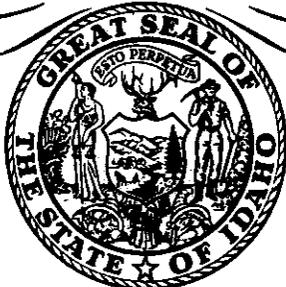


State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, LOUIS B. CLAY
~~Assistant Secretary of State~~ Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

GENERAL CONSTRUCTION COMPANY

a corporation duly organized and existing under the laws of Washington 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 2nd day of May 19 66, a properly authenticated copy of its articles of incorporation, and on the 2nd day of May 19 66, a designation of W. C. Rodan or T. H. Burke 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 2nd day of May, A.D. 19 66.

Secretary of State.



CERTIFICATE No. 4503

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 **GENERAL CONSTRUCTION COMPANY**, which have been duly filed and recorded in my office in accordance with law; I further certify that **GENERAL CONSTRUCTION COMPANY** 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, 1966; 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,

April 28, 1966

A. LUDLOW KRAMER
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
GENERAL CONSTRUCTION COMPANY

APPROVED
AND FILED
DEC 31 1956
EARL COE
SECRETARY OF STATE
By *Earl Coe*
Assistant Secretary of State

ARTICLE I

The name of this corporation shall be and is
"GENERAL CONSTRUCTION COMPANY".

ARTICLE II

The nature of the business of this corporation and the objects and purposes for which it is formed, subject to any restrictions imposed by law, are:

(a) To carry on and engage in a general contracting and construction business in the United States of America, its possessions, and throughout the entire world, and to do all things necessary or convenient for the conduct of such business.

(b) To build, design, construct, enlarge, extend, repair, maintain, improve, or otherwise engage in any work upon streets, sidewalks, highways, roads, bridges, piers, foundations, tunnels, waterworks, buildings, railroads, viaducts, canals, dams or any other public or private works, projects, or property; to engage in any type of metal, wood, mineral, or earth construction; to engage in any type of excavation; to make, execute, take, or receive any contract or assignment of contract relating to or connected with the foregoing activities, and to receive in payment therefor cash, stocks, bonds, other securities, or

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607

any property whatsoever of any person, partnership, corporation or otherwise with which such contract may be made, and to hold or sell such stocks, bonds, securities, or other property.

(c) To mine, manufacture, produce, adapt, prepare, buy, sell, or otherwise deal in asphalt, cement, and any other articles or products for the manufacture or composition of which asphalt or cement is used, including the acquisition by purchase, mining, manufacturing, or otherwise of all materials, supplies, or other things necessary or convenient for use in mining, manufacturing, producing, adapting, or preparing asphalt, cement, and such other articles or products; and to quarry, dig, mine, deal in, and sell any and all kinds of minerals, stone, and other products of the earth.

(d) To acquire by purchase, lease, exchange, hire, or otherwise, land or any interest therein; to design and construct houses, buildings, and works of every description upon any such land or upon any other land; to rebuild, enlarge, alter, and improve existing houses, buildings, or works thereon; to convert and appropriate any such lands into and for roads, streets, and other conveniences; and to manage, sell, lease, mortgage, or otherwise hold or dispose of such lands, houses, buildings, and any other real or personal property of the corporation.

(e) To enter into and become a member of any joint partnership venture, or syndicate; and to enter into any lawful arrangement for the sharing of profits and losses, for the union of interests, or for reciprocal concessions or cooperation with

any corporation, association, partnership, joint venture, syndicate, person or governmental, municipal or public authority, domestic or foreign, in order to carry out any of the purposes of the corporation.

(f) To borrow money or otherwise contract indebtedness; and, without limit as to amount, to draw, make, accept, endorse, execute and issue negotiable or non-negotiable promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other evidences of indebtedness, and as security for the payment of principal and interest thereon to mortgage, pledge, hypothecate, deposit, convey, assign in trust, or otherwise encumber the whole or any part of the property of the corporation.

(g) To acquire the good will, rights, assets, or other property of any person, firm, association, or corporation; to undertake, assume, or guarantee the whole or any part of the obligations and liabilities of any person, firm, association, or corporation; and to promote or aid in any manner, financially or otherwise, any person, firm, association, or corporation.

(h) To purchase, acquire, hold, sell, pledge or otherwise encumber or dispose of the stock, bonds, or evidences of indebtedness of any domestic or foreign corporation, and while the owner thereof to exercise all the rights, powers and privileges of ownership, including the right to vote stock at shareholders' meetings of the corporation whose stock is so held.

(i) To purchase, hold, sell, exchange, pledge, or otherwise acquire, transfer, or deal in shares of its own capital stock, bonds or other obligations for the purposes of the corporation, provided that the corporation shall not use its funds or property to purchase shares of its own capital stock when such use would cause any impairment of its capital stock.

(j) To have one or more offices; to carry on all or any part of its operations or business in any part of the world; and without restriction or limit as to amount to purchase, acquire, hold, mortgage, pledge, sell, convey or otherwise dispose of such real and personal property in any part of the world as may be required or convenient to promote the purposes of this corporation.

(k) In general, to carry on any other businesses, manufacturing, mercantile, distribution, servicing and repairing or otherwise, which may be conducted in connection with the foregoing or which may directly or indirectly enhance the value of the corporation's property or rights.

(l) To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States of America or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this corporation.

(m) The objects and purposes specified above shall,

except where otherwise expressed, be in no wise limited or restricted by reference to, or inference from, the terms of any other clause in these Articles of Incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

ARTICLE III

This corporation shall have perpetual existence.

ARTICLE IV

The location and post office address of the registered office of the corporation is 3840 Iowa Avenue, Seattle 24, Washington.

ARTICLE V

The total amount of the authorized capital stock of the corporation is \$1,500,000.00, consisting of:

- (a) 16,000 shares of common stock of the par value of \$25.00 each;
- (b) 44,000 shares of preferred stock of the par value of \$25.00 each.

ARTICLE VI

(a) All persons who shall acquire stock in the corporation shall acquire the same subject to the provisions of these Articles of Incorporation.

(b) The holders of the preferred stock shall be entitled to receive, when and as declared by the Board of

Directors, dividends from the surplus or net profits of the corporation at the rate of three percent (3%) of the par value per share per annum (and no more) payable on December 31 in each year. Dividends on the preferred stock shall be paid before any dividends on the common stock shall be paid or set apart for the common stock and shall be cumulative, so that if the preferred stock dividend for any calendar year shall not have been paid, the arrearage shall be paid, but without interest, before any dividends shall be paid upon the common stock.

(c) Out of any surplus or net profits remaining after full cumulative dividends on the preferred stock for all previous years shall have been paid and for the current year shall have been declared and paid or provided for, then and not otherwise, so long as any of the preferred stock shall remain outstanding, dividends may be declared upon the common stock.

(d) In the event of any liquidation, dissolution or winding up of the corporation, the holders of the preferred stock shall be entitled to be paid the par value of their shares, together with all unpaid and accrued dividends thereon, before any amount shall be paid to the holders of the common stock; the remaining assets shall then be distributed to the holders of the common stock according to their respective shares.

(e) Except as otherwise provided in Article VII hereof and except as required by law, the holders of the common stock shall have the exclusive voting power and the holders of the preferred stock shall have no voting power. However, if the

arrears in dividends on the preferred stock shall at any time be equal to, or in excess of, the total amount of three years of dividends due on the preferred stock (adjusted for any preferred stock which may have been redeemed), then the holders of the preferred stock shall, without further formality, be entitled to one vote for each share of preferred stock until either:

(1) all dividend arrearages have been paid or (2) until the corporation has earned surplus legally available for the payment of dividends in an amount equal to or in excess of all dividend arrearages and twelve (12) months thereafter.

(f) The whole or any part of the preferred stock may, subject to the applicable provisions of law, be redeemed at any time or from time to time at the option of the Board of Directors by payment in cash for each share of the preferred stock to be redeemed the sum of \$25.00 and in addition thereto all unpaid and accrued dividends thereon. If less than the entire amount of the preferred stock outstanding shall be called for redemption at any time, the shares to be redeemed shall be selected in such manner as the Board of Directors may determine.

Provided, however, that neither the whole nor any part of the preferred stock shall be redeemed until the debenture issues totalling \$1,000,000.00 authorized on December 31, 1956, by the Board of Directors of the corporation shall first have been repaid together with interest thereon.

ARTICLE VII

The affirmative vote of two thirds of the shares of each class of stock outstanding shall be required in order to adopt a resolution authorizing any one or more of the following corporate actions:

- (a) A dissolution and liquidation of the corporation;
- (b) A consolidation or merger of the corporation with any other corporation; or
- (c) A lease, sale, exchange or other transfer, except a transfer for security purposes only, of all or substantially all of the assets of the corporation.

ARTICLE VIII

The amount of paid-in capital with which the corporation will begin business is \$1,500,000.00.

ARTICLE IX

The names and post office addresses of the first Directors who shall manage the business of the corporation from December 31, 1956 through March 25, 1957, unless sooner removed and replaced by the shareholders, are:

<u>Names</u>	<u>Post Office Addresses</u>
R. W. Jones	3840 Iowa Avenue Seattle, Washington
J. A. Samuelson	3840 Iowa Avenue Seattle, Washington
H. A. Dick, Jr.	4850 N. W. Front Ave. Portland, Oregon
H. F. McEachern	3840 Iowa Avenue Seattle, Washington
R. P. Stockwell	4850 N. W. Front Ave. Portland, Oregon

ARTICLE X

The names and post office addresses of each of the Incorporators and the number and class of shares subscribed for by each are:

<u>NAMES</u>	<u>POST OFFICE ADDRESSES</u>	<u>NUMBER & CLASS of SHARES</u>
R. W. Jones	3840 Iowa Avenue Seattle, Washington	12 (Common Stock)
J. A. Samuelson	3840 Iowa Avenue Seattle, Washington	4 (Common Stock)
H. F. McEachern	3840 Iowa Avenue Seattle, Washington	4 (Common Stock)

ARTICLE XI

In furtherance, and not in limitation of the powers conferred by law, the Board of Directors is expressly authorized:

(a) To make and alter the By-Laws of the corporation, except any By-Laws fixing their qualifications, term of office or compensation, subject to the power of the shareholders to change or repeal all or any part of such By-Laws.

(b) To authorize the borrowing of money or the creation of other indebtedness; to authorize and cause to be executed mortgages, liens, or other encumbrances upon all or any part of the real and personal property of the corporation; and to authorize and cause to be executed bonds, debentures, or other evidences of indebtedness.

(c) To set apart out of the net profits arising

from the business of this corporation a reserve or reserves for any proper purpose, and to abolish any such reserve in the manner in which it was created.

(d) To hold meetings of the Board of Directors at such place or places within or without the State of Washington as may be designated in the By-Laws; to have one or more offices within or without the State of Washington; and to keep the books of the corporation, subject to the applicable provisions of law, outside of the State of Washington at such places as may be from time to time designated by the Board of Directors.

(e) To take or authorize such action as may be necessary or convenient to carry out any of the purposes for which this corporation was formed, and to exercise such further powers as may be expressly conferred upon the Board of Directors in the By-Laws.

ARTICLE XII

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

IN WITNESS WHEREOF, we have this 26th day of December, 1956, set our hands to these Articles of Incorporation, in triplicate.

R. W. Jones,
(R. W. Jones)
J. A. Sanderson,
(J. A. Sanderson)
W. F. Nebackman,
(W. F. Nebackman)

STATE OF WASHINGTON }
COUNTY OF KING } SE.

THIS IS TO CERTIFY: That on the 26th day of December, 1956, before me, the undersigned Notary Public, personally appeared R. W. JONES, J. A. SANDERSON and W. F. NEBACKMAN, to me known to be the individuals described in and who signed the foregoing Articles of Incorporation, in triplicate, and to me known to be of full age and citizens of the United States, and acknowledged to me that they signed the same as their free and voluntary act and deed, for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have herewith set my hand and official seal on this 26th day of December, 1956.

Paul A. Wallace
Notary Public in and for the State
of Washington, residing at Seattle.

Nº 135370

Articles of Incorporation

OF THE

General Construction Company

Place of business..... Seattle
Time of existence..... Perpetual..... years
Capital stock, \$..... 1,500,000.00

STATE OF WASHINGTON, ss.

Filed for record in the office of the Secretary of State..... December 31, 1956
at 9:26 o'clock A. M.
Microfilmed, Roll No.....

Page.....

Domestic Corporations


Secretary of State.

Filed at request of.....
Bogle, Bogle & Gates, Attorneys
Central Building
Seattle, Washington

Filing and recording fee, \$ 600.00
License to June 30, 1957, \$ 302.50
Certificate mailed JAN 24 1957

.....to above address

Indexed **Photographed**

**APPROVED
AND FILED**

JAN 13 1958

VICTOR A. MEYERS
SECRETARY OF STATE

BY *W. J. Roman*
ASSISTANT SECRETARY OF STATE

ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

of

GENERAL CONSTRUCTION COMPANY

We, the undersigned, being the President and Secretary, respectively, of GENERAL CONSTRUCTION COMPANY, a Washington corporation, hereby certify that at a Special Meeting of Shareholders held on December 21, 1957, at the hour of 10:00 o'clock A. M., at the office of the company in Seattle, Washington, at which meeting all of the holders of the preferred and common stock of the company were present in person, the holders of both classes of stock, preferred and common, voted unanimously for the amendment of the Articles of Incorporation as hereinafter indicated.

Article V and Article VI of the Articles of Incorporation of the company were amended to read as follows:

"ARTICLE V.

The total amount of the authorized capital stock of the corporation is \$1,500,000, consisting of:

(a) 40,000 shares of Class A voting common stock of the par value of \$25 per share; and

(b) 20,000 shares of Class B non-voting common stock of the par value of \$25 per share."

"ARTICLE VI.

(a) All persons who shall acquire stock in the corporation shall acquire the same subject to the provisions of these Articles of Incorporation.

(b) Except as otherwise required by law, the holders of the Class A voting common stock shall have the exclusive voting power, and the holders of the Class B non-voting common stock shall have no voting power.

(c) The holders of the Class B non-voting common stock shall be entitled to receive, when, as and if declared by the Board of Directors, dividends not to exceed eight per cent (8%) of the par value thereof per annum. Such dividends shall be non-cumulative, but in any calendar year the holders of the Class B non-voting common stock shall first be paid dividends equal to eight per cent (8%) of the par value thereof before any dividends shall be paid or set apart for holders of the Class A voting common stock.

(d) When in any calendar year dividends equal to eight per cent (8%) of the par value thereof have been declared and paid upon the Class B non-voting common stock, the holders of the Class A voting common stock shall be entitled to receive, when, as and if declared by the Board of Directors, dividends not to exceed eight per cent (8%) of the par value of the Class A voting common stock. Such dividends upon the Class A voting common stock shall be non-cumulative, but in any calendar year the holders of the Class A voting common stock shall first be paid dividends equal to eight per cent (8%) of the par value thereof before any dividends in excess of eight per cent (8%) of the par value of the Class B non-voting common stock are paid or set apart for the holders of such

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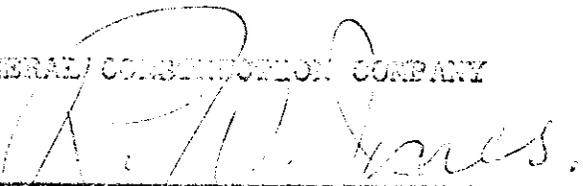
Class B non-voting common stock.

(c) When in any calendar year dividends equal to eight per cent (8%) of their respective par values have been declared and paid upon the Class B non-voting common stock and the Class A voting common stock, then the holders of both classes of stock shall participate without distinction or preference in any further dividend or dividends that may be declared by the Board of Directors in that calendar year; and the holders of both classes of stock shall likewise participate without distinction or preference in any distributions that may be made in connection with any liquidation, dissolution or winding up of the corporation."

IN WITNESS WHEREOF, we have hereunto set our hands and caused the corporate seal of said corporation to be hereunto affixed this 10th day of January, 1958.

GENERAL COMBINATION COMPANY

By



(R. W. Jones)

President

By



(W. F. Anderson)

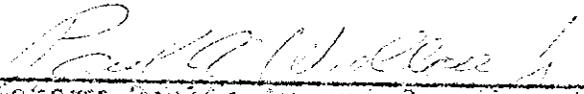
Secretary

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STATE OF WASHINGTON }
COUNTY OF KING } SS.

On this 16th day of January, 1938, before me personally appeared R. W. JONES and H. E. McEACHENR, to me known to be the President and Secretary, respectively, of GENERAL CONSTRUCTION COMPANY, the corporation that executed the within and foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned, and on oath stated that they were authorized to execute said instrument and that the seal affixed thereto is the corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.



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