

State of Idaho

Department of State.

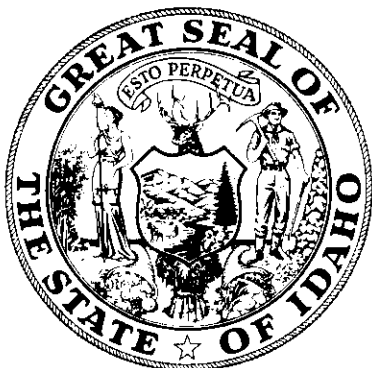
CERTIFICATE OF AUTHORITY OF

MOTLEY-MOTLEY, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of MOTLEY-MOTLEY, 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 MOTLEY-MOTLEY, INC. to transact business in this State under the name MOTLEY-MOTLEY, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated April 19 82



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

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 Motley - Motley, Inc.
2. *The name which it shall use in Idaho is Motley - Motley, Inc.
3. It is incorporated under the laws of Washington
4. The date of its incorporation is 8-10-77 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 P.O. Box 421, Pullman, WA 99163
6. The street address of its proposed registered office in Idaho is 1210 H. Street, Rupert,
Idaho, and the name of its proposed registered agent in Idaho at that address is Albert A. Motley
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Excavation construction contracts
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Bill Motley</u>	<u>President</u>	<u>P.O. Box 421, Pullman, WA 99163</u>
<u>Jerry Motley</u>	<u>Vice-President</u>	<u>P.O. Box 421, Pullman, WA 99163</u>
<u>Barbara Motley</u>	<u>Secretary</u>	<u>P.O. Box 421, Pullman, WA 99163</u>
<u>Margaret Motley</u>	<u>Treasurer</u>	<u>P.O. Box 421, Pullman, WA 99163</u>

9. 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
<u>50,000</u>	<u>Common</u>	<u>\$1.00</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

(continued on reverse)

10. 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
500	Common	\$1.00

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

12. 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 March 26, 1982.

Motley - Motley, Inc.

By William E. Motley

Its _____ President

and Barbara J. Motley

Its _____ Secretary

STATE OF Washington)
)ss:
COUNTY OF Whitman)

I, Hazel Motley, a notary public, do hereby certify that on this 26 day of March, 19 82, personally appeared before me Bill Motley, who being by me first duly sworn, declared that he is the President of Motley - Motley, Inc.

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

Hazel Motley
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

MEMO



STATE OF WASHINGTON
OFFICE OF SECRETARY OF STATE

CORPORATIONS & TRADEMARKS DIVISION
OLYMPIA, WASHINGTON 98504

OFFICIAL CERTIFICATION OF THIS DOCUMENT,
AS TO ITS PREPARATION BY THE OFFICE OF
THE SECRETARY OF STATE, APPEARS ON THE
BACK OF THE LAST PAGE.



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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

ARTICLES OF INCORPORATION

of MOTLEY-MOTLEY, INC.
a domestic corporation of Pullman, Washington,

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
Richard R. Loucks, Atty. At Law
Corner of Grand & Ritchie
N. W. 715 Ritchie St.
Pullman, WA 99163

Filing and recording fee \$

License to June 30, 19 \$

Excess pages @ 25¢ \$

Microfilmed, Roll No. **1395**

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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,
July 25, 1977

BRUCE K. CHAPMAN
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
MOTLEY-MOTLEY, INC.

I, the undersigned person of the age of eighteen years or more, as incorporator of a corporation under the Washington Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE 1. NAME

The name of this corporation is Motley-Motley, Inc.

ARTICLE 2. DURATION

The period of its duration is perpetual.

ARTICLE 3. PURPOSES AND POWERS

This corporation is organized for the following purposes:

- (a) To purchase, lease, take or otherwise acquire and own, use, hold, sell, exchange, lease, mortgage, work, improve, develop, sub-divide, cultivate and otherwise handle and dispose of real estate, real property and any interest and right therein and to contract for and to engage the services of other parties for the purpose of carrying on the same.
- (b) To engage in any other business, trade, or activity which may be lawfully conducted by a corporation organized under the Washington Business Corporation Act.
- (c) To engage in all such activities as are incidental or conducive to the attainment of the purposes of this corporation or any of them and to exercise any and all powers authorized or permitted to be done by a corporation under the laws that may be now or hereafter applicable or available to this corporation.

ARTICLE 4. SHARES

This corporation shall have authority to issue 50,000 shares of common stock, and each share shall have a par value of \$1.00.

ARTICLE 5. DIRECTORS

The number of directors of this corporation shall be fixed by the by-laws and may be increased or decreased from time to time in the manner specified therein. The initial Board of Directors shall consist of 4 (four) persons. The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders and until their successors are elected and qualify, unless they resign or are removed are:

GERALD D. MOTLEY	NW 1235 Davis Way Pullman, Washington 99163
BARBARA J. MOTLEY	NW 1235 Davis Way Pullman, Washington 99163
WILLIAM E. MOTLEY	1525 Deane Pullman, Washington 99163
MARGARET J. MOTLEY	1525 Deane Pullman, Washington 99163

1 ARTICLE 6. BYLAWS

2 The Board of Directors shall have the power to adopt, amend
3 or repeal the by-laws for this corporation, subject to the power of
4 the shareholders to amend or repeal such bylaws.

4 ARTICLE 7. REGISTERED OFFICE, AGENT

5 The address of the initial registered office of this corporation
6 is N.W. 715 Ritchie Street, Pullman, Washington and the name of
7 its initial registered agent is Richard R. Loucks.

8 ARTICLE 8. COMMENCEMENT OF BUSINESS

8 This corporation will not commence business until consideration
9 of the value of at least Five Hundred Dollars has been received for
10 the issuance of its shares.

11 ARTICLE 9. CONTRACTS IN WHICH DIRECTORS
12 HAVE INTEREST

12 Any contract or other transaction between this corporation and
13 one or more of its directors, or between this corporation and any
14 corporation firm, association or other entity of which one or more
15 of its directors are stockholders, members, directors, officers or
16 employees or in which they are otherwise interested, shall be valid
17 for all purposes, notwithstanding his or her participation in such
18 action, by voting or otherwise, even though his or her, or their
19 presence or vote, or both, might have been necessary to obligate
20 this corporation upon such contract or transaction. Provided,
21 however, that the fact of such interest shall be fully disclosed to
22 or known by the Directors acting on such contract or transaction.

21 ARTICLE 10. PREEMPTIVE RIGHTS

21 Preemptive rights shall exist with respect to shares of stock
22 or securities convertible into shares of stock of this corporation.

23 ARTICLE 11. CUMULATIVE VOTING

23 The right to cumulate votes in the election of directors shall
24 not exist with respect to shares of stock of this corporation.

25 ARTICLE 12. AMENDMENTS TO THE ARTICLES OF
26 INCORPORATION

26 This corporation reserves the right to amend or repeal, by
27 affirmative vote of the holders of two-thirds of the shares entitled
28 to vote thereon, any of the provisions contained in these Articles
29 of Incorporation, except article 13, which shall require unanimous
30 vote of shareholders to amend or repeal, and the rights of the
31 shareholders of this corporation are granted subject to this reser-
32 vation.

ARTICLE 13. REDEMPTION

Shareholders with less than 50% of the stock are, upon reasonable notice and within a reasonable time, entitled to redemption of their stock for their proportionate interest in the corporation's property, including good will, or the cash equivalent thereof, less a discount as follows:

25% discount if the shares redeemed constitute less than 5% of the stock shares outstanding;

20% discount if the shares redeemed constitute 5% to 10% of the stock shares outstanding;

15% discount if the shares redeemed constitute 11% to 34% of the stock shares outstanding;

10% discount if the shares redeemed constitute 34% to 50% of the shares outstanding;

In the event the corporation is for any reason prohibited from said purchase then said shareholder shall have the right to offer said shares to the shareholder holding the largest number of shares at said discounted prices and in the event said offer is not accepted within a reasonable time thereafter, the shareholder seeking redemption and sale of his shares shall have the right to dissolution of the corporation.

This provision shall require unanimous vote of shareholders to alter, amend or repeal.

ARTICLE 14. INCORPORATOR

The name and address of the incorporator is Richard R. Loucks N.W. 715 Ritchie Street, Pullman, Washington 99163.

Dated this 21 day of July, 1977.

Richard R. Loucks
Incorporator