



Department of State

**CERTIFICATE OF QUALIFICATION OF
FOREIGN CORPORATION**

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

HOMAN & LAWRENCE ENGINEERING COMPANY

a corporation duly organized and existing under the laws of **California** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Second** day of **March** 19⁶⁶, a properly authenticated copy of its articles of incorporation, and on the **Second** day of **March** 19⁶⁶, a designation of **O. R. Baum** in the County of **Bannock** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **2nd** day of **March**, A.D. 19⁶⁶.

Secretary of State.

STATE OF CALIFORNIA



DEPARTMENT OF STATE

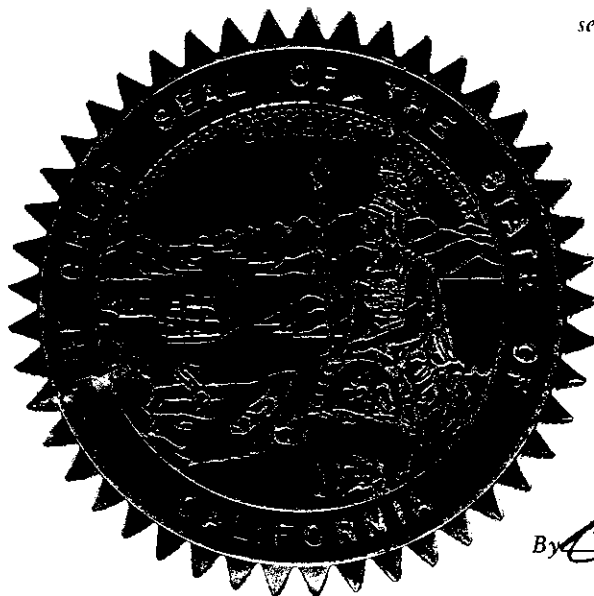
(PHOTOCOPY CERTIFICATION)

I, FRANK M. JORDAN, *Secretary of State of the State of California*, hereby certify:

That the photographic reproduction hereunto annexed was prepared by and in my 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 hereunto
set my hand and affix the Great
Seal of the State of California

this FEB 18 1968



Frank M. Jordan

Secretary of State

By *Walter C. Sturck*
Assistant Secretary of State

APR 2 - 1959

ARTICLES OF INCORPORATION
of
ROMAN & LAWRENCE ENGINEERING COMPANY

FRANK M. JORDAN, Secretary of State

Deputy

We, the undersigned, have voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of California and we do hereby certify:

FIRST

The name of the corporation is ROMAN & LAWRENCE
ENGINEERING COMPANY.

SECOND

The purposes for which the corporation is formed are:

- (a) To conduct, carry on and maintain a general business as consulting and construction engineers; such activities shall constitute the primary business in which the corporation is intended to initially engage.
- (b) To design and prepare specifications for buildings, structures, excavations, tunnels and projects of all kinds, to make estimates relating to any and all kinds of construction and to supervise construction of all kinds.
- (c) To carry on a general contracting and construction business.
- (d) To deal generally in all types of machinery, equipment, tools and materials related to the construction business, whether as owner, lesser, lessee, principal, agent, broker, distributor, factor, consignee, or representative.
- (e) To purchase or otherwise acquire, own, hold, mortgage, lease, export, import, sell, transfer or otherwise dispose of, invest and trade in, and deal generally in goods, wares and merchandise of all classes and descriptions, either as principal, for the account of the corporation, or for or on behalf of any person, entity, partnership, association or corporation, as agent, broker,

Restriction of rights
to amend articles

Yes

distributor, factor, consignee or representative.

(f) To manufacture, fabricate, process, develop and improve articles, products, goods, wares and merchandise of all classes and descriptions; and to sell, lease or otherwise dispose of, market and distribute either directly or indirectly any or all articles, products, goods, wares and merchandise manufactured, fabricated, processed, developed or improved.

(g) To purchase, take or lease or exchange, hire or otherwise acquire, hold, own, possess, equip, improve, develop, deal in, sell, convey, assign, mortgage, pledge or otherwise encumber any and all real and personal property and commodities of every kind and description and property partaking of the nature of either real or personal property, and rights, estates, interests, franchises, licenses and privileges in such property, real, personal or mixed, wheresoever situated or located within any state, territory, dependency or colony of the United States or its insular possessions or in the District of Columbia or in any foreign country.

(h) To enter into, make, perform and carry out or cancel and rescind contracts of every kind for any lawful purposes pertaining to its business with any person, entity, syndicate, partnership, association, corporation or governmental, municipal or public authority, domestic or foreign.

(i) To purchase, lease or otherwise acquire all or any part of or any interest in the property, assets, business, goodwill and rights of any person, entity, partnership, association or corporation, and to pay for the same in cash or in shares of stock, bonds or other obligations of the corporation or otherwise, and to assume in connection therewith any liabilities of any such person, entity, partnership, association or corporation; and to hold or in any manner dispose of the whole or any part of, or any interest in, the property, assets, business, goodwill or rights so acquired or to conduct in any lawful manner the whole or any part of the business so acquired, and to exercise all powers necessary or convenient in and about the conduct, management and carrying on of such business.

(j) To purchase, apply for, register, obtain or otherwise acquire, and to hold, own, use, operate, develop and introduce, and sell, lease, assign, pledge or otherwise deal in and with or dispose of or contract with reference to letters patent, patents, patent rights, patented processes, designs and similar rights, copy-rights, trade-marks, trade-names and similar rights or any interest or right therein, granted by the United

States or any State or Territorial Government or any other government or country, or any inventions, and to acquire, own, use, or in any manner dispose of any and all inventions, improvements and processes, labels, designs, marks, brands or other rights, and to work, operate or develop the same and to carry on any business, manufacturing or otherwise, which may be deemed directly or indirectly to aid, effectuate or develop the same or any of them.

(k) To acquire by purchase, subscription, exchange or otherwise, and to invest in, hold for investment or otherwise, and to trade, deal in and with, use, sell, mortgage, transfer, exchange, turn to account, realize upon, pledge or otherwise dispose of all forms of stocks, bonds, debentures, notes, evidences and certificates of interest, commercial paper, mortgages, securities of all kinds and other similar instruments, warrants, options and rights issued or created by domestic or foreign corporations, associations, firms, trustees, syndicates, individuals, governments, states, municipalities, or other political divisions or issued or created by others, and to pay therefor in any lawful way, including the issue or exchange in payment therefor of its own stock, bonds or other evidences of indebtedness and/or securities and evidences of interest in corporations, associations, firms, trustees, individuals and governments; while the owner of any of the said instruments, evidences or certificates of interest and/or rights, to exercise all of the rights (including the right to vote thereon for any and all purposes), powers and privileges of ownership, and act in regard thereto to the same extent as natural persons might or could do; to aid by loan, subsidy, grant or in any other manner whatsoever to the extent that the same may be permitted by corporations organized under the laws of the State of California, any corporation, association, firm, trustee or syndicate whose stock, bonds, other evidences of indebtedness or interest or other securities are in any manner held or guaranteed by it, and to do any and all other acts or things deemed advisable for the preservation, protection, improvement or enhancement in value of any such bonds, or other evidences of indebtedness and/or interest or securities; and to do any and all acts or things designed to accomplish any such purpose.

(l) To borrow or raise monies for any of the purposes of the corporation and from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment thereof and of the interest thereon by mortgage on, or pledge, conveyance or assignment in trust of, the whole or any part of

the assets of the corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such securities or other obligations of the corporation for its corporate purposes.

(m) To loan money, and to take notes, trust receipts or other obligations or evidences of indebtedness therefor either with or without security.

(n) To organize or cause to be organized corporations, associations or organizations of any kind, domestic or foreign, for any lawful purpose and to take charge of, and to aid financially or in any way permitted by law, the formation or operation of, such corporations, associations or organizations; and to wind-up, liquidate, merge, consolidate or dissolve or cause to be wound-up, liquidated, merged, consolidated or dissolved such corporations, associations or organizations.

(o) To purchase, hold, sell, transfer and deal in, reissue or cancel the shares of its own capital stock or any securities or other obligations of the corporation in the manner and to the extent now or hereafter permitted by the laws of the State of California.

(p) To do any and all things herein set forth and, in addition such other acts and things as are necessary, convenient or proper for, or incidental to the attainment of the purposes of the corporation, or any of them, to the same extent as natural persons lawfully might or could do in any part of the world, insofar as such acts are permitted to be done by a corporation organized under the general corporation laws of the State of California and in general to carry on any other business in connection therewith, whether manufacturing or otherwise not forbidden by the laws of the State of California and with all the powers conferred upon corporations by the laws of the State of California.

(q) The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation; and it is intended that the purposes, objects and powers specified in each of the clauses of this Article Second of these Articles of Incorporation shall, except as otherwise expressly provided, in no wise be limited or restricted by reference to or inference under the terms of any other clause of this Article or of any other Articles of these Articles of Incorporation, but that except as otherwise expressly provided, each of the purposes, objects and powers specified in this Article and each of the Articles or clauses of these Articles of Incorporation shall be regarded as independent purposes, objects and powers.

THIRD

The principal office for the transaction of the business of the corporation shall be located in the City and County of San Francisco, State of California.

FOURTH

The corporation is authorized to issue only one class of shares of stock. The total amount of shares which the corporation shall have authority to issue shall be seventy-five hundred (7500) shares, with an aggregate par value of Seventy-Five Thousand Dollars (\$75,000.00). The par value of each of said shares is Ten Dollars (\$10.00).

FIFTH

The number of directors shall be three (3). The names and addresses of the persons who are appointed to act as the first directors are:

Richard D. Lawrence	Menlo Park, California
Marshall E. Leahy	San Francisco, California
John P. O'Dea	San Francisco, California

SIXTH

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights, conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of California, we the undersigned, constituting the incorporators of this corporation, and named hereinabove as the first directors

of the corporation, have executed these Articles of Incorporation this 31st day of March, 1959.

Richard D. Lawrence
Richard D. Lawrence

Marshall E. Leahy
Marshall E. Leahy

John F. O'Dea
John F. O'Dea

STATE OF CALIFORNIA |
City and | ss
County of San Francisco |

On this 31st day of March, 1959 before me, a Notary Public in and for the City and County of San Francisco, State of California, residing therein, duly commissioned and sworn, personally appeared RICHARD D. LAWRENCE, MARSHALL E. LEAHY and JOHN F. O'DEA, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal in the City and County of San Francisco, State of California the day and year first above written.

John F. O'Dea
NOTARY PUBLIC
In and for the City and County of
San Francisco, State of California

My commission expires June 17, 1960

JUN 17 1960

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X FILED

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

JUN 19 1962

FRANK M. [illegible], Secretary of State

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION
of
ROMAN & LAWRENCE ENGINEERING COMPANY

The undersigned, RICHARD D. LAWRENCE, and MARJORIE M.

LEGG, do hereby certify that they are respectively and have
been at all times herein mentioned, the duly elected and act-
ing President and Secretary of Roman & Lawrence Engineering
Company, a California corporation, and do further certify that:

1) At a Special Meeting of the Board of Directors of
the corporation, duly held at the offices of the corporation at
1295 Polson Street, San Francisco, California, on May 16, 1962,
at which meeting there was at all times present and acting a
quorum of the members of said Board, the following resolution
was adopted:

RESOLVED that Article Fourth of the Articles of
Incorporation of Roman & Lawrence Engineering Company
be amended to read:

"FOURTH: The corporation is authorized to issue
only one class of shares of stock. The total amount
of shares which the corporation shall have authority
to issue shall be seventy-five thousand (75,000) shares,
with an aggregate par value of Seventy-Five Thousand
Dollars (\$75,000.00). The par value of each of said
shares is One Dollar (\$1.00)."

"On the effective date of this amendment each out-
standing share of a par value of Ten Dollars (\$10.00)
is converted into ten (10) shares of a par value of
One Dollar (\$1.00)."

2) The shareholders of the corporation, by written
consent by the holders of all of the issued and outstanding
shares, adopted the foregoing resolution of the directors as
the act of the shareholders and approved the amendment of the

Articles of Incorporation, a copy of the written consent being attached hereto as Exhibit "A".

3] The total number of shares of the corporation consenting to such amendment of its Articles of Incorporation is one thousand (1,000) shares.

4] The total number of all outstanding shares of the corporation, regardless of limitations or restrictions on the voting power thereof, is one thousand (1,000) shares.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Amendment this 15th day of May, 1962.

Richard D. Lawrence

RICHARD D. LAWRENCE
President

Margorie M. Legg

MARGORIE M. LEGG
Secretary

STATE OF CALIFORNIA]
City and] ss.
County of San Francisco]

RICHARD D. LAWRENCE and MARJORIE M. LEGG, being first
duly sworn, each for himself deposes and says:

That RICHARD D. LAWRENCE is, and was at all the
times mentioned in the foregoing Certificate of Amendment, the
President of Homan & Lawrence Engineering Company, the
California corporation therein mentioned, and MARJORIE M. LEGG
is, and was at all of said times, the Secretary of said corpora-
tion; that each has read said Certificate and that the state-
ments therein made are true of his or her own knowledge, and
that the signatures purporting to be the signatures of said
President and Secretary thereto are the genuine signatures of
said President and Secretary, respectively.

Richard D. Lawrence
RICHARD D. LAWRENCE

Marjorie M. Legg
MARJORIE M. LEGG

Subscribed and sworn to before me this 25th day of
May, 1962.

Henry K. Lam
NOTARY PUBLIC
In and for the City and County of
San Francisco, State of California.
HENRY K. LAM, Notary Public,
State of California, Principal Office, San Francisco County
My Commission Expires Feb. 17, 1964
1225 Fulton St., San Francisco 3, Calif.

WRITTEN CONSENT OF SHAREHOLDERS TO
AMENDMENT OF ARTICLES OF INCORPORATION
of

ROMAN & LAWRENCE ENGINEERING COMPANY

WHEREAS, at a special Meeting of the Board of Directors of Roman & Lawrence Engineering Company, a California corporation, duly held at the offices of the company at 1295 Folsom Street, San Francisco, California, May 10, 1963, at which meeting a quorum of the members of said Board was at all times present and acting, an amendment of the Articles of Incorporation of said corporation was adopted and approved by resolution of said Board amending Article Fourth of the Articles of Incorporation to read as follows:

"FOURTH: The corporation is authorized to issue only one class of shares of stock. The total amount of shares which the corporation shall have authority to issue shall be seventy-five thousand (75,000) shares, with an aggregate par value of Seventy-Five Thousand Dollars (\$75,000.00). The par value of each of said shares is One Dollar (\$1.00)."

"On the effective date of this amendment each outstanding share of a par value of Ten Dollars (\$10.00) is converted into ten (10) shares of a par value of One Dollar (\$1.00)."

NOW, WHEREFORE, each of the undersigned shareholders of said corporation does hereby adopt, approve, and consent to the foregoing amendment of the Articles of Incorporation and does hereby consent that Article Fourth of said Articles of

Incorporation be amended to read as hereinabove set forth.

IN WITNESS WHEREOF, each of the undersigned has hereunto signed his or her name and following his or her name the date of signing and the number of shares of said corporation held by him or her of record on said date entitled to vote upon amendments of said Articles of Incorporation of the character of the foregoing amendment.

<u>Name</u>	<u>Date</u>	<u>Number of Shares</u>
<u>Richard D. Lawrence</u> Richard D. Lawrence	<u>May 25 1962</u>	<u>500</u>
<u>Baroness B. Brown</u> Baroness B. Brown	<u>May 25 1962</u>	<u>500</u>