



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

AMENDED
ARTICLES OF INCORPORATION

of WYATT ENGINEERS, INC.
a domestic corporation of Seattle, Washington,
(Increasing capital to \$1,812,500.00)

was filed for record in this office on this date, and I further certify that such Articles remain
on file in this office.

Filed at request of
Jones, Grey & Bayley, Attys. At Law
14th Fl., Norton Bldg.
Seattle, WA 98104

Filing and recording fee \$

License to June 30, 19 \$

Excess pages @ .25¢ \$

Microfilmed, Roll No. 1371

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

December 28, 1976

BRUCE K. CHAPMAN
SECRETARY OF STATE



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SECRETARY OF
STATE

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 according to the records on file in my office the annexed is a true and correct copy of the Amended Articles of Incorporation of WYATT ENGINEERS, INC., as received and filed in this office on December 28, 1976.

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

August 1, 1978

Bruce K. Chapman

BRUCE K. CHAPMAN
SECRETARY OF STATE

FILED

DEC 28 1976

SECRETARY OF STATE
STATE OF WASHINGTON

ARTICLES OF AMENDMENT
OF
WYATT ENGINEERS, INC.

Articles of Amendment to the Articles of Incorporation of Wyatt Engineers, Inc., are herein executed by said corporation, pursuant to the provisions of RCW 23A.16.040 and RCW23A.16.050, as follows:

- (1) The name of the corporation is WYATT ENGINEERS, INC.
- (2) The amendment to the Articles of Incorporation of said corporation is attached hereto as Exhibit A and incorporated herein by this reference.
- (3) The date of the adoption of said amendment by the shareholders of said corporation was December 27, 1976.
- (4) The number of shares outstanding of said corporation is 62,500 shares.
- (5) The number of shares entitled to vote on said amendment was 62,500 shares.
- (6) The number of shares voted for and against said amendment, respectively, was as follows: For Amendment 62,500 shares; Against Amendment 0 shares.
- (7) The amount of stated capital of the corporation is changed from \$250,000 to \$1,812,500.

IN WITNESS WHEREOF, we have hereunto set our hands this 27th day of December, 1976.

WYATT ENGINEERS, INC.

By

C. C. Wyatt
C. C. Wyatt, President

By

Wilhelm Qvigstad
Wilhelm Qvigstad, Secretary

STATE OF WASHINGTON)
COUNTY OF KING) ss.

C. C. WYATT, being first duly sworn, on oath deposes and says:

That he is the President of WYATT ENGINEERS, INC., the above-named party, that he is duly authorized to make this verification, that he has read the foregoing document, knows the contents thereof, and believes the same to be true.

C. C. Wyatt
C. C. WYATT

SUBSCRIBED AND SWORN to before me this 27th day of December, 1976.

George W. Skene
NOTARY PUBLIC in and for the State
of Washington, residing at Seattle

EXHIBIT A

The total authorized capital of this corporation shall be One Million Eight Hundred Twelve Thousand Five Hundred Dollars (\$1,812,500) consisting of Fifteen Thousand Six Hundred Twenty-Five (15,625) shares of Preferred Stock with a par value of One Hundred Dollars (\$100.00) per share and One Hundred Twenty-five Thousand (125,000) shares of Common Stock with a par value of Two Dollars (\$2.00) per share. Such Preferred and Common Stock shall have the following respective rights, privileges, preferences and restrictions:

1. Holders of the Preferred Stock shall be entitled to receive dividends thereon at the rate of 6% per annum of par value and no more, payable out of surplus or net profits of the corporation, as and when declared by the Board of Directors, before any dividend shall be declared, set apart for or paid upon the common shares of corporation. Such dividends shall be noncumulative.

2. Holders of the Preferred Stock shall have no rights to vote except under the following circumstances:

A. In the event that the Corporation fails in any fiscal year to pay the full Dividend called for in paragraph 1 above, the Holders of the Preferred Stock shall be entitled to vote on all matters coming before any regular or special meeting of the shareholders held thereafter during the following three fiscal years.

B. With respect to any proposed amendments to the Articles of Incorporation, proposed merger, consolidation, sale of substantially all of the Corporation's assets or liquidation, the holders of the Preferred Stock shall be entitled to vote as a class.

Holders of the Common Stock shall be entitled to vote on all matters coming before all regular and special meetings of the shareholders except during such time as the holders of Preferred Stock as entitled to vote pursuant to 2A above.

3. In the event of the dissolution or liquidation of the Corporation or a sale of all of its assets, whether voluntary or involuntary, or in the event of its insolvency or upon distribution of its capital, there shall be paid to the holders of the Preferred Stock its par value of \$100.00 per share, plus the amount of all unpaid accrued dividends which have been declared thereon, without interest, before any sum shall be paid to or any assets distributed among the holders of the common shares. After such payment to the holders of the preferred stock, the remaining assets and funds of the corporation shall be divided among and paid to the holders of the common shares in proportion to their respective holdings of such shares.

4. The Corporation shall have the right at any time to redeem and retire all or any part of the Preferred Stock. Any such redemption need not be pro-rata among holders of the preferred stock. The redemption price shall be the par value of the stock redeemed. The specific method of calling such stock for redemption, which shall include the manner of determining what stock is to be called, shall be fixed by the Board of Directors in the resolution calling for the redemption. The holder or holders of the stock called shall receive at least 30 days written notice of the call. On or before the call date, the Corporation shall deposit in a trust company or bank designated by the Board of Directors in the notice of call, an amount sufficient to pay the call price of the stock called, plus all declared and unpaid dividends up to the date of call. Notwithstanding the foregoing, the corporation shall not have the right to redeem any preferred stock from a shareholder in a manner which would result in such redemption being taxed to such shareholder as a dividend under the then current provision of the Internal Revenue Code of 1954, as amended, or any successor statute, without the consent of such shareholder.

Nothing herein shall be construed as precluding the Corporation from agreeing to purchase shares of Preferred Stock at or below the par value thereof on such other terms and conditions as the Corporation and the holder thereof may deem appropriate.

5. Except as specifically provided herein, the holders of Preferred Stock shall have no right to share in the earnings and profits of the Corporation.