

State of Idaho



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

LOUIS E. CLAPP

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 the

WATKIN & KIPPER MFG. CO., INC.

Washington

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the

Twentieth
day of

July
19

original articles of amendment, as provided by Section

July 66

Leon D. Boone

Boise City

and that the said articles of amendment contain the statement of facts required by law, and are recorded on Film No. of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

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 20th day of

A. D., 19

July

66

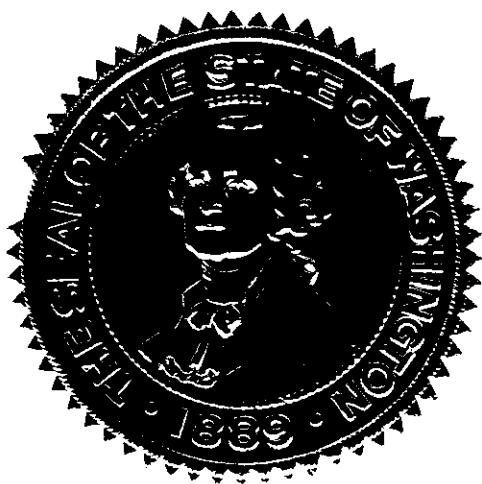
Secretary of State



CERTIFICATE No.

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, A. LUDLOW KRAMER, 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 are true and correct copies of the Articles of Incorporation and all amendments thereto of WYATT & KIPPER ENGINEERS, INC., which have been duly filed and recorded in my office in accordance with law; I further certify that WYATT & KIPPER ENGINEERS, INC. has not been dissolved and is in good standing as a subsisting corporation in the State of Washington with all of its license fees paid to July 1, 1967; and I further certify that I am the officer having the legal custody of the official record of the original Articles of Incorporation and all amendments to the Articles of said corporation.



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 11, 1966

A. LUDLOW KRAMER
SECRETARY OF STATE

APPROVED
RECORDED

APR 2 - 1947

RECORDED

SEARCHED

INDEXED

FILED

Ray J. Neuman

ARTICLES OF INCORPORATION

of

WYATT & KIRKLR ENGINEERS, INC.

KNOW ALL MEN BY THESE PRESENTS: That We, GEORGE J. KIRKLR, CHARLES C. WYATT, and L. H. AYLER, whose names are hereunto subscribed, being citizens of the United States, and all being over the age of twenty-one years, and being desirous of forming a corporation under the laws of the State of Washington for the purposes and with the powers hereinafter specified, do hereby make, acknowledge, subscribe and adopt in triplicate the following Articles of Incorporation and hereby certify as follows:

ARTICLE I.

Name

The name of this corporation shall be: WYATT & KIRKLR ENGINEERS, INC.

ARTICLE II.

Objects and Purposes

The objects and purposes for which this corporation is formed are and shall be as follows:

1. To engage in the business of designing, manufacturing, selling, installing, inspecting and operating boilers of every kind, character, type and description whatsoever.
2. To engage in the business and practice of consulting engineers.
3. To conduct and carry on engineering activities of every kind, character and nature whatsoever.
4. To engage in the business of buying, selling, leasing, renting and otherwise dealing in goods, wares, and merchandise of every kind and character whatsoever.

356

5. To take, buy, purchase, exchange, hire, lease, or otherwise acquire or deal in both real property and personal property and any interest or right therein, and to own, hold, control, use and manage the same.
6. To sell, manage, improve, develop, assign, transfer, convey, lease, sub-lease, pledge, mortgage or otherwise alienate, dispose of and otherwise encumber the lands, buildings, real property, chattels and all other property of the corporation, real, personal or mixed, wheresoever situated, and any and all legal and equitable rights therein.
7. To borrow money with or without security, to loan and advance money with or without security, and to execute warranties, guarantees and other obligations of any and every nature whatsoever.
8. To do, perform and carry on any and all lawful business activities and any and all lawful activities incident to any business.
9. To execute contracts, agreements and commitments of all kinds.
10. To engage in any lawful business activity whatsoever.
11. To have one or more offices, stores, warehouses or other properties of any and every nature whatsoever in which to conduct its business and promote its objects within or without the State of Washington, in other states and in the territories, colonies and dependencies of the United States and in foreign countries.
12. To do any and all acts and things of any and every nature whatsoever pertaining or incident to the above and foregoing activities.

ARTICLE III.

Capital Stock

The capital stock of this corporation shall consist of 500 shares having a par value of One Hundred (\$100) per share.

ARTICLE IV.

Paid In Capital

The amount of paid in capital with which this corporation shall begin to do business shall be Five Hundred and no/100 (\$500.00) Dollars in cash.

ARTICLE V.

Time of Existence.

The time of existence of this corporation shall be perpetual.

ARTICLE VI.

Post Office Address

The location and post office address of the registered office of this corporation in the State of Washington is: 3912 Airport Way, Seattle, Washington.

ARTICLE VII.

Directors

The directors who shall manage the affairs of this corporation shall be three in number but the number of directors may be increased to any number not more than five at any annual meeting of the stockholders or at any special meeting of the stockholders called for that purpose, or by the unanimous vote of the directors of the company at any regular meeting of such directors or at any special meeting of the directors called for that purpose. The number of directors of said corporation may likewise be decreased in the same manner as they may be increased to not less than three directors.

The directors herein named shall manage the affairs of this corporation for a period of one year and thereafter until their successors are elected and qualified.

The names and post office addresses of the first directors of this corporation are as follows:

George J. Kipper	3042 - 10th West, Seattle, Washington
Charles C. Wyatt	16037 Maplwild, Seattle 66, Washington
L. H. Taylor	1710 Textile Tower, Seattle, Washington.

ARTICLE VIII.

Incorporators

The following statement contains the name and post office address of each incorporator, and a statement of the number of shares

subscribed by each of them:

George J. Kipper 3042 - 10th West, Seattle 99, Wash.
49 shares of stock

Charles C. Wyatt 16037 Maplwild, Seattle 66, Wash.
50 shares of stock

L. H. Taylor 1710 Textile Tower, Seattle, Wash.
1 share of stock

IN WITNESS WHEREOF, We, the undersigned, as incorporators,
have hereunto set our hands and seals in triplicate at Seattle,
Washington this 26th day of December, 1946.

George J. Kipper

Charles C. Wyatt

L. H. Taylor

STATE OF WASHINGTON)
COUNTY OF KING) : SS.

THIS IS TO CERTIFY: That on this 26th day of December,
1946, before me, the undersigned, a Notary Public in and for
said County and State, duly commissioned and sworn, personally appear-
ed GEORGE J. KIPPER, CHARLES C. WYATT and L. H. TAYLOR, to me known
to be the individuals described in and who executed the within and
foregoing Articles of Incorporation, and acknowledged to me that they
signed and sealed the same as and for their own free and voluntary act
and deed, for the uses and purposes therein mentioned.

WITNESS my hand and official seal the day and year in this
certificate first above written.

Stan Burdsey
Notary Public in and for the State
of Washington, residing at Seattle.

File - 45

NOTICE OF CHANGE OF ADDRESS OF

REGISTERED OFFICE

At a meeting of the Board of Directors of the
Wyatt & Kipper Engineers, Inc. held
(name of corporation)

on May 31 19 50,

at which all members were present, it was duly
resolved to change the address of the registered
office of this corporation to

3214 16th S.W. Seattle 4, Wash.

H. J. Kipper
PRESIDENT

C. Wyatt
SECRETARY

Subscribed and sworn to before me this 31 day of May

, 19 50

H. J. Kipper
Notary Public in and for the
State of Washington, residing
at 3214 16th S.W.

(SEAL)

FILED

MAR 31 1966

NOTICE OF CHANGE OF ADDRESS OF
REGISTERED OFFICE

A. LUDLOW KRAMER
SECRETARY OF STATE

STATE OF WASHINGTON)
ss.
COUNTY OF KING)

At a meeting of the Board of Directors of WYATT & KIPPER ENGINEERS, INC., a Washington corporation, held on March 12, 1966, at which a quorum of the directors was present, it was duly resolved by majority vote to change the address of the registered office of this corporation to 3214 - 16th Avenue S. W., Seattle, King County, Washington 98134, to be effective March 14, 1966.

G. J. Kipper
G. J. Kipper, President

CORPORATE

SEAL

M. S. Seaton
M. S. Seaton, Assistant Secretary

Subscribed and sworn to before me this 14th day of March, 1966.

NOTARIAL

SEAL

Wheeler Grey
Notary Public in and for the State
of Washington, residing at Seattle.

APPROVED
AND FILED

MAY 22 1951

EARL COE
SECRETARY OF STATE

Raymond J. Coe
Secretary of State

ARTICLES OF AMENDMENT

of

WYATT & KIPPER ENGINEERS, INC.

BY

STATE OF WASHINGTON)
COUNTY OF KING) : SS.

WE, the undersigned, President and Secretary, respectively, of WYATT & KIPPER ENGINEERS, INC., a corporation organized and existing under and by virtue of the laws of the State of Washington, do hereby certify as follows, to-wit:

That all of the stockholders of this corporation have consented in writing that Article III of the Articles of Incorporation of this corporation be amended to read as follows:

"ARTICLE III.

Capital Stock

The capital stock of this corporation shall consist of 1,500 shares having a par value of \$100 per share."

We further certify that the foregoing amendment as hereinabove set forth is true and correct and that the Articles of Incorporation of Wyatt & Kipper Engineers, Inc. are amended in such particulars.

We further certify that the only shares that Wyatt & Kipper Engineers, Inc., a corporation, will henceforth be authorized to have will be 1,500 shares having a par value of \$100 per share, there being

ROLL NO.

10

PAGE No.

1245

no shares having no par value.

George F. Kipper
President

Charles C. Bryant
Secretary

SUBSCRIBED AND SWORN to before me this 17th day of May,
1950.

John R. Binkley
Notary Public in and for the State
of Washington, Residing at Seattle.

ROLL No.
10
PAGE No.

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APPROVED
AS TO FORM AND CONTENT

DEC 24 1959

VICTOR A. MEYERS
NOTARY PUBLIC
BY *Victor A. Meyers*
Secretary of State

ARTICLES OF AMENDMENT
OF
WYATT & KIPPER ENGINEERS, INC.

We, the undersigned, president and secretary, respectively, of WYATT & KIPPER ENGINEERS, INC., a corporation organized and existing under and by virtue of the laws of the State of Washington, being first duly sworn, do hereby certify as follows, to-wit:

All of the stockholders of Wyatt & Kipper Engineers, Inc., a Washington corporation, have consented in writing that Article III of the Articles of Incorporation of this corporation, as amended by Articles of Amendment filed with the Secretary of State under date of May 20, 1950, have been further amended so that the same now reads as follows:

"ARTICLE III

Capital Stock

The capital stock of this corporation shall consist of 3000 shares having a par value of \$100.00 per share."

We further certify that the foregoing Amendment, as hereinabove set forth, is true and correct and that the Articles of Incorporation of Wyatt & Kipper Engineers, Inc. are amended in such particulars.

We further certify that the total number of shares, including those previously authorized, which the corporation will henceforth be authorized to have, will be 3000 shares having a par value of \$100.00 per share, there being no shares having no par value.

George J. Kipper
George J. Kipper - President

Charles C. Wyatt
Charles C. Wyatt - Secretary

Subscribed and sworn to before me this 24th day of December, 1959.

W. B. J. P.
Notary Public in and for the State
of Washington, residing at Seattle.



STATE OF WASHINGTON | DEPARTMENT OF STATE

I, A. LUDLOW KRAMER, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

AMENDED

ARTICLES OF INCORPORATION

of WYATT & KIPPER ENGINEERS, INC.

a domestic corporation of Seattle Washington,
(Increasing capital to \$500,000.00)

were filed for record in this office at 1:56 o'clock P. M., on this date, and
I further certify that such Articles remain on file in this office.

Filed at request of
Jones, Grey, Kehoe, Hooper & Olsen
Attorneys at Law
Norton Bldg.
Seattle, Washington 98104

Filing and recording fee \$ 200.00
License to June 30, 19 \$
Excess pages @ 25¢ \$

In witness whereof I have signed and have
affixed the seal of the State of Washington to
this certificate at Olympia, the State Capitol,
March 30, 1966

Microfilmed, Roll No. 1100

Page 437 - 438

A. LUDLOW KRAMER
SECRETARY OF STATE

438

ARTICLES OF AMENDMENT
INCREASING CAPITAL STOCK

OF

WYATT & KIPPER ENGINEERS, INC.
AND CHANGING ITS PAR VALUE

APPROVED
AS TO FORM AND FILED

MAR 30 1966

A. LUDLOW KRAMER
SECRETARY OF STATE
BY George J. Kipper
CORPORATION SECRETARY

We, the undersigned, president and assistant secretary, respectively, of WYATT & KIPPER ENGINEERS, INC., a corporation organized and existing under and by virtue of the laws of the State of Washington, being first duly sworn, do hereby certify that at a meeting of the stockholders of the Corporation on March 12, 1966, at which the holders of all of the issued and outstanding voting common stock of the Corporation were present, by the affirmative vote of the holders of all of said capital stock, Article III of the Articles of Incorporation of this Corporation, as previously amended, was further amended so that the same now reads as follows:

"ARTICLE III.

"Capital Stock

"The authorized capital of this corporation shall consist of \$500,000 divided into 250,000 shares of voting common capital stock with a par value of \$2.00 per share."

We further certify that the foregoing Amendment, as hereinabove set forth, is true and correct and that the Articles of Incorporation of Wyatt & Kipper Engineers, Inc., are amended in such particulars.

We further certify that the total number of shares, including those previously authorized, which the Corporation will henceforth be authorized to have, will be 250,000 shares having a par value of \$2.00 per share, there being no shares having no par value.

George J. Kipper
George J. Kipper, President

M. S. Seaton
M. S. Seaton, Assistant Secretary

Subscribed and sworn to before me this 29th day of March, 1966.

Wheeler Grey
Notary Public in and for the State
of Washington, residing at Seattle

4435