatic conversion occurs under paragraphs 4.8.2.2 or 4.8.4 below.

4.2.4 Class B Common Stock. Any shares (a) designated by the Board at the time of issuance as Class B Common Stock or (b) held in any capacity other than as described in paragraphs 4.2.1, 4.2.2, or 4.2.3 above shall be deemed Class B Common Stock.

4.3 Voting of Shares. Holders of Common Stock are entitled to one vote per share on any matter submitted to the shareholders for approval. With the exception of the Series 1 Class A Common Stock, the record date established by the Board of Directors for any shareholders meeting shall be the

determinative date with regard to which class or series of stock may be voted by each shareholder for purposes of all actions taken at the ensuing shareholders meeting. At any shareholders meeting, Series 1 Class A Common Stock may be voted (in person or by proxy) only by a person who is a member of the Board of Directors on the date of the shareholders meeting (for purposes of this paragraph 4.3, persons newly elected to the Board of Directors at any shareholders meeting are not deemed to take office until qualified, but in any event no sooner than the day next following the adjournment of the shareholders meeting). If shareholder action is taken by consent under Article 6 below, the determinative date for all classes and series of stock shall be the date the consent action is delivered to the Company for inclusion in the minutes or filing with the corporate records. All determinations of class or series shall be made by the Secretary of the Company (or any other officer appointed by the Board of Directors for this specific purpose) and shall be conclusive and binding on all shareholders.

4.4 Ordinary Actions. If a quorum exists, action on any matter submitted to the shareholders (other than voting for directors or Extraordinary Actions, as defined in paragraph 4.6 below) shall be approved if a majority of all shares, without regard to class or series, that are entitled to vote on the action and represented in person or by proxy, vote in favor of the action.

4.5 Extraordinary Actions. An Extraordinary Action (as defined in paragraph 4.6 below) shall be approved by the shareholders only if either of the events described in paragraphs 4.5.1 or 4.5.2 occurs:

4.5.1 A majority of all shares entitled to vote on the action, without regard to class or series, shall vote in favor of the action; and two-thirds of all shares of any two series of Class A Common Stock entitled to vote on the action, voting separately by series, shall not vote against the action; or

4.5.2 Two-thirds of all shares of any two series of Class A Common Stock entitled to vote on the action, voting separately by series, shall vote in favor of the action.

4.5.3 At a shareholder meeting, the shareholders shall vote only once on Extraordinary Actions. However, their votes shall be counted as set forth above.

4.6 “Extraordinary Actions” means any of the following matters:

4.6.1 Amendments to the Articles of Incorporation, except those amendments authorized by Section 60.434 of the Act that may be adopted by the Board of Directors without shareholder action.

4.6.2 Amendments to the Bylaws (this paragraph 4.6.2 is not intended to provide exclusive authority to the shareholders to amend the bylaws).

4.6.3 A plan of conversion.

- 4.6.4 A plan of merger.
- 4.6.5 A plan of share exchange.
- 4.6.6 A plan of dissolution.
- 4.6.7 The sale, lease, exchange or other disposition of all or substantially all of the Company's property, including, but not limited to, a sale in dissolution, with or without the good will, other than in the usual and regular course of business.
- 4.6.8 The removal of a director.
- 4.7 Dissolution. On dissolution of the Company, the net assets of the Company shall be distributed pro rata among the holders of the Common Stock.
- 4.8 Conversion. The Common Stock shall be convertible as follows:
 - 4.8.1 Series 1 Class A Common Stock. Series 1 Class A Common Stock shall automatically convert to Class B Common Stock on the date that its holder ceases to be a director of the Company, unless the holder of the Series 1 Class A Common Stock is a Qualified Employee, in which case the share shall automatically convert to Series 3 Class A Common Stock.
 - 4.8.2 Series 2 Class A Common Stock. Series 2 Class A Common Stock shall automatically convert to either:
 - 4.8.2.1 Class B Common Stock on the date that its holder, or its beneficial owner if held in nominee name, voluntarily or involuntarily transfers the stock. Notwithstanding the prior sentence, an individual holder of Series 2 Class A Common Stock may transfer his/her shares to himself/herself as sole trustee of a trust for the benefit of that shareholder and/or the spouse, children, grandchildren, great-grandchildren or siblings of such shareholder without triggering automatic conversion under this paragraph 4.8.2.1; provided, however, that when the original holder (grantor of the trust) is no longer the sole trustee of the trust or any of the stock is later transferred to beneficiaries other than the original holder (grantor of the trust), the shares shall automatically be converted to Class B Common Stock as provided in this paragraph 4.8.2.1; or,
 - 4.8.2.2 Series 3 Class A Common Stock on the date that its holder becomes a Qualified Employee.
 - 4.8.3 Series 3 Class A Common Stock. Series 3 Class A Common Stock shall automatically convert on the date that its holder ceases to be a Qualified Employee to either:

4.8.3.1 Class B Common Stock; or,

4.8.3.2 Series 2 Class A Common Stock if the holder held the stock as Series 2 Class A Common Stock immediately prior to becoming a Qualified Employee.

4.8.4 Class B Common Stock. Class B Common Stock shall automatically convert to Series 3 Class A Common Stock on the date that its holder becomes a Qualified Employee.

4.9 Mechanics of Conversion. The Common Stock shall be converted as set forth in paragraph 4.8 above automatically, without the need for surrender of old share certificates or the issuance of new certificates. All certificates for shares shall bear a legend with respect to the automatic conversion provisions set forth in paragraphs 4.8 above and this paragraph 4.9.

ARTICLE 5 — SPECIAL SHAREHOLDER MEETINGS

5.1 The Company shall hold a special meeting of shareholders on call of its President or Board of Directors, or if the holders of at least 25 percent of all the votes entitled to be cast on any issue proposed to be considered at the special meeting sign, date and deliver to the Company's secretary one or more written demands for the meeting describing the purpose(s) for which it is to be held.

ARTICLE 6 — ACTION BY SHAREHOLDERS

6.1 Action by Majority Consent. Any action required or permitted by law to be taken at a shareholders' meeting may be taken without a meeting if the action is taken by shareholders having not less than the minimum number of votes that would be necessary to take the action at a meeting at which all shareholders entitled to vote on the action were present and voted. The action must be evidenced by one or more written consents describing the action taken, signed by all shareholders taking the action and delivered to the Company for inclusion in the minutes or filing with the corporate records. If action is taken in the manner described above, the Company must give written notice of the action, promptly after the action is taken, to shareholders who did not consent in writing to the action. In addition, if notice of the action taken must by law be given to nonvoting shareholders, the Company must give its nonvoting shareholders written notice of the action promptly after the action is taken. In either case, the notice given must contain or be accompanied by the same material that would have been required to be sent to those shareholders in a notice of meeting at which the proposed action would have been submitted to those shareholders for action. If a shareholder action taken under this paragraph 6.1 is an Extraordinary

Action and it does not meet the requirements of paragraph 6.2 below, the action shall not be an effective shareholder action until the 30th day after the date of the notice to all shareholders. If within that 30 day notice period, the Company receives written notice[s] signed by two-thirds of all shares of any two series of Class A Common Stock entitled to vote on the action, voting separately by series, stating that they do not consent to the Extraordinary Action, the action shall not become effective.

6.2 Action by Class A Shareholders' Consent. Any Extraordinary Action required or permitted by law to be taken at a shareholders' meeting may be taken without a meeting if the action is taken by shareholders holding not less than two-thirds of the shares of any two series of Class A Common Stock entitled to vote on the action, voting separately by series. The Extraordinary Action must be evidenced by one or more written consents describing the action taken, signed by all Class A shareholders taking the action and delivered to the Company for inclusion in the minutes or filing with the corporate records. If Extraordinary Action is taken in the manner described above, the Company must give written notice of the action, promptly after the action is taken, to shareholders who did not consent in writing to the action. In addition, if notice of the action taken must by law be given to nonvoting shareholders, the Company must give its nonvoting shareholders written notice of the action promptly after the action is taken. In either case, the notice given must contain or be accompanied by the same material that would have been required to be sent to those shareholders in a notice of meeting at which the proposed action would have been submitted to those shareholders for action. Any Extraordinary Action taken under this paragraph 6.2 shall be an effective action of the shareholders as of the date the Company receives the written consent of shareholders holding the minimum number of Class A shares, voting separately by series, required for such action.

ARTICLE 7 —BOARD OF DIRECTORS

7.1 Number of Directors and Term of Office. The Board of Directors shall consist of not less than three or more than nine directors. The Company initially shall have three directors, and the number of directors otherwise shall be determined from time to time by resolution of the Board of Directors. Directors elected by the shareholders shall serve for a term of two years or until their successors are duly elected and qualified.

7.2 Qualifications. Except for the Initial Board as defined in paragraph 10.2 below, the directors shall have the following qualifications:

7.2.1 President as Ex Officio member of the Board of Directors. The President shall be an ex officio member of the Board of Directors.

7.2.2 Employee/Shareholder Directors. No less than one-third of the directors shall be officers of the Company who are also Series 3 Class A or Series 2 Class A shareholders of the Company (the “Officer Class”). The President, as an ex officio member of the Board of Directors, shall be counted towards this one-third requirement.

7.2.3 Other Directors. Of the remaining directors: (a) one-half shall be non-employee shareholders (or their representative(s), if an entity) of the Company (the “Non-Employee Shareholder Class”) and (b) one-half shall be unaffiliated directors who may be, but are not required to be, shareholders of the Company (the “Unaffiliated Class”). For purposes of these Articles of Incorporation, an “unaffiliated director” means a person who is not: (i) an employee or former employee of the Company or any affiliate of the Company (as defined below); (ii) a provider of professional services to the Company, either directly or indirectly through that person’s employer; (iii) a customer of or supplier to the Company, unless the value of the sale or transaction is deemed not material by the Board; (iv) a family member of a director or executive officer of the Company; (v) a recipient of the Company’s charitable giving; or (vi) a shareholder owning more than 5% of the Company’s outstanding shares of Common Stock. For purposes of these Articles of Incorporation, an “affiliate” means an entity in which the Company owns, directly or indirectly, at least a 10% ownership interest.

7.2.4 Allocation Adjustments. If the number of directors as determined by the Board of Directors pursuant to paragraph 7.1 above does not allow the exact allocation of board members to the classes as specified in paragraphs 7.2.2 and 7.2.3 above, then the Board of Directors shall, in good faith, make necessary adjustments to the number of directors allocated to each class, consistent with these specified allocations to the greatest extent practicable.

7.2.5 Class A or Board-Nominated. In all cases, the directors shall have been nominated for election as a director by resolution of the Board of Directors or by a holder of Class A Common Stock. All nominations must designate the class of director for which the person is being nominated.

7.3 Standard of Conduct. As a condition precedent to assuming official duties as a member of the Company’s Board of Directors, each director, including the Initial Board and President as an ex officio member, shall sign an agreement stating that he/she “shall discharge the duties of a director, including duties as a member of a Board committee, in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner the director reasonably believes to be in the best interests of the Company. The agreement shall further state that “the best interests of the Company includes due consideration of: the Company’s and its subsidiaries’ social, legal and economic effects on their employees, customers and suppliers and on the communities and geographic areas in which the

Company and its subsidiaries operate; the long-term as well as short-term interests of the Company and its shareholders; and the Company's and its subsidiaries' effects on the environment.”

ARTICLE 8 — EVALUATION OF TENDER OR EXCHANGE OFFER OR MERGER OR CONSOLIDATION

8.1 When evaluating any offer of another party to make a tender or exchange offer for any equity security of the Company, or any proposal to merge or consolidate the Company with another corporation or to purchase or otherwise acquire all or substantially all the properties and assets of the Company, the directors of the Company shall, in determining what they believe to be in the best interests of the Company, give due consideration to: the social, legal and economic effects on employees, customers and suppliers of the Company and its subsidiaries and on the communities and geographic areas in which the Company and its subsidiaries operate; the economy of the state and the nation; the environment; the long-term as well as short-term interests of the Company and its shareholders, including the possibility that these interests may be best served by the continued independence of the Company; and other relevant factors. Nothing in this paragraph 8.1, express or implied, is intended to create or grant any right(s) in or for any person or cause(s) of action by or for any person. Notwithstanding the preceding sentence, any shareholder of the Company is entitled to rely on the provisions of this paragraph 8.1 in enforcing its rights under the Act.

ARTICLE 9 — DIRECTOR LIABILITY

9.1 No director of the Company shall be personally liable to the Company or its shareholders for monetary damages arising out of conduct as a director, except for:

9.1.1 Breach of Duty of Loyalty. Any breach of the director's duty of loyalty to the Company or its shareholders.

9.1.2 Bad Faith. Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.

9.1.3 Unlawful Distributions. Any unlawful distribution under Section 60.367 of the Act.

9.1.4 Improper Benefit. Any transaction from which the director derived an improper personal benefit.

9.1.5 Other Acts. Any other act for which elimination of liability is not permitted under the Act. However, no amendment to the Act that further limits the acts or omissions for which elimination of liability is permitted shall affect a director's liability for any act or omission that occurs before the effective date of that amendment.

ARTICLE 10 — INITIAL BOARD OF DIRECTORS

10.1 Names and Addresses. The names and addresses of the Company's initial board of directors are as follows:

<u>Name</u>	<u>Address</u>
Leslie E. Christian	Suite 712 1700 Westlake Avenue North Seattle, WA 98109
Bryan Gooch Redd	Suite 200A 227 SW Pine Street Portland, OR 97204
Carsten Henningsen	Suite 250 721 NW Ninth Avenue Portland, OR 97209

10.2 Definition of Initial Board. For purposes of these Articles of Incorporation, the persons named above and any persons appointed to the Board of Directors prior to the Company's first meeting of shareholders at which directors are elected shall be defined as the "Initial Board."

10.3 Term of Office for Initial Board. Each member of the Initial Board shall serve until the Company's first meeting of shareholders at which directors are elected or until his/her successor is duly elected and qualified.

ARTICLE 11 — REGISTERED AGENT AND OFFICE

11.1 The name and address of the Company's initial registered agent and office are:

Katherine L. Moyer
c/o Endeavor Law Group
295 West Broadway
Eugene, OR 97401

ARTICLE 12 — INCORPORATOR

12.1 The name and address of the Company's incorporator are:

Bryan Gooch Redd
Suite 200A
227 SW Pine Street
Portland, OR 97204

ARTICLE 13 — MAILING ADDRESS

13.1 The address to which notices to the Company may be mailed is:

Upstream 21 Corporation
Attn: Bryan Gooch Redd, President & CEO
Suite 200A
227 SW Pine Street
Portland, OR 97204

ARTICLE 14 — SHARHOLDER AGREEMENT INCONSISTENT WITH ACT

14.1 Articles Considered Shareholder Agreement. To the extent any provision[s] of these Articles of Incorporation is [are] inconsistent with the Act, the inconsistent provision[s] of these Articles shall be (a) considered a shareholder agreement under Section 60.265 of the Act and (b) be valid for so long as the Company shall remain in existence or until amended in accordance with paragraph 4.5 above.

14.2 Elimination of Certain Remedies Available to a Court. Pursuant to Sections 60.265 and 60.952(3) of the Act, and as part of the shareholder agreement referenced in paragraph 14.1 above, all remedies provided for in Section 60.952(2) of the Act are hereby eliminated with the exception of subsections (e), (h), (j) and (m).

Dated:

Bryan Gooch Redd, Incorporator

Person to contact about this filing:

Bryan Gooch Redd
Telephone: 503.221.9883