

State of Idaho

Department of State.

CERTIFICATE OF AUTHORITY OF

K. G. WALTERS CONSTRUCTION CO., INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **K. G. WALTERS CONSTRUCTION CO., INC.**

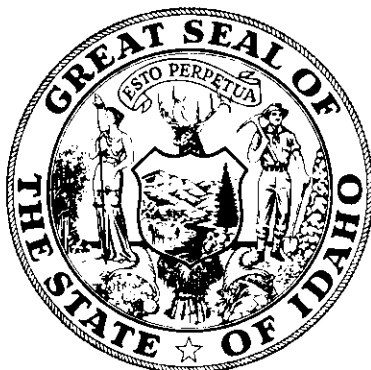
_____ for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to **K. G. WALTERS CONSTRUCTION CO., INC.**

to transact business in this State under the name **K. G. WALTERS CONSTRUCTION CO., INC.**

_____ and attach hereto a duplicate original of the Application for such Certificate.

Dated **July 9, 1984**



Pete T. Cenarrusa

SECRETARY OF STATE

Denise Healer

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State, Idaho

JUL 9 3 20 PM '84

JUL 11 1 56 PM '83

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:

1. The name of the corporation is K.G. Walters Construction Co., Inc.

2. The name which it shall use in Idaho is K.G. Walters Construction Co., Inc.

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of California

4. The date of its incorporation is October 4, 1974, 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 10275 Loch Haven Drive, Santa Rosa, CA 95404

6. The address to which correspondence should be addressed, if different from that in item 5.

PO Box 4359, Santa Rosa, CA 95402

7. The street address of its proposed registered office in Idaho is _____

Star Route Box 33, Ashton, Idaho, and the name of its proposed registered agent in Idaho at that address is Janice Brown

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

construction contracting--

heavy const., highway const., building const.

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

Name

Office

Address

Kenneth G. Walters--President/Treas. 10038 Loch Haven Dr., Santa Rosa, CA

LaVerne O. Walters--V-Pres./Secty. 10038 Loch Haven Dr., Santa Rosa, CA

Kenneth G. Walters--Director 192 Temelec Circle, Sonoma, CA

(continued on reverse)

10. 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 |
|------------------|-------|--|
| 20,000 | | \$10.00 |
| | | |
| | | |

11. 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 |
|------------------|-------|--|
| 20,000 | | \$10.00 |
| | | |
| | | |

12. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.
13. 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.

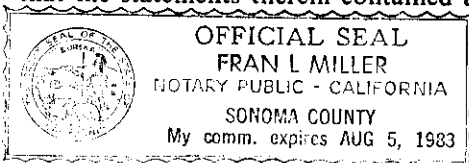
Dated: June 17, 1983

K.G. Walters Construction Co., Inc.
By [Signature]
Its President/Vice President (please specify)
and LaSerna O. Walters
Its Secretary/Assistant Secretary (please specify)

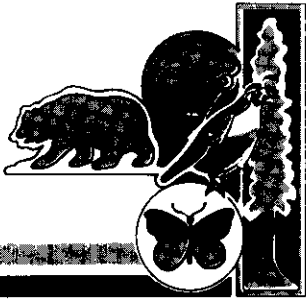
STATE OF California)
COUNTY OF Sonoma)ss

I, Fran L. Miller, a notary public, do hereby certify that on this 17 day of June, 19 83, personally appeared before me K.G. Walters, who being by me first duly sworn, declared that he is the President of K.G. Walters Construction Co., Inc.

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



[Signature]
Notary Public



State of California

OFFICE OF THE SECRETARY OF STATE

JUL 9 3 20 PM '84
SECRETARY OF STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

JUN 27 1984



March Fong Eu

Secretary of State

723675

FILED
In the office of the Secretary of State
of the State of California

OCT 4 - 1974

ARTICLES OF INCORPORATION
OF

K. G. WALTERS CONSTRUCTION CO., INC.

ARTICLE I

The name of this Corporation is:

K. G. WALTERS CONSTRUCTION CO., INC.

ARTICLE II

The specific business in which the Corporation is primarily to engage in business as a General Contractor in the building industry.

ARTICLE III

In addition to the purpose set forth in Article II hereof, the purposes for which this Corporation is formed are:

a) To purchase, acquire, own, hold, use, lease (either as lessor or lessee), grant, sell, exchange, subdivide, mortgage, convey in trust, manage, improve, construct, operate and generally deal in any and all real estate, improved or unimproved, stores, office buildings, dwelling houses, apartment houses, hotels, manufacturing plants and other buildings, and any and all other property of every kind or description, real, personal and mixed.

b) To deal in shares, bonds, notes, debentures, or other securities or evidences of indebtedness, either as principal, or as agent or broker, or otherwise; and generally to maintain, conduct and carry on the business of investing, either as principal, or as agent or broker, or otherwise.

c) To acquire by purchase or otherwise the good will, business property rights, franchises and assets of every kind, with or without undertaking, either wholly or in part, the liabilities or assets of any firm, person, association or

Restriction of right
to amend articles
Yes

corporation; to acquire any property or business as a going concern or otherwise, whether by purchase of assets, wholly or in part, or by acquisition of shares or any part thereof, or in any other manner, and to pay for the same in cash or in shares or other evidence of indebtedness of this corporation, or otherwise; to hold, maintain and operate, or in any manner dispose of the whole or any part of the good will, business rights and property so acquired, and to conduct in any lawful manner the whole or any part of the business so acquired, and to exercise all the powers necessary or convenient in and about the management of such business.

d) To purchase, acquire, own, lease, either as lessor or lessee, sell, exchange, subdivide, mortgage, manage, construct, improve, operate and generally deal in any and all real estate, improved or unimproved.

e) To acquire, purchase, own, hold, use, lease, rent, sell, assign, transfer, exchange personal property of every nature, class and description.

f) To engage in any and all types of manufacturing enterprises.

g) To enter into, perform and carry out contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association or corporation, municipality, county, state, territory, government or other municipal or governmental subdivision.

h) To subscribe or cause to be subscribed for, and to take, purchase and otherwise acquire, own, hold, use, sell, assign, transfer, exchange, distribute and otherwise dispose of, the whole or any part of the shares of capital stock bonds, mortgages, deeds of trust, debentures, securities, obligations, notes, good will, rights, assets and property of any and every kind, or any part thereof, of any other

corporation, association firm or person; and to operate, manage and control such properties, or any of them, either in the name of such other corporation or in the name of this corporation.

i) To become a partner, either general, limited or both, and to enter into agreements of partnership with one or more corporations or persons for the purpose of carrying on any business whatsoever that this corporation may deem proper or convenient in connection with any of the purposes herein set forth, or otherwise, or which may be calculated, directly or indirectly to promote the interests of this corporation.

To take, purchase and otherwise acquire, own, hold, use, sell, assign, transfer, exchange, lease, mortgage, convey in trust, pledge, hypothecate, or otherwise deal in and with any letters patent of the United States or of any foreign country, copyrights, trademarks and trade names.

k) To issue notes, bonds, debentures, or other obligations of this corporation, and to secure the same by pledge, mortgage, deed of trust or otherwise or to issue the same unsecured; to purchase, or otherwise acquire, its own debentures, bonds or other evidences of indebtedness; to purchase, hold, transfer and sell the shares of its own capital stock to the extent and in the manner provided by the laws of the State of California as the same are now in force or may be hereafter amended.

l) To carry on any business whatsoever which this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated directly or indirectly to promote the interest of this corporation; to conduct its business in the State of California, and other states, in the District of Columbia, in the territories of the United States and in foreign countries.

m) To have and to exercise all of the powers conferred

by the laws of the State of California upon corporations formed under the laws pursuant to and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended.

n) The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in nowise limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

ARTICLE IV

The county in the State of California where the principal office for the transaction of the business of this corporation is to be located is Santa Clara County.

ARTICLE V

This corporation is authorized to issue a total of Twenty Thousand (20,000) shares. All of said shares shall be of one class. The aggregate par value of such shares shall be Two Hundred Thousand Dollars (\$200,000.00). The par value of each share shall be Ten Dollars (\$10.00).

ARTICLE VI

Shares of this corporation shall be non-assessable.

ARTICLE VII

a) The number of directors of this corporation shall be three (3).

b) The names and addresses of the persons who are appointed to act as the First Directors of this corporation are:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------|---|
| KENNETH G. WALTERS | 6216 Glider Dr. San Jose, California 95123 |
| LAVERNE O. WALTERS | 6216 Glider Dr. San Jose, California 95123 |
| KENNETH J. WALTERS | 715 Mangels Ave. San Francisco, California |

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of California, the undersigned, constituting the incorporators of this corporation, including the persons named hereinabove as the First Directors of this corporation, have executed these articles of Incorporation this 25th day of September, 1974.

Kenneth G. Walters
KENNETH G. WALTERS

Laverne O. Walters
LAVERNE O. WALTERS

Kenneth J. Walters
KENNETH J. WALTERS

STATE OF CALIFORNIA)
COUNTY OF SONOMA) ss

On this 25th day of September, 1974, before me, a Notary Public in and for said County, residing therein, duly commissioned and sworn, personally appeared KENNETH G. WALTERS, LAVERNE O. WALTERS and KENNETH J. WALTERS, known to me to be the persons described in, whose names are subscribed to and who executed the annexed instrument, and they acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at my office in the County of SONOMA, State of California, the day and year last above written.

Homer R. Borge
Notary Public in and for said
County and State

