

# 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

**B & B ENGINEERING AND SUPPLY COMPANY, INC.**

a corporation duly organized and existing under the laws of **Texas** 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 **29th** day of **May** 19**61**, a properly authenticated copy of its articles of incorporation, and on the **29th** day of **May** 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 **29th** day of **May**, A.D. 19**61**.

Secretary of State.

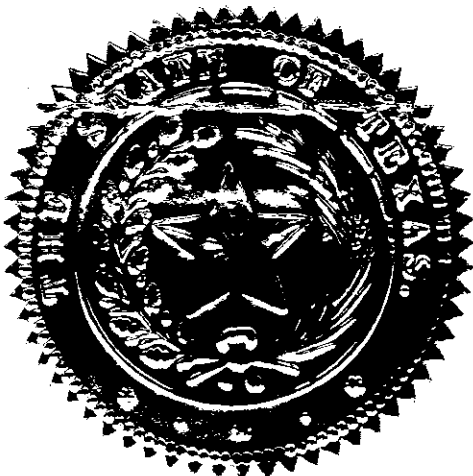


**The State of Texas**  
**Secretary of State**

I, P. FRANK LAKE, Secretary of  
State of the State of Texas DO HEREBY CERTIFY that the  
attached is a true and correct copy of the following  
described instruments on file in this office;

B & B ENGINEERING AND SUPPLY COMPANY, INC.

Charter	August 8, 1941
Amendment	March 6, 1946
Amendment	October 30, 1950
Statement filed pursuant to provisions of Article 9.14F of the Texas Business Corporation Act	July 1, 1960



IN TESTIMONY WHEREOF, I have hereunto  
signed my name officially and caused to be im-  
pressed hereon the Seal of State at my office in  
the City of Austin, this

26th day of May, A. D. 1961

Handwritten signature of P. Frank Lake in cursive script, written over a horizontal line.

Secretary of State

STATEMENT  
of

B & B ENGINEERING AND SUPPLY COMPANY, INC. ✓

To the Secretary of State  
of the State of Texas

Pursuant to the provisions of Article 9.14 F of the Texas Business Corporation Act, the undersigned corporation hereby files its statement setting forth:

- The name of the corporation is \_\_\_\_\_  
B & B Engineering and Supply Company, Inc.
- It is incorporated under the laws of Texas
- The post office and street or building address of its initial registered office is 2900 Washington Avenue - Houston, Texas; P. O. Box 2531 - Houston 1 and the name of its initial registered agent at such address is W. M. Murfin
- The designation of the registered office and the appointment were authorized by resolution duly adopted by its board of directors.

Dated Jan 26, 1960

FILED  
IN THE OFFICE OF THE  
SECRETARY OF STATE OF TEXAS

B & B ENGINEERING AND SUPPLY COMPANY, INC.  
Name of Corporation

By \_\_\_\_\_  
Its \_\_\_\_\_ President

And W. M. Murfin  
Its \_\_\_\_\_ Secretary

STATE OF TEXAS )  
COUNTY OF HARRIS )

I, Salene Townsend, a notary public, do hereby certify that on this 26<sup>th</sup> day of January, 1960 personally appeared before me W. M. Murfin who being by me first duly sworn, declared that he is the President of B & B Engineering and Supply Co. that he signed the foregoing document in the capacity therein set forth and that the statements therein contained are true.

(Notarial Seal)

Salene Townsend  
Notary Public

THE STATE OF TEXAS    ↓  
COUNTY OF HARRIS    ↓

KNOW ALL MEN BY THESE PRESENTS: That at a special meeting of the stockholders of B & B Engineering & Supply Company, Inc. (a private corporation heretofore duly incorporated under the laws of the State of Texas, with its principal place of business at Houston, Texas), duly called and held at the office of said corporation on the 10th day of October, 1950, in conformity with the by-laws of the corporation, for the purpose of voting upon the resolution hereinafter referred to, all of the authorized, issued and outstanding stock was voted in favor of a resolution authorizing the amendment of the charter of said corporation in the manner hereinafter set forth.

NOW, THEREFORE, we, W. M. Murfin, R. W. Wood, W. M. Proudfit, R. H. Park and H. W. Lewis, constituting the entire Board of Directors of said corporation, in performance of and in accordance with the provisions of such resolution, do hereby amend the charter of said corporation in the manner hereinafter set forth, so as to accomplish the following purposes:

- (1) To increase the authorized, issued and outstanding capital stock of the corporation to \$200,000.00, divided into 40,000 shares of common stock without nominal or par value, by
  - (a) converting all stock heretofore authorized, issued, paid for and now outstanding (i. e. 20,000 shares of common stock without nominal or par value) into 20,000 shares of common stock without nominal or par value, and by
  - (b) issuing pro rata to all stockholders of record on October 10, 1950, an additional 20,000 shares of the same class of common

stock without nominal or par value, paying therefor by transferring from the corporation's surplus account to its capital account of the sum of \$100,000.00

(2) To provide that the number of shares of the total authorized capital stock of this corporation shall be 80,000, all without nominal or par value, divided into two classes, Class A Non-voting and Class B Voting, the total number of shares of Class A Non-voting being 40,000, and the total number of Class B Voting being 40,000, every share of each class being equal in all respects to every other share of such class, but the classes differing from one another as hereinafter provided; that all of the presently authorized, issued and outstanding capital stock, as well as the increase thereof as hereinabove provided, shall constitute the Class B Voting stock of this corporation; that all of the shares of Class B Voting stock, which are to comprise one-half of the total authorized capital stock, shall be in good faith subscribed and paid for in full as hereinabove provided; and that all of the Class A Non-voting stock shall be disposed of by the corporation when and as the Board of Directors desire to do so, and for such consideration as may be fixed from time to time by the Board of Directors.

Accordingly, Section "SIXTH" of the original charter of this corporation, which was filed in the office of the Secretary of State of the State of Texas on August 8, 1941, as amended by the amendment to said charter filed in said office on March 6, 1946, shall be entirely eliminated therefrom, and Section "SIXTH" of said charter shall henceforth be and read as follows:

"SIXTH: The number of shares of the total authorized capital stock of this corporation is 80,000, all without nominal or par value, divided into two classes, namely, Class A Non-voting and

Class B Voting, the total number of shares of Class A Non-voting being 40,000 and the total number of shares of Class B Voting being 40,000, every share of each class being equal in all respects to every other share of such class, but the classes differing from one another as hereinafter provided. All of the shares of Class B Voting stock, which comprise one-half of the total authorized capital stock, have been in good faith subscribed and paid for in full, as is further shown by the affidavits attached hereto. None of the shares of Class A Non-voting stock has been subscribed or paid for, but it shall be disposed of by the corporation when and as the Board of Directors desire to do so and for such consideration as may be fixed from time to time by the Board of Directors."

There is hereby added to said charter, as heretofore amended, Section "SEVENTH" reading as follows:

"SEVENTH: The shares of Class A Non-voting and Class B Voting common stock shall have, respectively, the following preferences, designations, rights, privileges and powers, and shall be subject, respectively, to the following restrictions, limitations and qualifications:

- (1) The holders of Class A Non-voting common stock shall be entitled to receive, as and when declared, out of any surplus or net profits of the corporation, noncumulative preferential dividends at the rate of forty-five cents (45¢) a share per annum, payable annually, semi-annually or quarterly, as the Board of Directors may determine, before any dividends may be declared on the shares of Class B Voting

common stock in any fiscal year. After said dividend on Class A Non-voting common stock has been declared in full and adequate provision made for the prompt payment thereof, the Board of Directors, either at the same time or at any time thereafter, may declare and pay from surplus or net profits such other dividends to the holders of either or both of the two classes of stock as may be determined from time to time, provided, however, that the dividends declared on Class A Non-voting common stock shall never be less per share in any fiscal year than the dividends declared for that year on Class B Voting common stock.

- (2) In the event of liquidation or dissolution, whether voluntary or involuntary, the assets of the corporation shall be distributed ratably among all holders of Class A Non-voting and Class B Voting common capital stock.
- (3) If the charter of the corporation should be amended hereafter so as to increase the authorized capital stock to more than 40,000 shares of Class A Non-voting or more than 40,000 shares of Class B Voting common stock, all without nominal or par value, the shareholders of each class shall have the preemptive right to subscribe for and purchase their proportionate part of additional stock of the class of which they then may be holders, upon its original issuance and sale for cash by the corporation; provided, however, that such preemptive right shall be exercised only upon such conditions as may be prescribed by the

Board of Directors, and provided further that stock of either or both classes may be issued for property without first offering such stock for subscription to stockholders.

- (4) No holder of Class A Non-voting common stock shall ever be entitled, solely by reason of his ownership of such stock, to vote at any meeting of the stockholders of this corporation. Each holder of Class B Voting common stock shall be entitled to one vote for each share of stock standing in his name on the books of the corporation."

IN TESTIMONY WHEREOF we have signed this instrument at Houston, Texas, on this the 30th day of October, 1950.

  
W. M. Murfin

  
R. W. Wood

  
W. M. Proudfit

  
R. H. Park

  
H. W. Lewis

Directors of B & B Engineering & Supply Company, Inc.

THE STATE OF TEXAS |  
COUNTY OF HARRIS |

BEFORE ME, the undersigned authority, a notary public in and for Harris County, Texas, on this day personally appeared W. M. MURFIN, R. W. WOOD, W. M. PROUDFIT, R. H. PARK AND H. W. LEWIS, known to me to be the persons whose names are subscribed to the foregoing instrument and to comprise the entire Board of Directors of B & B ENGINEERING & SUPPLY COMPANY, INC., a Texas corporation, and each acknowledged to me that he executed the same for the purposes and consideration therein expressed.

GIVEN under my hand and seal of office this 30th day of October, 1950.

Notary Public, Harris County, Texas



Dear Mr. [Name] [Address]

I am writing to you regarding the [Topic] [Details]

20th

*W. H. [Name]*  
*[Address]*  
*[City]*  
*Raised at [City]*

of [City]

*[Name]*  
*[Address]*

THE STATE OF TEXAS )  
COUNTY OF JEFFERSON )

KNOW ALL MEN BY THESE PRESENTS, that

That we, Hiram T. Lewis and F. W. Vossing, of Jefferson County, Kansas, Ben Vossing of Harris County, Texas, and Carl W. Hall and Robert H. Park of Jefferson County, Texas, under and by virtue of the laws of this state, do hereby formally incorporate ourselves into a voluntary association under the terms and conditions hereinafter set out, to-wit:

FIRST: The name of this corporation is to be  
Engineering and Supply Company, Inc.

SECOND: The purpose for which this corporation is to  
transact and conduct its manufacturing business  
is to purchase goods, ware and materials  
used in said business and to sell goods, ware  
and materials used in said business.

THIRD: The place where the principal office  
and principal place of business shall be  
located, Harris County, Texas.

FOURTH: The term for which it is to exist is Five  
(5) years.

FIFTH: The directors and officers, and principal  
office address, are as follows:

H. W. Griffin, President, 2304 Grand Street, Houston, Texas.

Ben Vossing, Vice-President, 3701 Grand Street, Houston, Texas.

Robert H. Park, Secretary-Treasurer, 110 Grand Street, Houston, Texas.

Carl W. Hall, Director, 471 Gulf Street, Houston, Texas.

Hiram T. Lewis, Director, 111 N. Clinton Avenue, Wichita, Kansas.

SIXTH: The amount of the capital stock is \$100,000.00,  
divided into 100 shares of \$1,000.00 each, of which  
which capital stock has been subscribed, and  
per cent paid in, as per attached schedule.

In testimony whereof, we hereunto set our hands and seals

at the City of Houston, Texas, this 1st day of May, 1924.

*Hiram T. Lewis*  
\_\_\_\_\_  
*Carl W. Hall*  
\_\_\_\_\_  
*Robert H. Park*  
\_\_\_\_\_

THE STATE OF KANSAS  
COUNTY OF SEDGWICK

Before me, the undersigned authority, on this day personally appeared W. E. Murfin, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

GIVEN under my hand and seal of office this 20 day of July, A. D. 1941.

[Signature]  
Notary Public,  
Sedgwick County, Kansas.

THE STATE OF KANSAS  
COUNTY OF SEDGWICK

Before me, the undersigned authority, on this day personally appeared Hiram W. Lewis, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

GIVEN under my hand and seal of office this 21 day of July, A. D. 1941.

[Signature]  
Notary Public,  
Sedgwick County, Kansas.

THE STATE OF TEXAS  
COUNTY OF JEFFERSON

Before me, the undersigned authority, on this day personally appeared Ben Vasing, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

GIVEN under my hand and seal of office this 21 day of July, A. D. 1941.

[Signature]  
Notary Public,  
Jefferson County, Texas

THE STATE OF TEXAS  
COUNTY OF JEFFERSON

Before me the undersigned authority, on this day personally appeared Carl A. Ball, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

GIVEN under my hand and seal of office this 21 day of July, A. D. 1941.

[Signature]  
Notary Public,  
Jefferson County, Texas

THE STATE OF TEXAS  
COUNTY OF JEFFERSON

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Before me, the undersigned authority, on this day personally appeared Robert H. Park, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed.



GIVEN under my hand and seal of office this 6th day  
Aug., A. D. 1941.

*Louanna Baker*  
Notary Public,  
Jefferson County, Texas

CONSENT TO USE OF NAME

B & B ENGINEERING AND SUPPLY CO., INC. - WESTERN, a Colorado corporation, will withdraw from your State and hereby consents to the qualification in your State of B & B ENGINEERING AND SUPPLY COMPANY, INC., a Texas corporation, the owners of all outstanding stock of B & B ENGINEERING AND SUPPLY CO., INC. - WESTERN.

IN WITNESS WHEREOF, the said B & B ENGINEERING AND SUPPLY CO., INC. - WESTERN has caused this consent to be executed by its president and attested under its corporate seal by its secretary, this 9 day of May, 1961.

B & B ENGINEERING AND SUPPLY CO., INC. - WESTERN

By

W. M. T. H. [Signature]  
President

ATTEST:

Virgil Childers  
Secretary

(SEAL)