

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

SIDNEY E. SMITH COMPANY, INC.

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 **13th** day of **January** 19 **64**, a properly authenticated copy of its articles of incorporation, and on the **13th** day of **January** 19**64**, a designation of **William A. Calloway** in the County of **Shoshone** 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 **13th** day of **January**, A.D. 19 **64**.

Secretary of State.



United States of America

State of Washington

DEPARTMENT



OF STATE

To all to whom these presents shall come

I,

Victor A. Meyers

Secretary of State of the

State of Washington and custodian of the Seal of said State, do hereby

certify that the annexed is a true and correct copy of the Articles of Incorporation of SIDNEY E. SMITH COMPANY, INC. and all amendments thereto which have been duly filed and recorded in my office in accordance with law; I further certify that SIDNEY E. SMITH COMPANY, 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, 1964; 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 Testimony Whereof, I have hereunto set my hand and affixed hereto the Seal of the State of Washington. Done at the Capitol, at Olympia,

this 2nd *day of* January *A.D. 19* 64

Victor A. Meyers

Secretary of State

By Jean C. Dunker

Assistant Secretary of State
(Mrs.) Jean C. Dunker

ARTICLES OF INCORPORATION
OF
SIDNEY E. SMITH COMPANY, INC.

APPROVED
AND FILED

1934
EARL COE
SECRETARY OF STATE
BY *[Signature]*
Assistant Secretary of State

THESE PRESENTS WITNESSETH:

That we, SIDNEY E. SMITH, ISABELLA T. SMITH, CARLOS H. LANDA, JEAN I. LANDA, THOMAS S. SMITH, THELMA L. SMITH and FRED J. CUNNINGHAM, natural persons of full age, residents and citizens of the United States of America, and of the State of Washington, being desirous of forming a corporation in conformity to the laws of the State of Washington, do make and subscribe the following Articles of Incorporation in triplicate.

ARTICLE I

The name of the corporation shall be SIDNEY E. SMITH COMPANY, INC.

ARTICLE II

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

To engage in, operate and conduct a general insurance agency and insurance brokerage business for all types of insurance and to that end to act as agent for such insurance companies in soliciting and receiving applications for insurance, collecting premiums, and doing such other business as may be delegated to agents by such companies;

To engage in, operate and conduct a general brokerage and commission and property management business for its own account and for others and to that end to perform and do all things authorized by the laws of the State of Washington with respect to real estate brokers and in addition to sell and purchase real estate for its own account, and to purchase and sell for its own account and for others personal property, stocks, bonds, notes, mortgages, choses in action,

commercial paper and other evidences of indebtedness, and to negotiate loans on real, personal and all types of property for its own account and for others, and to acquire property for itself and for others, to let houses and lands, collect rents, pay taxes and make improvements and repairs thereon and do all things needed any and proper for the management of such property for its own account and for others;

To advance and lend money with or without security, to underwrite loans, borrow money, negotiate loans and generally to act as investment brokers both as agents and principals, and to develop any land acquired by it or in which it is interested by constructing or causing to be constructed repairs, improvements and structures thereon and by advancing money for such construction;

To engage in, operate and conduct the business of acting as depositary agent in escrow in connection with the sale and purchase of real and personal property, loans and all other transactions in which written instruments, valuable papers and other things are deposited with an escrow agent;

And, in general, to carry on any other lawful business whatsoever in connection with the foregoing, or which is calculated, directly or indirectly to promote the interest of the corporation or to enhance the value of its properties and to have and exercise all the rights, powers and privileges now or hereafter conferred by the laws of the State of Washington relating to the organization of corporations and any and all acts amendatory thereof and supplemental thereto.

The foregoing clauses shall each be construed as purposes and powers, and the matters expressed in each clause, except as otherwise expressly provided, shall be in no wise limited by reference to or inference from any other clause, but shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or the general powers of the corporation; nor shall the mentioning of one thing be deemed to exclude another, although it be of like character and unexpressed.

ARTICLE III

The duration and time of existence of this corporation shall be 10 years.

ARTICLE IV

The location of the corporation's registered office in the State of Washington shall be Opportunity, County of Spokane, State of Washington and its post office address shall be Opportunity, Washington.

ARTICLE V

The amount of the Capital Stock of the corporation shall be Fifty Thousand Dollars (\$50,000.00) which shall be divided into Five Hundred (500) shares of One Hundred Dollars (\$100.00) par value each, all of which shares shall have equal rights in every respect.

ARTICLE VI

The amount of paid in Capital Stock with which the corporation will begin business shall be Seven Hundred Dollars (\$700.00).

ARTICLE VII

The number of directors who shall manage the business of the corporation shall be Five (5); Provided, however, that SIDNEY E. SMITH, ISABELLA T. SMITH, JEAN I. LANDA, THOMAS S. SMITH and FRED J. CUNNINGHAM, the undersigned incorporators shall be and constitute the first board of directors who shall manage the business of the corporation from the date of its organization until the 10th day of April, 1950, when their respective terms of office as directors shall expire.

ARTICLE VIII

The board of directors of the corporation shall have authority to make by-laws within the limits provided by law, subject to the power of the shareholders of the corporation to change or repeal such by-laws.

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CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION OF SIDNEY E. SMITH COMPANY, INC.

STATE OF WASHINGTON)
County of Spokane) ss.

THOMAS S. SMITH, president, and JEAN I. LANDA, secretary, of
SIDNEY E. SMITH COMPANY, INC., a corporation, being first duly sworn on
oath, certify and declare as follows, to-wit:

1. That they are the president and secretary, respectively, of
Sidney E. Smith Company, Inc., a corporation organized and existing under
the laws of the State of Washington.
2. That on the 8th day of December, 1959, a special meeting of the
stockholders of Sidney E. Smith Company, Inc., duly called upon notice of
the specific purpose in accordance with the provisions of the laws of the
State of Washington to consider the adoption of the amendments to the
Articles of Incorporation as hereinafter set forth, was held at the principal
place of business of the corporation at Opportunity, Washington at which said
meeting all of the stockholders of said corporation were present.
3. That at said special meeting the stockholders, by the unanimous
vote of all of the voting power of the stockholders of said corporation,
adopted an amendment to Article III of the Articles of Incorporation, and
accordingly, and by reason of the adoption of the same at said special meeting
of the stockholders, Article III of the Articles of Incorporation of Sidney
E. Smith Company, Inc., a corporation, is and has been amended to read as
follows:

"ARTICLE III

"The duration and period of existence of this corporation
shall be perpetual."

4. That at said special meeting the stockholders, by the unanimous
vote of all of the voting power of the stockholders of said corporation,
adopted an amendment to Article V of the Articles of Incorporation, and

Accordingly, and by reason of the adoption of the same at said special meeting of the stockholders, Article V of the Articles of Incorporation of Sidney E. Smith Company, Inc., a corporation, is and has been amended to read as follows:

"ARTICLE V

"The amount of the capital stock of this corporation shall be One Hundred Thousand Dollars (\$100,000.00) which shall be divided into One Thousand (1000) shares of One Hundred Dollars (\$100.00) par value each.

"(a) The total number of authorized shares includes those shares previously authorized under Article V as contained in the original Articles of Incorporation dated February 24, 1950.

"(b) All of said shares shall have a par value of \$100.00 and the corporation shall have no shares of no par value.

"(c) All of said shares shall have equal rights and voting power in every respect and the corporation shall have only one class of shares."

5. That at said special meeting the stockholders, by the unanimous vote of all of the voting power of the stockholders of said corporation, adopted an amendment to Article VII of the Articles of Incorporation, and accordingly, and by reason of the adoption of the same at said special meeting of stockholders, Article VII of the Articles of Incorporation of Sidney E. Smith Company, Inc., a corporation, is and has been amended to read as follows:

"ARTICLE VII

"The number of directors who shall manage the business and affairs of the corporation shall be not less than three nor more than seven. The exact number, qualifications, terms of office, manner of election, time and place of meeting and powers and duties of the directors shall be as prescribed in the By-Laws of the corporation; provided, however, that no person may be a director unless he holds stock in the corporation."

WITNESS the hands of the President and Secretary, respectively, of said corporation under the seal of said corporation in triplicate this 8th day of December, 1959.

President

Secretary

Subscribed and sworn to before me this 8th day of December, 1959.

Notary Public for State of Washington
Residing at Spokane

IN WITNESS WHEREOF, we, the incorporators hereinbefore named, have set out the number of shares subscribed by and the post office address of each respectively and have set our hands and seals in triplicate this 24 day of February, 1950.

<u>Shares Subscribed</u>	<u>Post Office Address</u>	<u>Signature</u>
<u>One (1)</u>	<u>OPPORTUNITY, WASHINGTON</u>	<u><i>Samuel J. Smith</i></u>
<u>One (1)</u>	<u>OPPORTUNITY, WASHINGTON</u>	<u><i>James E. Smith</i></u>
<u>One (1)</u>	<u>OPPORTUNITY, WASHINGTON</u>	<u><i>John A. Smith</i></u>
<u>One (1)</u>	<u>OPPORTUNITY, WASHINGTON</u>	<u><i>John D. Smith</i></u>
<u>One (1)</u>	<u>OPPORTUNITY, WASHINGTON</u>	<u><i>Thomas A. Smith</i></u>
<u>One (1)</u>	<u>OPPORTUNITY, WASHINGTON</u>	<u><i>John A. Smith</i></u>
<u>One (1)</u>	<u>OPPORTUNITY, WASHINGTON</u>	<u><i>John A. Smith</i></u>

STATE OF WASHINGTON)
) SS
County of Spokane)

I, DANIEL W. GAISER, a Notary Public in and for the State of Washington, duly commissioned, sworn and qualified, do hereby certify that on this 24th day of February, 1950, before me personally appeared SIDNEY E. SMITH, ISABELLA T. SMITH, CARLOS H. LANDA, JEAN I. LANDA, THOMAS S. SMITH, THELMA L. SMITH and FRED J. CUNNINGHAM, to me known to be the individuals described in and who executed the within and foregoing instrument, and acknowledged that they signed and sealed the same as their free and voluntary act and deed for the uses and purposes therein mentioned.

Given under my hand and official seal this 24th day of February, 1950.



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