

State of Idaho



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

CENTRAL INVESTMENT CORPORATION of DENVER

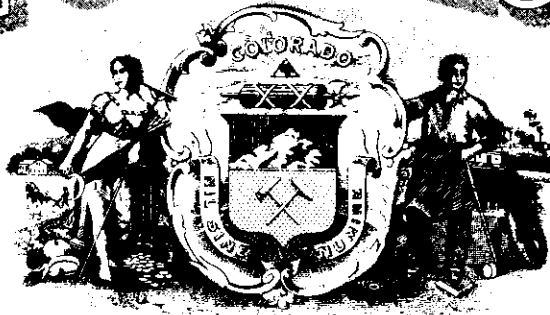
a corporation duly organized and existing under the laws of **Colorado** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Twenty-seventh** day of **July**, 19 **61**, a properly authenticated copy of its articles of incorporation, and on the **Twenty-seventh** day of **July**, 19 **61**, a designation of **J. L. Eberle** in the County of **Ada** 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 **27th** day of **July**, A.D. 19 **61**.

Secretary of State.

STATE OF COLORADO



OFFICE OF THE SECRETARY OF STATE

UNITED STATES OF AMERICA,
STATE OF COLORADO.

ss.

CERTIFICATE.

*I, George J. Baker, Secretary of State
of the State of Colorado, do hereby certify that*

the annexed are full, true and complete copies of ARTICLES OF INCORPORATION and
ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION of

CENTRAL INVESTMENT CORPORATION of DENVER

filed in this office and admitted to record.

.....

.....IN TESTIMONY WHEREOF *I have hereunto*
set my hand, and affixed the Great
Seal of the State of Colorado, at the
City of Denver, this ----TWENTIETH-----
day of -----JULY-----A. D. 1961.

Geo. J. Baker

SECRETARY OF STATE.

By *F. J. Tezadini*

DEPUTY.

STATE OF COLORADO



DEPARTMENT OF
STATE

CERTIFICATE OF
INCORPORATION

I, George J. Baker,

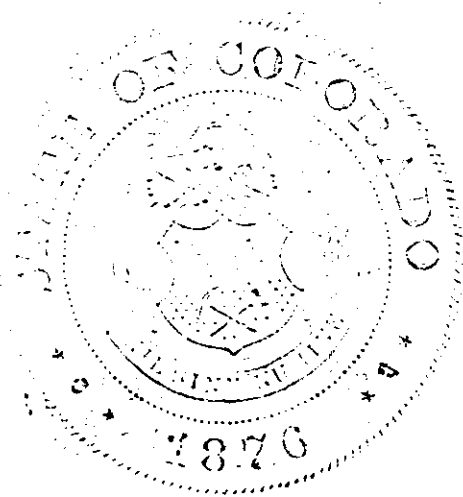
Secretary of State of the State of Colorado, hereby certify that duplicate originals of Articles of Incorporation, duly signed and verified pursuant to the provisions of the Colorado Corporation Act, have been received in this office and are found to conform to law,

Accordingly, the undersigned, by virtue of the authority vested in me by law, hereby issues this Certificate of Incorporation of

-----CENTRAL INVESTMENT CORPORATION of DENVER-----
(A COLORADO CORPORATION)

and attaches hereto a duplicate original of the Articles of Incorporation.

Dated this -----TWENTY-FOURTH-----*day of* -----FEBRUARY-----, *A. D. 19* 60.



Geo. J. Baker

SECRETARY OF STATE

BY *J. J. Seradini*

DEPUTY

ARTICLES OF INCORPORATIONOFCENTRAL INVESTMENT CORPORATION of DENVER

KNOW ALL MEN BY THESE PRESENTS, that we Max G. Brooks, whose address is 4600 Montview Boulevard, Denver, Colorado, Will F. Nicholson, whose address is 655 Vine Street, Denver, Colorado, and Benjamin F. Stapleton, Jr., whose address is 8 Village Road, Englewood, Colorado, all being over the age of twenty-one years, desiring to associate ourselves together as a body corporate and politic under and by virtue of the provisions of the statutes of the State of Colorado relating to the formation of a corporation, do make, sign and acknowledge this our Articles of Incorporation, and in pursuance of the requirements of the statutes of the State of Colorado in such cases made and provided, we do hereby declare and certify as follows, to wit:

I.

The corporate name of this corporation shall be CENTRAL INVESTMENT CORPORATION of DENVER.

II.

The corporation shall have perpetual existence.

III.

(a) Purposes. This corporation is organized and chartered expressly for the purpose of operating under the Small Business Investment Act of 1958 and will operate in the manner and shall have the powers, responsibilities and be subject to the limitations provided by said Act and the regulations issued by the Small Business Administration thereunder.

(b) Powers. In furtherance of the foregoing purposes, the corporation shall have and may exercise all of the rights, powers, and privileges now or hereafter conferred upon corporations organized under the laws of Colorado, but only insofar as such rights, powers and privileges are consistent with the Small Business Investment Act of 1958 and the regulations issued by the Small Business Administration thereunder. In addition, it may do everything necessary, suitable or proper for the accomplishment of any of its corporate purposes.

(c) Extent of Purposes and Powers. To conduct its operations in the State of Colorado, without limitation, however, as to the residence, domicile, or place of business of parties with which it transacts its business or otherwise deals.

IV.

(a) The aggregate number of shares which the corporation shall have authority to issue is four hundred thousand (400,000) shares of common stock, each having a par value of Two Dollars and Fifty Cents (\$2.50). All of said shares shall be issued fully paid and non-assessable.

(b) Each shareholder of record shall have one vote for each share of stock standing in his name on the books of the corporation and entitled to vote, except that in the election of directors he shall have the right to vote such number of shares for as many persons as there are directors to be elected. Cumulative voting shall not be allowed in the election of directors or for any other purpose.

(c) Unless otherwise determined by the Board of Directors, no holder of stock of the corporation shall be entitled as such, as a matter of right, to purchase or subscribe for any stock herein or hereafter authorized which the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes and whether out of unissued shares authorized by these Articles of Incorporation of the corporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issue thereof, and whether issued for cash, labor done, personal property or real property, nor shall he be entitled to any right of subscription to any thereof; nor, unless otherwise determined by the Board of Directors, shall any holder of any shares of the capital stock of the corporation be entitled as such, as a matter of right, to purchase or subscribe for any obligation which the corporation may issue or sell that shall be convertible into or exchangeable for any shares of the stock of the corporation, or to which shall be attached or appurtenant to any warrant or warrants or other instrument or instruments that shall confer upon the holder or holders of such obligation the right to subscribe for or purchase from the corporation any shares of its capital stock of any class or classes.

V.

Ten directors shall constitute the initial board to serve until the first annual meeting of the stockholders, or until their respective successors shall be elected and qualified; their names and addresses being as follows:

<u>Name</u>	<u>Address</u>
Armand Asborn	1014 South Forrest Avenue, Littleton, Colorado
Elwood M. Brooks	300 Ogden Street, Denver, Colorado
Max. G. Brooks	4600 Montview Boulevard, Denver, Colorado
Don D. Hoffman	3501 Moore Court, Wheatridge, Colorado
E. C. Hofmann	1070 South Forest Avenue, Littleton, Colorado
George F. McCarthy	2675 Monaco Parkway, Denver, Colorado
R. J. Nelson	2168 E. Floyd Place, Englewood, Colorado
Will F. Nicholson	655 Vine Street, Denver, Colorado
Gerald L. Schlessman	5100 Montview Boulevard, Denver, Colorado
Benjamin F. Stapleton, Jr.	8 Village Road, Englewood, Colorado

VI.

The following provisions are inserted for the management of the business and for the conduct of the affairs of the corporation, and the same are in furtherance of and not in limitation or exclusion of the powers conferred by law:

(a) Negation of equitable interests in shares or rights.

The corporation shall be entitled to treat the registered holder of any shares of the corporation as the owner thereof for all purposes, including all rights deriving from such shares, and shall not be bound to recognize any equitable or other claim to, or interest in, such shares or rights deriving from such shares, on the part of any other person, including but without limiting the generality hereof, a purchaser, assignee or transferee of such shares or rights deriving from such shares, unless and until such purchaser, assignee, transferee or other person becomes the registered holder of such shares, whether or not the corporation shall have either actual or constructive notice of the interest of such purchaser, assignee, transferee or other person. The purchaser, assignee, or transferee of any of the shares of the corporation shall not be entitled: to receive notice of the meetings of the shareholders; to vote at such meetings; to examine a list of the shareholders; to be paid dividends or other sums payable to shareholders; or to own, enjoy and exercise any other property or rights deriving from such shares against the corporation, until such purchaser, assignee, or transferee has become the registered holder of such shares.

(b) Restrictions on transfer of stock. The corporation is granted the right to impose such restrictions on the transfer of the shares as the Board of Directors deems necessary, advisable or proper.

VII.

The address of the initial registered office of the corporation is 1700 Broadway, Denver, Colorado. The name of its initial registered agent at such address is Benjamin F. Stapleton, Jr.

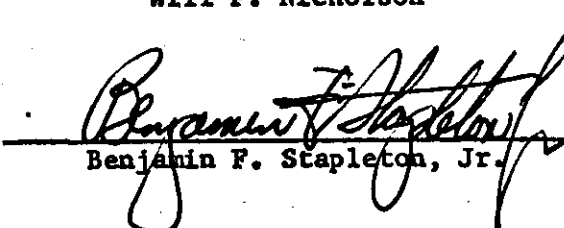
VIII.

The corporation reserves the right to amend, alter or repeal any provision contained in these Articles or to enact any further provision not contrary to the laws of the State of Colorado 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, we have hereunto set our hands and seals this 19th day of FEBRUARY, 1960.

 (SEAL)
Max G. Brooks

 (SEAL)
Will F. Nicholson

 (SEAL)
Benjamin F. Stapleton, Jr.

VERIFICATION

STATE OF COLORADO)
) SS.
CITY AND COUNTY OF DENVER)

I, Helen G. Peterson, a Notary Public, hereby certify that on the 19th day of February, 1960, personally appeared before me Max G. Brooks, Will F. Nicholson, and Benjamin F. Stapleton, Jr., who being by me first duly sworn, severally declared that they are the persons who signed the foregoing documents as incorporators and that the statements therein contained are true.


Notary Public

ACKNOWLEDGEMENT

STATE OF COLORADO)
) SS.
CITY AND COUNTY OF DENVER)

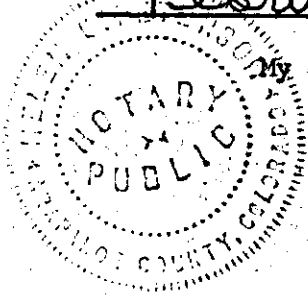
I, Helen G. Peterson a Notary Public in and for the State of Colorado, do hereby certify that Max. G. Brooks, Will F. Nicholson, and Benjamin F. Stapleton, Jr., who are personally

known to me to be the persons whose names are subscribed to the above and foregoing Articles of Incorporation as and for their free and voluntary act for the uses and purposes therein set forth.

WITNESS my hand and notarial seal this 19th day of

February, 1960.

My commission expires: Dec. 31, 1962



Helen G. Peterson
Notary Public

C.D.

146974

ARTICLES OF INCORPORATION

CENTRAL INVESTMENT CORPORATION of DENVER

DOMESTIC

FILED in the office of the Secretary of
State, of the State of Colorado, on the24th day of FEBRUARY A. D. 19 60GEORGE J. BAKER
Secretary of StateFiling Clerk DUNN Fees \$165.00Old Age Pension Fund \$16.50

RECORDED

ROLL 25 PAGE 993

This document has been inspected
and properly Entered on the Re-
cords of The Flat Tax Department.

OK

Date February 25, 1960Michael Clerk

STATE OF COLORADO

DEPARTMENT OF
STATECERTIFICATE OF
AMENDMENT**I, George J. Baker,**

*Secretary of State of the State of Colorado, hereby certify that duplicate originals
of Articles of Amendment to the Articles of Incorporation of-----*

-----Central Investment Corporation of Denver-----

*duly signed and verified pursuant to the provisions of the Colorado Corporation Act,
have been received in this office and are found to conform to law.*

*Accordingly the undersigned, as such Secretary of State, and by virtue of the
authority vested in me by law, hereby issues this Certificate of Amendment and at-
taches hereto a duplicate original of the Articles of Amendment.*

Dated this -----Eighteenth----- day of -----July-----, A. D. 19 61.



Geo. J. Baker
SECRETARY OF STATE

J. J. Surazini
DEPUTY

ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION
of

CENTRAL INVESTMENT CORPORATION OF DENVER

Pursuant to the provisions of the Colorado Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Central Investment Corporation
of Denver

SECOND: The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on July 18 19 61, in the manner prescribed by the Colorado Corporation Act:

(Insert Amendment)

Paragraph (a) of Article IV of the Articles of Incorporation of Central Investment Corporation of Denver is hereby amended in its entirety to read as follows:

(a) The aggregate number of shares which the corporation shall have authority to issue is two million (2,000,000) shares of common stock, each having a par value of Two Dollars and Fifty Cents (\$2.50). All of said shares shall be issued fully paid and nonassessable.

ARTICLES OF AMENDMENT—Continued

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 43,668; and the number of shares entitled to vote thereon was 43,668.

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

<u>Class</u>	(Note 1)	<u>Number of Shares</u>
Common Stock		43,668

FIFTH: The number of shares voted for such amendment was 43,668; and the number of shares voted against such amendment was None.

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was:

<u>Class</u>	(Note 1)	<u>Number of Shares Voted</u>	
		<u>For</u>	<u>Against</u>
None			

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows:

No change (Note 2)

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows: The amount of authorized stated capital is increased from \$1,000,000 consisting of 400,000 shares, par value \$2.50 ~~XXXXXX~~ to \$5,000,000 consisting of 2,000,000 shares, par value \$2.50.

Dated July 18 1961

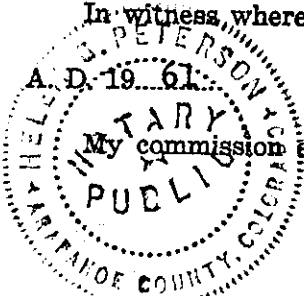
CENTRAL INVESTMENT CORPORATION OF DENVER (Note 3)

By Edward M. Braslow
Its President
and Bryan F. Fitch
Its Secretary (Note 4)

STATE OF COLORADO,
City & County of Denver ss.

Before me, Heleen G. Peterson, a Notary Public in and for the said County and State, personally appeared Edward M. Braslow who acknowledged before me that he is the President of Central Investment Corporation of Denver Title of office a Colorado corporation and that he signed the foregoing Articles of Amendment as his free and voluntary act and deed for the uses and purposes therein set forth.

In witness whereof I have hereunto set my hand and seal this 18th day of July,



Heleen G. Peterson
Notary Public

- Notes: 1. If inapplicable, insert "None."
2. If inapplicable, insert "No change."
3. Exact corporate name of corporation adopting the Articles of Amendment.
4. Signatures and titles of officers signing for the corporation.

SUBMIT IN DUPLICATE